

CORPORATIONS ACT
A PUBLIC COMPANY LIMITED BY GUARANTEE
THE CONSTITUTION
OF
AFRICA INLAND MISSION LTD (“AIM”)

This Constitution comprises the following parts:

- Part A*** ***Interpretation and Definitions***

- Part B*** ***Aims of the Company and Statement of Faith***

- Part C*** ***Members Generally***

- Part D*** ***Directors Generally***

- Part E*** ***Members Rights and Duties***

- Part F*** ***Termination and Windup***

PART A - INTERPRETATIONS AND DEFINITIONS

1. DEFINITIONS

1.1 In this Constitution the following expressions shall unless the context otherwise require have the following meanings:

“**Act**” means the Charitable Fund Raising Act, 1991;

“**Board of Directors**” means the Directors of the Company for the time being assembled at a meeting of Directors in accordance with this Constitution and not being less than a quorum; This board may also be known as the Australia Council, overseeing the Asia-Pacific Mobilising Region of this organisation.

“**Board**” means “Board of Directors”;

“**Company**” means this Company;

“**Constitution**” means this Constitution and all supplementary substituted or amending Constitutions for the time being in force;

“**Corporations Act**” means the Corporations Act (Cth), as amended or replaced from time to time;

“**Directors**” means the directors of the Company comprising the Board of Directors of the Company;

“**Entity**” means any association of persons or a Church as approved by the Directors.

“**Chairman of the Board**” means a Director holding the position of Chairman of the Board.

“**CEO**” means a Director who is appointed by the Board and is an ex-officio member of the Board to undertake the position of Chief Executive Officer.

“**Members**” means the Guarantors of the Company;

“**Office**” means the registered office for the time being of the Company;

“**Quorum**” means ten (10) members present in person, or by electronic means or by proxy at a General Meeting or by postal or electronic ballot.

“**Register**” means the register of members to be kept pursuant to **Section 168** of the Corporations Act;

“**State**” means the State or Territory for which the application for incorporation of the Company was made;

1.2 General

In this Constitution, unless the context otherwise requires:

- (a) a reference to any legislation or legislative provision includes any statutory modification or re-enactment of, or legislative provision substituted for, and any statutory instrument issued under, that legislation, or legislative provision;

- (b) a word denoting the singular number includes the plural number and vice versa;
- (c) a word denoting an individual or person includes a corporation, firm, authority, government or governmental authority and vice versa;
- (d) a word denoting a gender includes all genders;
- (e) a reference to a recital, clause, schedule or annexure is to a recital, clause, schedule or annexure of or to this Constitution;
- (f) a reference to any party of this Constitution, or any other document or arrangement, includes that party's executors, administrators, substitutes, successors and permitted assigns;
- (g) a reference to a "related corporation" of a body corporate is to a body corporate, which is related to it under section 50 of the Corporations Act;
- (h) a reference to "dollars" or "\$" is to an amount in Australian currency;
- (i) a reference to "GST" has the meaning given in the GST Act;
- (j) a reference to "GST Act" means the A New Tax System (Goods & Services Tax) Act 1999 (Cth);

1.3 **Headings and Parts of Speech**

In this Constitution, including the recitals:

- (a) headings are for convenience of reference only and do not affect interpretations; and
- (b) where an expression is defined, another part of speech or grammatical form of that expression has a corresponding meaning.

1.4 **Performance**

Any action required to be performed under any provision of this Constitution on or prior to a day, which is not a Business Day, shall be performed on or prior to the immediately following Business Day.

2. REPLACEABLE RULES

2.1 The replaceable rules referred to in **Part 2B.4** and **Section 135** of the Corporations Act are hereby adopted with the following amendments.

2.2 In the event of there being an inconsistency between this Constitution and the Corporations Act, the provisions of this Constitution shall, so far as is permissible by law, prevail.

PART B – AIMS OF THE COMPANY AND STATEMENT OF FAITH

3. PURPOSE AND STATEMENT OF FAITH

3.1 The Purpose of the Company includes:

Africa Inland Mission is a charitable organisation based in Australia and the Asia-Pacific that exists to advance Christianity by:

- (a) Proclaiming the gospel and making disciples in accordance with the Bible, as outlined by the words of Jesus recorded in Mathew 28:18-20.

'Then Jesus came to them and said, "All authority in heaven and on earth has been given to me. Therefore go and make disciples of all nations, baptising them in the name of the Father and of the Son and of the Holy Spirit, and teaching them to obey everything I have commanded you. And surely I am with you always, to the very end of the age." ' (NIV).

- (b) Having priority for those African ethnic people groups that remain unreached with the Gospel of Jesus Christ, whether they are living within or outside of Africa.
- (c) Fostering the formation of Christ-centred churches among all African peoples, especially through the mobilising and provision of people, prayer and resources.
- (d) Increasing participation of individuals, churches and the Christian community in Australia and the Asia-Pacific, especially through prayer, serving, or resourcing.
- (e) Maintaining dependence on the grace and power of the Lord. Cooperating with Africa Inland Mission International. The Directors may choose to be guided by the policies of Africa Inland Mission International and to work in conjunction with similar AIM entities worldwide.

3.2 The faith of the Company includes (but are not limited to) the following:

- (a) The unity and trinity of God, eternally existing in three co-equal Persons; the Father, the Son and the Holy Spirit.
- (b) God, the Creator and Preserver of all things, who created man, male and female, in His own image, and gave them dominion over the earthly creation.
- (c) The deity and humanity of God and Son, the Lord Jesus Christ, who, being very God, also became man, being begotten by the Holy Spirit, born of the Virgin Mary, was crucified, dead and buried, was raised bodily from the dead, and ascended to the right hand of the Father, whose two natures continue eternally and inseparably joined together in one Person.
- (d) The deity and personality of God the Holy Spirit, and the necessity of His works to make the death of Christ effective to the individual sinner, leading him to repentance toward God and faith in the Lord Jesus Christ; and in His ministry, dwelling permanently within and working through the believer for godly life and service.

- (e) The divine, verbal inspiration, infallibility and inerrancy of the Scriptures of the Old and New Testaments as originally given, and their absolute and final authority in all matters of faith and conduct.
- (f) The universal sinfulness and guilt human nature since the fall, rendering man subject to God's wrath and condemnation.
- (g) The sacrificial death of our Representative and Substitute, the Lord Jesus Christ, the incarnate Son of God, by the shedding of whose blood atonement was made for the sins of the whole world and whereby alone men are redeemed from the guilt, penalty and power of sin.
- (h) The necessity of the new birth as the work of God the Holy Spirit, to be obtained only by receiving the Lord Jesus Christ as Saviour; that men are saved by grace through faith, not by works.
- (i) The eternal blessedness of the saved and the eternal punishment of the lost.
- (j) The security of the believer, based entirely on the atoning work of the Lord Jesus Christ, whereby, as a born-again child of God, he has assurance of salvation and has the right to all the privileges of the sons of God.
- (k) The responsibility of the believer to maintain good works and to obey the revealed will of God in life and service, through which eternal rewards shall be received.
- (l) The True Church, whose Head is the Lord Jesus Christ, and whose members are all regenerate persons united to Christ and to one another by Holy Spirit.
- (m) The observance of the ordinance of Baptism and the Lord's Supper as appointed by the Lord Jesus Christ.
- (n) The supreme mission of the Church as being to glorify God and to preach the gospel to every creature.
- (o) The personal visible return of the Lord Jesus Christ.
- (p) The resurrection of the body.

4. DEBTS

4.1 Debts

With respect to the company incurring debt:

- (i) subject to 4.1(ii), as far as practical, no debts are to be contracted in connection with the running expenses of the Company;

- (ii) in the normal course of events, mortgages shall not be entered into by the Company. However, in exceptional circumstances, to cover a short term need, a mortgage may be considered by the Directors, and, if deemed necessary, approved.

PART C – MEMBERS GENERALLY

5. REGISTER OF MEMBERS

- 5.1 The Secretary of the company shall establish and maintain a register of Members of the Company, specifying the names and address of each person who is a member of the Company together with the date on which the person became a member.
- 5.2 The register of members shall be kept at the Registered Office, and shall be open for inspection, free of charge, by any member of the Company at any reasonable hour.

6. FEES ETC.

- 6.1 Upon admission to membership, a new member of the Company shall pay the company a fee of \$1.00, or where some other amount is determined by the Company, of that amount.

7. MEMBERS LIABILITY

- 7.1 The liability of a member of the Company to contribute towards payment of the debts and liabilities of the Company, or the costs, charges and expenses of the winding up of the Company is limited to the amount, if any, unpaid by the member in respect of membership of the Company as required by rule 6.

8. PAYMENT FOR OFFICE BEARERS AND MEMBERS

- 8.1 A Director shall not be appointed to any office of the Company paid by fees. The Company shall give no remuneration or other benefit in money or money's worth to any member of the Board except:
 - (a) this shall not preclude a reasonable salary for services rendered;
 - (b) repayment of out-of-pocket expenses;
 - (c) interest at a rate not exceeding interest at the rate for the time being which has been or would be charged by the Company's bankers for any money lent to the Company; and
 - (d) reasonable and proper rent for premises let to the Company.
- 8.2 Subject to clause 8.1, the Company shall not pay dividends or remuneration of any type to Members.

9. MEMBERSHIP

9.1 A person is qualified to apply for Ordinary Membership of the Company only if they are:

(a) Ordinary Member

A natural person or Entity who supports the purposes of the company, and upholds the doctrinal statement;

(b) A serving member from Australia, including

(i) Full Member:

Those from Australia who have taken up assignment with AIM International for a period of one year or more

(ii) Appointee Member:

Those from Australia who have been accepted by the Australia mobilizing Council for full membership but have not yet taken up assignment.

(iii) Short Term Member

Those from Australia who have taken up assignment with AIM International for less than one year

(iv) Mobilizing Council Member

Those who are appointed to serve on the Australia mobilizing council (ie this company's board)

(v) Retired Member

Those who have been granted retirement status by the Australia mobilizing council

(vi) Volunteer Member

Those who are appointed and contracted as volunteers to serve in the Australia office of ancillary offices in Australia without remuneration

(vii) Staff Member

Those who are appointed and contracted as paid staff to serve in the Australia office or ancillary offices in Australia.

10. NOMINATIONS FOR MEMBERSHIP

10.1 A nomination of a person for membership of the Company shall:

- (a) apply to be a member of the company in writing in a form advised by the Board; and
- (b) lodge the form referred to in rule 10.1 (a) with the secretary of the Company, or, in the absence of a secretary, with the CEO. This form may be in an electronic format and posted on the company website.

10.2 As soon as practicable after receiving a nomination for membership, the secretary shall refer the nomination to the Board which shall determine whether to approve or to reject the nomination.

10.3 Where the Board determines to approve a nomination for membership, the secretary shall, as soon as practicable after the determination, notify the nominee of that approval, and request the nominee to pay within the period of 28 days after receipt by the nominee of the notification, the sum payable under rule 6 by a member as an entrance fee.

10.4 The secretary, on payment by the nominee of the amount referred to in rule 10.3 within the period referred to in that rule, enter the nominee's name in the register of members and, upon the name being so entered, the nominee becomes a member of the company

11. CESSATION OF MEMBERSHIP

11.1 A person ceases to be a member of the Company if that person:

- (a) dies;
- (b) resigns that membership;
- (c) is expelled from the Company; or
- (d) is prohibited from being a member pursuant to the Corporations Act.

11.2 Expulsion from Company

- (a) the member has breached this constitution; or
- (b) The member's behavior is causing, has caused, or is likely to cause harm to the company; or
- (c) the member has renounced the objectives, or the statement of faith of this company as contained in this constitution.

12. MEMBERSHIP ENTITLEMENTS NOT TRANSFERRABLE

12.1 A right, privilege or obligation, which a person has, by reason of being a member of the Company:

- (a) is not capable of being transferred or transmitted to another person; and

- (b) terminates upon cessation of the person's membership.

13. RESIGNATION OF MEMBERS

- (a) A member of the Company is not entitled to resign that membership except in accordance with this rule.
- (b) A member of the Company who has paid all amounts payable by the member to the Company in respect of the member's membership may resign from membership of the Company by first giving notice (being not less than 1 month or not less than such other period as the committee may determine) in writing to the secretary of the member's intention to resign and, upon the expiration of the period of notice, the member ceases to be a member.
- (c) Where a member of the Company ceases to be a member pursuant to 13.1(b), and in every other case where a member ceases to hold membership, the secretary shall make an appropriate entry in the register of members recording the date on which the member ceased to be a member.

PART D – DIRECTORS GENERALLY

14. DIRECTORS

- 14.1 A Director shall be required to become a Member to qualify for appointment as a Director.
- 14.2 Subject to the Corporations Act, unless otherwise determined by resolution of the Company the number of Directors shall not be less than three (3). The Members who have signed this Constitution for the purposes of registering the Company shall appoint the first Directors of the Company.
- 14.3 The directors shall hold office until they shall be removed by ordinary resolution of the Company passed in a general meeting or until their office shall ipso facto become vacant pursuant to this Constitution or pursuant to the Corporations Act.
- 14.4 Subject to the Corporations Act, the Company may from time to time by ordinary resolution passed at a general meeting increase or reduce the number of Directors.
- 14.5 The Directors shall have power at any time to fill a casual vacancy or to appoint an additional Director or Directors.
- 14.6 The Company may by ordinary resolution remove any Director and may by an ordinary resolution appoint another person in his or her stead.

15. VACATION OF OFFICE

15.1 Subject to 15.2, the office of Director shall become vacant if the Director:

- (a) ceases to be a Director by virtue of the Corporations Act.
- (b) becomes bankrupt or makes any arrangement or composition with his creditors generally;
- (c) 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;
- (d) resigns his office by notice in writing to the Company at its registered office.

15.2 At the first annual general meeting of the Company, all the Directors shall retire from Office, and at the annual general meeting in every subsequent year, one-quarter of the directors for the time being, or, if their number is not a multiple of four, then the number nearest one-quarter, shall retire from office.

16. POWERS AND DUTIES OF DIRECTORS

16.1 The business of the Company shall be managed by the Directors who may pay all expenses incurred in promoting and registering the Company and may exercise all such powers of the Company as are not by the Corporations Act or by these Rules required to be exercised by the Company in general meeting. The general powers given by this sub-rule shall not be limited or restricted by any special authority or power given to the Directors by any other sub-rule.

16.2 The Directors shall appoint one of their body to the office of the Chairman of the Board, with such powers as are specified in rule 18 of this Constitution.

16.3 The Directors may revoke the appointment of a the Chairman of the Board.

16.4 The Directors shall cause minutes to be made in books provided for the purpose:

- (a) of all appointments of officers made by the Directors;
- (b) of the names of the Directors present at each meeting of the Directors and of any committee of Directors;
- (c) of all resolutions and proceedings at all meetings of the Company and of the Directors and of committees of Directors.

16.5 Any minutes of any meeting of the Directors or of any committee or of the Company, if purporting to be signed by the Chairman of such meeting or by the Chairman of the next succeeding meeting shall be receivable as prima facie evidence of the matters stated in such minutes.

17. PROCEEDINGS OF DIRECTORS

The following provisions apply:

- 17.1 The Directors may meet for the dispatch of business, adjourn and otherwise regulate their meetings at such place and in such manner as they think fit. A Director may at any time, and the Secretary shall on the requisition of a Director, summon a meeting of the Directors.
- 17.2 The Directors may without limitations conduct or hold meetings of director's by:
 - (a) conference telephone or conference video phone; or
 - (b) by using any other form of technology consented to by all the directors.
- 17.3 Subject to these Rules questions arising at any meeting of Directors shall be decided by a majority of votes and a determination by a majority of Directors shall for all purposes be deemed a determination of the Directors. In case of an equality of votes the Chairman of the meeting shall have a second or casting vote.
- 17.4 The Chairman of the Board may appoint another Director to exercise his powers in the Chairman's absence. This person shall ipso facto vacate office if the appointor vacates office or is removed from office as Chairman of the Board. Any appointment or removal under this sub-rule shall be effected in writing to the Secretary under the hand of the Chairman of the Board making same. At any meeting at which an alternate or substitute Director is present he shall be deemed a Chairman of the Board for all purposes including constituting a quorum.
- 17.5 The quorum for a Directors meeting shall unless otherwise determined by the Directors be three (3) in total, being the Chairman of the Board, plus two other Directors.
- 17.6 The continuing Directors may act notwithstanding any vacancy in their body, but if and so long as their number is reduced below the number fixed by or pursuant to this Constitution as the necessary quorum of Directors, the continuing Directors may act for the purpose of increasing the number of Directors to that number or of summoning a general meeting of the Company, but for no other purpose.
- 17.7 The Directors may delegate any of their powers to committees consisting of such member or members of their body and on such terms as they think fit.
- 17.8 A committee may elect a Chairman of its meetings. If no such Chairman is elected, or if at any meeting the Chairman is not present within ten minutes after the time appointed for holding the meeting, the members present may choose one of their number to be Chairman of the meeting.
- 17.9 A committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and in case of an equality of votes the Chairman of the committee shall have a second or casting vote.

- 17.10 All acts done by any meeting of the Directors or of a committee of Directors or by any person acting as a Director shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such Director or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Director.
- 17.11 A resolution in writing, signed by a majority of the Directors for the time being entitled to receive notice of a meeting of the Directors, shall be as valid and effectual as if it had been passed at a meeting of the Directors duly convened and held. Any such resolution may consist of several documents in like form, each signed by one or more of the Directors.

18. CHAIRMAN of the BOARD

- 18.1 The Board shall appoint a Chairman of the Board having the power to:
- (a) act as Secretary and Public Officer of the Company, or to delegate either or both positions to another Director or Directors or CEO;
 - (b) appoint a proxy in accordance with rule 19;
 - (c) To be appointed Chairman of all and every meeting whilst ever he holds the position of Chairman of the Board.

19. PROXIES

- 19.1 The Chairman of the Board may appoint another Director as his proxy to attend and vote instead of himself, having the same powers and authorities as specified in rule 18.
- 19.2 The instrument appointing a proxy shall be in writing (in the common or usual form) under the hand of the Chairman of the Board, or attorney duly authorised in writing. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

An instrument appointing a proxy may be in the following form or any other form, which the Directors shall approve.

I, _____ of _____
 hereby appoint _____ of _____
 or failing him _____ of _____
 as my proxy to vote for me and on my behalf at the (annual or extraordinary as the case may be) general meeting of the Company to be held on the ____ day of _____ and at any adjournment thereof.

Signed this _____ day of _____ 20

- 19.3 The instrument appointing a proxy may appoint several persons in the alternative and shall be deemed to confer authority to demand or join in demanding a poll.

- 19.4 The instrument appointing a proxy or the power of attorney or other authority, (if any), under which it is signed or a notarially certified copy of that power or authority shall be deposited at the Registered Office of the Company, or at such other place within the State as is specified for that purpose in the notice of convening the meeting, not less than twenty four hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote.
- 19.5 A vote given in accordance with the terms of an instrument of proxy or attorney shall be valid notwithstanding the previous death or unsoundness of mind of the principal or revocation of the instrument or of the authority under which the instrument was executed, or the transfer of the share in respect of which the instrument is given, if no intimation in writing of such death, unsoundness of mind, revocation, or transfer as aforesaid has been received by the Company at the registered office before the commencement of the meeting or adjourned meeting at which the instrument is used.
- 20. REGULATIONS ETC.**
- 20.1 Subject always to this Constitution, the board may make whatever policies and regulations it deems appropriate in respect to the operation and management of the business of the Company, and appoint whatever persons it deems appropriate to manage these businesses.
- 20.2 The Directors shall appoint a CEO. The CEO shall be an ex-officio member of the Board. The Board shall delegate to and direct the CEO through their Policy Manual.

PART E – MEMBERS RIGHTS AND DUTIES

21. GENERAL MEETINGS

- 21.1 Any Director may whenever he thinks fit convene an extraordinary general meeting. An extraordinary general meeting shall be convened on such requisition or may be convened by such requisitions as provided by the Corporations Act.
- 21.2 Subject to the provisions of the Corporations Act relating to special resolutions and agreements for shorter notice, twenty one day's notice at least (exclusive of the day on which the notice is served or deemed to 'be served, but inclusive of the day for which notice is given) specifying the place the day and the hour of the meeting and in the case of special business the general nature of that business shall be given individually to each member entitled to vote at the meeting and to each director.
- 21.3 A meeting shall notwithstanding that it is called by notice shorter than is required be deemed to be duly called if it so agreed;
- (a) in the case of a meeting called as the annual general meeting, by all the members entitled to attend and vote thereat; or

(b) in the case of any other meeting by a majority in number of the members having a right to attend and vote thereat.

- 21.4 All business shall be special that is transacted at an extraordinary general meeting, and also all that is transacted at an annual general meeting, with the exception of, the consideration of the accounts, balance sheets, and the Report of the Directors and Auditors (if appointed), the election of Directors in the place of those retiring, and the appointment and fixing of remuneration of Auditors.
- 21.5 The accidental omission to give notice of a meeting, or the non-receipt of notice of a meeting by any person entitled to such notice shall not invalidate the meeting or the proceedings thereat.
- 21.6 When a meeting is adjourned, new notice of the resumed meeting must be given if the meeting is adjourned for one month or more.

22. PROCEEDINGS AT GENERAL MEETINGS

- 22.1 No business shall be transacted at any general meeting unless a Quorum of members is present at all times during the meeting. A quorum shall be present where the members are personally in attendance. For the purpose of this sub-rule member includes a person attending as a proxy.
- 22.2 The Company may hold a meeting of its members at 2 or more venues using any technology that gives the members as a whole a reasonable opportunity to participate.
- 22.3 If within half an hour from the time appointed for the meeting a quorum is not present the meeting, if convened upon the requisition of the members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and such other time and place as the Directors may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present shall be a quorum.
- 22.4 The Chairman, may with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted and at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
- 22.5 At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:
- (a) by the Chairman; or
- (b) by any member present in person and entitled to vote.

- 22.6 On a show of hands, a declaration by the Chairman is conclusive evidence of the result. Neither the Chairman nor the minutes need to state the number or proportion of the votes recorded in favour or against.
- 22.7 If a poll is duly demanded it shall be taken in such manner and either at once or after an interval or adjournment or otherwise as the Chairman directs, and the result of the poll shall be a resolution of the meeting at which the poll was demanded but a poll demanded on the election of the Chairman or on a question of adjournment shall be taken forthwith.
- 22.8 In the case of equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a second or casting vote.
- 22.9 Notwithstanding the previous sub-rules of this rule 21 the Company may pass a resolution without a general meeting being held if all members entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document. Each member of a joint membership must sign. Separate copies of a document may be used for signing by members if the wording of the resolution and statement is identical in each copy. The resolution is passed when the last member signs.

PART F – TERMINATION AND WINDING UP

23. PROPERTY ON WIND UP

- 23.1 In the event of the winding up or cancellation of the company, a general meeting of the Company shall, pass a resolution nominating either of the following:
- (a) an organisation, institution(s) having similar objectives to the Company, and provided that it is an organisation, institution(s), approved by the Commissioner of Taxation as entitling donors thereto to a tax deduction;
 - (b) an organisation formed by the Board, provided that it complies with 23.1(a).
- 23.2 In the event of winding up the Company, no part of the surplus property shall be paid or given to any member, but shall be paid or given to an institution or institutions chosen by the Board of Directors, provided that the said institution complies with clause 23.1, and further, is satisfactory to the Commissioner of Taxation.