

OPPORTUNITY INTERNATIONAL AUSTRALIA LIMITED

BY-LAWS

As amended 25 May 2022

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1. INTERPRETATION

- 1.1** These By-Laws are to be read in conjunction with the Constitution of the Company (**Constitution**), which prevails to the extent of any inconsistency between the Constitution and these By-Laws.
- 1.2** All defined terms have the meaning given to them in the Constitution unless the context requires otherwise.
- 1.3** In these By-Laws unless the context requires otherwise, any reference to “we” means the Members collectively and individually, the Chief Executive Officer of the Company (**CEO**) and those reporting directly to the CEO.
- 1.4** Articles 1.2 to 1.9 inclusive of the Constitution apply to these By-Laws.

2. STATEMENT OF FAITH

- 2.1** We believe in the Eternal God, Creator of heaven and earth. We uphold Scripture as the Word of God, inspiring us in all matters of life and faith. We believe in Jesus Christ, the Son of God, and are committed to follow and practise his teachings. We rejoice in the promise of salvation to those whom He has called. We live in the grace of God who invites us all into a relationship with Him.
- 2.2** The principles in the ~~Implications of our Faith Statement~~ adopted in June 2015 and accepted by the Company, and independent Opportunity International organisations established outside Australia, set out how our Christian faith influences why we exist, what we do and how we operate. In particular:
- 2.2.1** we respond to Jesus Christ’s call to love and serve the poor;
- 2.2.2** we seek to emulate the Good Samaritan, whose compassion crossed ethnic groups and religions. Jesus’ message to all people was one of hope – that God is with us and for us. God desires justice, and for all people to live with dignity and purpose; and
- 2.2.3** we exist to bring about a measure of this justice, dignity and purpose for families living in poverty.

3. CORE VALUES

- 3.1** Our core values are:

3.1.1 Commitment to the Poor

We are committed to loving and serving the poor and marginalized in the developing world, striving to enable lasting improvement in their lives, families, and communities. The needs, expectations, and wellbeing of the poor inspire everything we do.

3.1.2 Humility

We are committed to modelling our behaviour on being of service to one another, and not on any supposed personal superiority or advantage (whether based on our position, influence, personality, wealth or otherwise).

3.1.3 Respect

We operate on the basis of respect for all people; in particular, we aim to value fully each client and to affirm personal dignity and uniqueness. This respect is also the foundation for our relationships with clients' communities and with others involved in our work - supporters, suppliers and colleagues.

3.1.4 Integrity

We honour the trust placed in us by our clients, supporters, other Opportunity International members, and staff, endeavouring to manage all our resources transparently and in a manner that reflects our motivation. We aim to do the right things for the right reasons, whether or not anyone will know.

3.1.5 Stewardship

We are committed to being good stewards of resources, exercising a thoughtful and cost effective use of time, skills and finances. We promote excellence, professionalism and best practice in every aspect of our work, seeking to maximise every opportunity to fulfil our Mission.

3.1.6 Transformation

We are committed to providing services, resources and encouragement that equip our clients, their families and communities for better economic prospects, new futures, new hope and dignity.

3.2 Review

We regularly review our performance against our Core Values and seek to correct any deficiencies.

4. SENIOR STAFF ACCEPTANCE OF MEMBER BELIEFS

The CEO and those who report directly to the CEO must be in general agreement with and accept the Member Beliefs.¹

5. MISSION AND METHOD

- 5.1** In addition to the Mission outlined in Article 4.2 of the Constitution, we seek to tackle the complex issue of poverty by using a multi-faceted approach that addresses the specific needs of people living in poverty.

¹ Article 6 of the Constitution provides that "Every Member of the Company by virtue of his or her Membership shall be in general agreement with and accept the Member Beliefs." Member Beliefs are defined to mean the Company's Mission described in Article 4.2 of the Constitution (i.e., "We empower people living in poverty to transform their lives, their children's futures and their communities"), together with the Statement of Faith and Core Values as described in these By-Laws.

- 5.2** In addition to supporting local microfinance organisations that provide innovative financial solutions as outlined in Article 4.4 of the Constitution, we focus on four key aspects of the poverty cycle: microfinance, health, education, and safety.

In doing so, we help people out of poverty through the provision of microfinance (small, collateral-free loans, savings, insurance, money transfers), non-financial support services (such as business training) and development programs in health, education and safety. The aim is to help people start and build their own businesses, create jobs, stimulate small businesses and strengthen communities among the poor. This enables them to earn an income so they can afford food, clean water, proper shelter and an education for their children.

- 5.3** Throughout our programs, we work with people regardless of religion, race, ethnicity, gender or marginalisation.

6. OPPORTUNITY GLOBAL

- 6.1** The Company and independent Opportunity International organisations established outside Australia, including Opportunity, Inc. (**Opportunity Global**), work together in ways that strengthen mutual relationships, deepen trust and pursue fruitful collaboration to better serve those living in poverty.
- 6.2** The Company and those independent organisations are committed to collaborating effectively and fruitfully in pursuit of a shared vision and mission. In doing so, the Company and those independent organisations hope to realise mutual growth, more effective and efficient ways of working, organisational learning and development, and above all, greater impact for the people served by them.
- 6.3** In working with those independent organisations, the Company from time to time enters into covenants, principles, agreements and other documents describing the common commitments, relationships and other arrangements between some or all of them. These Global Arrangements are approved by the Board and are amended and varied from time to time.²
- 6.4** The Company is committed to acting in good faith in its dealings with the other parties to the Global Arrangements and complying with its obligations under the Global Arrangements.

² As at 25 May 2022 the Global Arrangements include (a) the Opportunity Members Covenant adopted in May 2022 (being an updated and renamed version of the Opportunity Members Memorandum first adopted in April 2018 by Opportunity International, Inc., Opportunity International United Kingdom, the Company, Opportunity International Canada, Opportunity International Deutschland and Opportunity Global), as further amended and updated from time to time, and (b) the Bylaws of Opportunity Global. The Company is a member of Opportunity Global. It is not intended that the Opportunity Members Covenant amend or add to any of the globally accepted core documents (including (i) Opportunity's Motivation, Vision, Mission, Values adopted March 2014, (ii) the Implications of Our Faith Statement adopted in June 2015, (iii) the trademark licenses entered into in November 2018, and (iv) the agreed global Shared Narrative adopted in 2021), or to be a legally binding document.

7. DIRECTORS' INDEPENDENCE

7.1 At least half of the Directors, including the Chair, are to be independent Directors. For a Director to be considered independent he or she:

7.1.1 must not be a member of management, and

7.1.2 must not, within the last three years, have been employed in an executive capacity by Opportunity, and

7.1.3 must have no material business or other relationship (such as a family relationship) or circumstance that could interfere with the exercise of independent judgement or the ability to act in the best interests of Opportunity.

7.2 The independence of the non-executive Directors is assessed on an ongoing basis.

8. PROHIBITION ON ISSUING DEBENTURES AND ACCEPTING DEPOSITS

The Company is prohibited from making an invitation to the public to subscribe for any debentures of the Company and from making any invitation or acceptance of loans or deposits from persons other than its Members, Directors or their relatives.