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Constitution

Interplast Australia & New Zealand ACN 006 155 193

Constitution of Interplast Australia & New Zealand

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Preliminary

1. Defined terms

1.1 In this Constitution unless the contrary intention appears:

ACNC means the Australian Charities and Not-for-profits Commission as established under the ACNC Act and includes any other regulator which subsequently takes over the functions of the Australian Charities and Not-for-profits Commission, including without limitation, the Australian Taxation Office and the Australian Securities and Investments Commission as applicable.

ACNC Act means the *Australian Charities and Not-for-profits Commission Act 2012* (Cth) and the *Australian Charities and Not-for-profits Commission (Consequential and Transitional) Act 2012* (Cth) as modified or amended from time to time, and includes any regulations made under those Acts, any exemption or modification to those Acts, and also includes any legislation or regulation which replaces or supplements those Acts including, without limitation, the ITAA 1997.

Alternate Director means a person appointed as an alternate director under clause 40.

Associate means a person who is appointed as such under clause 11.

Auditor means the Company's auditor.

Authority means any government or any public, statutory, governmental, semi-governmental, local governmental, municipal or judicial body, entity or authority and includes a Minister of the Crown (in any right), and any person, body, entity or authority exercising a power pursuant to an Act of Parliament.

Board means the Board of Directors of the Company.

Board Executive includes the following Board office bearers:

- (a) the President;
- (b) the two (2) Vice-Presidents;
- (c) the Secretary; and
- (d) the Treasurer.

Board Committee means a committee, chaired by a member of the Board, that undertakes specific tasks and makes recommendations to the Board.

Commissioner means the Federal Commissioner of Taxation in Australia or authorised delegates.

Company means Interplast Australia & New Zealand ACN 006 155 193.

Constitution means the constitution of the Company as amended from time to time.

Corporations Act means the *Corporations Act 2001* (Cth) as modified or amended from time to time and includes any regulations made under that Act and any exemption or modification to that Act applying to the Company.

Country Coordinator means a person who is appointed as a country coordinator for a developing country in which the Company conducts activities.

Deductible Contribution means a contribution that is deductible under Items 7 or 8 of the table in subsection 30-15(2) of the ITAA 1997 and any amendment or re-enactment of these.

Director includes any person occupying the position of director of the Company and, where appropriate, includes an Alternate Director.

Directors means all or some of the Directors acting as a board.

District Governor of Rotary means that person appointed by Rotary International under the Constitution and By-Laws of Rotary International to be District Governor of a stated Rotary District.

Financial Rotarian means a member of Rotary International who has paid their annual membership fees and subscriptions in accordance with the Constitution and By-Laws of Rotary International.

GST means goods and services tax payable pursuant to *A New Tax System (Goods and Services Tax) Act 1999* (Cth).

ITAA 1997 means the *Income Tax Assessment Act 1997* (Cth).

Member means a member under clause 7.

Minister for Foreign Affairs means the Minister appointed as the Minister for Foreign Affairs by the Commonwealth government of the day.

President of the Royal Australasian College of Surgeons means that person appointed under the Constitution and By-Laws of the Royal Australasian College of Surgeons as President of the College.

Register means the register of Members of the Company.

Representative means a person appointed as such under clause 10.

Seal means the Company's common seal (if any).

Secretary means any person appointed by the Directors to perform any of the duties of a secretary of the Company and if there are joint secretaries, any one or more of those joint secretaries.

Treasurer means any person appointed in accordance with clause 50.

- 1.2 In this Constitution, except where the context otherwise requires, an expression in a clause of this Constitution has the same meaning as in the Corporations Act. Where the expression has more than one meaning in the Corporations Act and a provision of the Corporations Act deals with the same matter as a clause of this Constitution, that expression has the same meaning as in that provision.

2. Interpretation

In this Constitution, except where the context otherwise requires:

- (a) the singular includes the plural and vice versa, and a gender includes other genders;
- (b) another grammatical form of a defined word or expression has a corresponding meaning;
- (c) a reference to a clause, paragraph, schedule or annexure is to a clause or paragraph of, or schedule or annexure to, this Constitution, and a reference to this Constitution includes any schedule or annexure;
- (d) a reference to a document or instrument includes the document or instrument as novated, altered, supplemented or replaced from time to time;
- (e) a reference to **A\$, \$A, dollar** or **\$** is to Australian currency; and

- (f) the meaning of general words is not limited by specific examples introduced by **including, for example** or similar expressions.

3. Replaceable rules

To the extent permitted by law, the replaceable rules in the Corporations Act do not apply to the Company.

Objects

4. Objects

- 4.1 The Company is an unlisted public company limited by guarantee, and is a not-for-profit, non-government organisation established and located in Australia for the predominant purpose of relieving the sickness and suffering of indigent persons living within Australia and countries that the Minister for Foreign Affairs has declared to be developing countries by:
 - (a) supplying the resources whereby duly licensed professional persons may provide sophisticated rehabilitation by modern surgical techniques;
 - (b) providing training in modern techniques of rehabilitation surgery and paramedical care to interested individuals of the countries in which the Company operates; and
 - (c) to seek contributions of money or otherwise from other persons and from the State and Commonwealth governments, government authorities or other government bodies which can only be applied to achieve the predominant purpose.
- 4.2 The Company may only exercise the powers in section 124(1) of the Corporations Act to:
 - (a) carry out the objects in this clause 4; and
 - (b) do all things incidental or convenient in relation to the exercise of power under clause 4.2(a).

Income and property of Company

5. Income and property of Company

- 5.1 The income and property of the Company will only be applied towards the promotion of the objects of the Company set out in clause 4.
- 5.2 No income or property will be paid or transferred directly or indirectly to a Member of the Company except for payments to a Member:
 - (a) in return for any services rendered or goods supplied in the ordinary and usual course of business to the Company;
 - (b) in return for premises or land demised or let by any Member of the Company in the ordinary and usual course of business to the Company at a rate which is reasonable and proper; or
 - (c) of interest at a rate not exceeding current bank overdraft rates of interest for moneys lent.

6. Interplast Overseas Aid Fund

- 6.1 The Company shall maintain a fund solely for the purpose of providing aid and or development relief to people in a country or countries that the Minister for Foreign Affairs has declared to be a developing country or countries:
- (a) to which gifts of money or property, or Deductible Contributions, are to be made; and
 - (b) to which money received by the Company because of those gifts, or Deductible Contributions, is to be credited;
 - (c) that does not receive any other money or property (the **Fund**).
- 6.2 The name of the Fund shall be the 'Interplast Overseas Aid Fund'.
- 6.3 The Company must use the gifts of money or property or Deductible Contributions, and money received by the Company because of those gifts or Deductible Contributions, predominantly for the purpose set out in clause 6.1 for its work pertaining to developing countries.
- 6.4 Receipts for gifts must state:
- (a) the name of the Fund;
 - (b) the Australian Business Number of the Company;
 - (c) the fact that the receipt is for a gift.
- 6.5 Receipts for Deductible Contributions must state:
- (a) the name of the Fund;
 - (b) the Australian Business Number of the Company;
 - (c) the fact that the Deductible Contribution was made in return for either or both:
 - (i) a right to attend or participate in a fund-raising event; or
 - (ii) the purchase of goods and services at an auction held at a fund-raising event;
 - (d) the amount of the Deductible Contribution if the Deductible Contribution is money; and
 - (e) the GST inclusive market value of the minor benefit provided in return for the Deductible Contribution.
- 6.6 At the first instance of:
- (a) the winding up of the Fund; or
 - (b) the Fund ceasing to be endorsed as a 'public fund declared by the Treasurer to be a developing country relief fund' under Item 9.1.1 of section 30-80(1) of the ITAA 1997;
- any surplus assets of the Fund remaining after the payment of liabilities attributable to the Fund shall not be paid to the Company (or its Members or Associates), but shall be given or transferred to some other fund, authority or institution having objects similar to the objects of the Fund, and whose rules shall prohibit the distribution of its or their income among its or their members, such fund, authority or institution is to be eligible for tax deductibility of donations under Item 9.1.1 in the table in subsection 30-20 of the ITAA 1997. For the purposes of this clause only, "Treasurer" means the Minister appointed as Treasurer by the Commonwealth government of the day.
- 6.7 The assets and income of the Fund shall be applied solely in the furtherance of the objects in clause 6.1 above and no portion shall be distributed directly or indirectly to any individual except as bona fide compensation for services rendered or expenses incurred on behalf of the Fund.
- 6.8 The Company must maintain a separate bank account for the Fund.

- 6.9 The Company shall ensure that the Fund shall be controlled by a Board Committee consisting of a majority of Directors.
- 6.10 The Company shall invite the public to make contributions to the Fund.
- 6.11 The Australian Taxation Office must be notified of any alterations made to this clause 6 of the Constitution.

Membership

7. Appointment and removal of Members

- 7.1 The Members of the Company are the persons who have been nominated as a Member of the Company and admitted to membership in accordance with this Constitution.
- 7.2 Subject to any resolution passed at a general meeting, the number of Members of the Company is nine (9), of whom:
 - (a) four (4) shall be nominated by the District Governor from time to time of a Rotary District, nominated from time to time by a majority of the Board;
 - (b) three (3) shall be nominated by the President from time to time of the Royal Australasian College of Surgeons following consultation with the Plastic and Reconstructive Surgeons of the said College;
 - (c) one (1) shall be nominated by the Australian Society of Plastic Surgeons; and
 - (d) one (1) (the **Independent Member**) shall be nominated by the eight (8) previously mentioned Members following consultation with the Board and subsequent to their appointment but prior to the taking of any other action by them.
- 7.3 On the 1st day of July in each year one third of the Members for the time being nominated by the District Governor from time to time of a Rotary District or if their number is not three (3) or a multiple of three (3), then the number nearest one third, shall resign their Memberships provided that, in default of the nomination by the District Governor from time to time of a Rotary District and subsequent approval of Members to take place of the resigning Members, the resigning Members or such of them as have not had their places filled, shall, if willing to act and subject to this Constitution, continue as Members until the 1st day of July next and so from year to year until their places are filled.
- 7.4 On the 1st day of July in each year one third of the Members for the time being nominated by the President from time to time of the Royal Australasian College of Surgeons following consultation with the Plastic and Reconstructive Surgeons of the said College, or if their number is not three (3) or a multiple of three (3), then the number nearest one third, shall resign their Memberships provided that, in default of the nomination by the President from time to time of the Royal Australasian College of Surgeons following consultation with the Plastic and Reconstructive Surgeons of the said College and subsequent approval of Members to take the place of the resigning Members, the resigning Members or such of them as have not had their places filled, shall, if willing to act and subject to these regulations, continue as Members until the 1st day of July next and so from year to year until their places are filled.
- 7.5 On the 1st of July in each third year as from the 1st day of July, 2017 the Member nominated by the Australian Society of Plastic Surgeons will resign their Membership provided that in default of the nomination pursuant to the procedure set out in this clause 7 and subsequent approval of a Member to take the place of the resigning Member, the resigning Member shall, if willing to act

and subject to this clause 7, continue as a Member until the 1st day of July next and so on from year to year until their place is filled.

- 7.6 On the 1st of July in each third year as from the 1st day of July, 1989 the Independent Member will resign their Membership provided that in default of the nomination pursuant to the procedure set out in this clause 7 and subsequent approval of a Member to take the place of the resigning Independent Member, the resigning Independent Member shall, if willing to act and subject to this clause 7, continue as a Member until the 1st day of July next and so on from year to year until their place is filled.
- 7.7 All nominees of the District Governor from time to time of a Rotary District shall be Financial Rotarians.
- 7.8 All nominees of the President from time to time of the Royal Australasian College of Surgeons following consultation with the Plastic and Reconstructive Surgeons of the said College shall be Members of the said College.
- 7.9 Each of the persons nominated pursuant to either clauses 7.3 or 7.4 shall be advised of their nomination by the 10th day of June in the relevant year whilst the person nominated pursuant to clause 7.5 shall be advised of their nomination immediately it is decided upon pursuant to the procedure set out in this clause 7.
- 7.10 Each of the persons nominated pursuant to either clause 7.3 or 7.4 shall become a Member of the Company from the 1st day of July in each year upon approval of the nomination by a majority of the Board. For the purpose of giving such approval or otherwise the Board shall meet on or prior to the 29th day of June in each year.
- 7.11 Each of the persons nominated pursuant to either clauses 7.5 or 7.6 shall become a Member of the Company from the time of the approval of the nomination by a majority of the Board. For the purpose of giving such approval or otherwise the Board shall meet as soon as is practicable after the nomination has been made pursuant to the procedure set out in this clause 7.
- 7.12 Each of the persons appointed a Member pursuant to either clauses 7.3 or 7.4 shall be deemed to have resigned their Membership upon notification of the approval of a Member to succeed them. Such resignation shall take effect as from the 30th day of June in the relevant year.
- 7.13 Each of the persons appointed a Member pursuant to either clauses 7.5 or 7.6 shall be deemed to have resigned their Membership upon notification of the approval of a Member to succeed them. Such resignation shall take effect immediately.
- 7.14 The Members to resign pursuant to clauses 7.3 or 7.4 are those who have been appointed longest, but, as between persons who became Members on the same day, those to resign shall (unless the Company determines otherwise by way of resolution passed at a general meeting) be determined by lot.
- 7.15 A resigning Member is eligible for re-election and nothing in this Constitution shall prevent a person being appointed a Member for more than one (1) term.
- 7.16 In the event of a casual vacancy for a Membership occurring a person shall be appointed to fill that vacancy for the remainder of the vacating Member's term. A nomination shall be made by the person(s) who nominated the vacating Member. Any such person so nominated shall become a Member upon approval of their nomination by a majority of the Board at a meeting convened for that purpose.
- 7.17 The number of Members may be increased from time to time by the Company in general meeting provided the following conditions are satisfied:

- (a) Any proposed new or additional Members shall be nominated by the District Governor from time to time of a Rotary District nominated by a majority of the Board or the President from time to time of the Royal Australasian College of Surgeons. Each shall nominate the same number of proposed Members.
 - (b) Every person nominated in accordance with this clause 7 shall become a Member upon approval of their nomination by a majority of the Board at a meeting duly convened for that purpose. Should any person nominated not be approved by the Board, the said District Governor or President shall have the right to make a further substituted nomination until such time as the Board approves a nomination. No proposed new or additional Member shall hold any voting rights as Member until such time as the Board has approved all nominations from both the said District Governor and President.
 - (c) Any proposed new or additional Members shall accept in writing the invitation given to join as Members and shall pay entrance fees on receipt of which the proposed new or additional Members shall become Members of the Company, provided nevertheless that if such payment is not be made within two (2) calendar months after the date of the notice, the Board may cancel their invitation for Membership of the Company.
- 7.18 The entrance fee payable by Members shall be such as the Company in general meeting shall from time to time prescribe, provided that until the Company shall otherwise resolve the fee for Members shall be \$5.00. Members shall not be liable for annual subscription fees.
- 7.19 The rights and privileges of every Member are personal to each Member and are not transferable by the Member's own act or by operation of law.

8. Ceasing to be a Member

8.1 A Member's membership of the Company will cease:

- (a) if that Member gives the Secretary written notice of resignation, from the date of receipt of that notice by the Secretary;
- (b) if a two-thirds majority of the Directors present and voting at a meeting of Directors by ballot terminate the membership of that Member:
 - (i) whose conduct in their opinion renders it undesirable that that Member continue to be a Member of the Company;
 - (ii) only after the Member has been given at least seven (7) days' notice of the resolution and has had the opportunity to be heard at the meeting at which the resolution is proposed;
- (c) if the Member:
 - (i) dies;
 - (ii) becomes mentally incapacitated or whose person or estate is liable to be dealt with in any way under the laws relating to mental health; or
 - (iii) is convicted of an indictable offence;
- (d) where, following the passing of a resolution of the Members to wind up the Company, the Company is wound up.

8.2 Any Member ceasing to be a Member:

- (a) will not be entitled to any refund (or part refund) of a subscription; and

- (b) will remain liable for and will pay to the Company all subscriptions and moneys which were due at the date of ceasing to be a Member, and in addition, for any sum not exceeding \$100.00 for which he is liable as a Member of the Company under clause 57.

9. Powers of attorney

- 9.1 If a Member executes or proposes to execute any document or do any act by or through an attorney which affects the Company or the Member's membership in the Company, that Member must deliver the instrument appointing the attorney to the Company for notation.
- 9.2 If the Company asks a Member to file with it a certified copy of the instrument for the Company to retain, the Member will promptly comply with that request.
- 9.3 The Company may ask for whatever evidence it thinks appropriate that the power of attorney is effective and continues to be in force.

10. Representatives

- 10.1 Any corporation or organisation which is a Member may by written notice to the Secretary:
 - (a) appoint a natural person to act as its Representative in all matters connected with the Company as permitted by the Corporations Act; and
 - (b) remove a Representative.
- 10.2 A Representative is entitled to:
 - (a) exercise at a general meeting all the powers which the corporation or organisation which appointed him or her could exercise if it were a natural person;
 - (b) stand for election as an office bearer or Director; and
 - (c) be counted towards a quorum on the basis that the Member corporation or organisation is to be considered personally present at a general meeting by its Representative.
- 10.3 A certificate executed in accordance with section 127 of the Corporations Act is rebuttable evidence of the appointment or of the removal of the appointment (as appropriate) of the Representative.
- 10.4 The chairperson of a general meeting may allow a Representative to vote on the condition that he or she subsequently establishes his or her status as a Representative within a period prescribed by and to the satisfaction of the chairperson of the general meeting.
- 10.5 The appointment of a Representative may set out restrictions on the Representative's powers.

Associateship

11. Appointment and removal of Associates

- 11.1 There shall be Associates of the Company whose rights as provided for in this Constitution shall be limited.
- 11.2 All Country Coordinators and members of Board Committees must be Associates of the Company (except for those that are a Member, Director or Alternate Director).
- 11.3 Every applicant for Associateship of the company shall be proposed by one Member or an Associate and seconded by another Member or Associate of the Company to both of whom the applicant shall be personally known.

- 11.4 The application for Associateship shall be made in writing, signed by the applicant and their proposer and seconder and shall be in such form as the Board from time to time prescribes.
- 11.5 At the next meeting of the Board after the receipt of any application for Associateship, such application shall be considered by the Board, who shall thereupon determine upon the admission or rejection of the applicant. In no case shall the Board be required to give any reason for the rejection of an applicant.
- 11.6 When an applicant has been accepted for Associateship the Secretary shall send to the applicant written notice of their acceptance and a request for payment of their entrance fee on receipt of which the applicant shall become an Associate of the Company, provided nevertheless that if such payment is not made within two (2) calendar months after the date of the notice, the Board may in its discretion cancel its acceptance of the applicant as an Associate of the Company.
- 11.7 The entrance fee payable by Associates shall be such as the Company in general meeting shall from time to time prescribe, provided that until the Company shall otherwise resolve the fee for Associates shall be \$5.00.
- 11.8 Associates shall not be liable for any annual subscription fee.
- 11.9 An Associate may at any time by giving notice in writing to the Secretary resign their associateship of the Company but shall continue to be liable for all other moneys due by them to the Company.
- 11.10 An Associate's associateship of the Company will cease:
- (a) if the Associate gives the Secretary written notice of resignation, from the date of receipt of that notice by the Secretary;
 - (b) if a majority of two-thirds of the Directors present and voting at a meeting of Directors by ballot terminate the associateship of an Associate:
 - (i) whose conduct in their opinion renders it undesirable that that Associate continue to be an Associate of the Company;
 - (ii) only after the Associate has been given at least one (1) week's notice of the resolution and has had the opportunity to be heard at the meeting at which the resolution is proposed;
 - (c) if the Associate:
 - (i) dies;
 - (ii) becomes mentally incapacitated or whose person or estate is liable to be dealt with in any way under the laws relating to mental health; or
 - (iii) is convicted of an indictable offence.

General meetings

12. Calling general meeting

- 12.1 An annual general meeting shall be held in each year in accordance with the provisions of the Corporations Act.
- 12.2 Any Director may, at any time, call a general meeting.
- 12.3 A Member may:

- (a) only request the Directors to call a general meeting in accordance with section 249D of the Corporations Act; and
- (b) not request or call and arrange to hold a general meeting except under section 249E or 249F of the Corporations Act.

13. Notice of general meeting

- 13.1 Subject to the provisions of the Corporations Act allowing general meetings to be held with shorter notice, at least 21 days written notice (exclusive of the day on which the notice is served or deemed to be served and of the day for which notice is given) must be given to Members of any general meeting.
- 13.2 A notice calling a general meeting:
 - (a) must specify the place, date and time of the meeting and if the meeting is to be held in two or more places, the technology that will be used to facilitate this; including, without limitation, a telephone activated with a conference call or speaker phone facility, video conference, or Skype or any similar data streaming medium; and
 - (b) must state the general nature of the business to be transacted at the meeting; and
 - (c) may specify a place and electronic address for the purposes of proxy appointment.
- 13.3 A notice of an annual general meeting need not state that the business to be transacted at the meeting includes:
 - (a) the consideration of the annual financial report, Directors' report and the Auditor's report;
 - (b) the election of directors; or
 - (c) the appointment and fixing of the remuneration of the Auditor.
- 13.4 The Directors may postpone or cancel any general meeting whenever they think fit (other than a meeting called as the result of a request under clause 12.3).
- 13.5 The Directors must give notice of the postponement or cancellation of a general meeting to all persons referred to in clause 55 entitled to receive notices from the Company.
- 13.6 The failure or accidental omission to send a notice of a general meeting (including a proxy appointment form) to any Member or the non-receipt of a notice (or form) by any Member does not invalidate the proceedings at or any resolution passed at the general meeting.

Proceedings at general meetings

14. Member

In clauses 15, 16 and 22, **Member** includes a Member present in person or by proxy, attorney or Representative.

15. Quorum

- 15.1 No business may be transacted at a general meeting unless a quorum of Members is present when the meeting proceeds to business.
- 15.2 A quorum of Members is five (5).
- 15.3 If a quorum is not present within 30 minutes after the time appointed for a general meeting:
 - (a) if the general meeting was called on the requisition of Members, it is automatically dissolved; or

- (b) in any other case:
 - (i) it will stand adjourned to the same time and place seven days after the meeting, or to another day, time and place determined by the Directors; and
 - (ii) if at the adjourned general meeting a quorum is not present within 30 minutes after the time appointed for the general meeting, the general meeting is automatically dissolved.

16. Chairperson

- 16.1 The President of the Board, or in the President's absence a Vice-President of the Board, will be the chairperson at every general meeting.
- 16.2 The Directors present may elect a chairperson of a general meeting if:
 - (a) there is no chairperson; or
 - (b) neither the President of the Board or a Vice-President of the Board is present within 15 minutes after the time appointed for holding the general meeting; or
 - (c) the chairperson and deputy chairperson are unwilling to act as chairperson of the general meeting.
- 16.3 If no election is made under clause 16.2, then:
 - (a) the Members may elect one of the Directors present as chairperson; or
 - (b) if no Director is present or is willing to take the chair, the Members may elect one of the members present as chairperson.
- 16.4 If there is a dispute at a general meeting about a question of procedure, the chairperson may determine the question.

17. Adjournment

- 17.1 The chairperson of a general meeting at which a quorum is present:
 - (a) in his or her discretion may adjourn the general meeting with the meeting's consent; and
 - (b) must adjourn the general meeting if the meeting directs him or her to do so.
- 17.2 An adjourned general meeting may take place at a different venue to the initial general meeting.
- 17.3 The only business that can be transacted at an adjourned general meeting is the unfinished business of the initial general meeting.
- 17.4 Notice of an adjourned general meeting must only be given in accordance with clause 13.1 if a general meeting has been adjourned for more than 21 days.

18. Decision on questions

- 18.1 Subject to the Corporations Act in relation to special resolutions, a resolution is carried if a majority of the votes cast on the resolution are in favour of the resolution.
- 18.2 A resolution put to the vote of a meeting is decided on a show of hands unless a poll is demanded in accordance with the Corporations Act.
- 18.3 Unless a poll is demanded:
 - (a) a declaration by the chairperson that a resolution has been carried, carried by a specified majority, or lost; and
 - (b) an entry to that effect in the minutes of the meeting,

are conclusive evidence of the fact without proof of the number or proportion of the votes in favour of or against the resolution.

- 18.4 The demand for a poll may be withdrawn.
- 18.5 A decision of a general meeting may not be impeached or invalidated on the ground that a person voting at the general meeting was not entitled to do so.

19. Taking a poll

- 19.1 A poll will be taken when and in the manner that the chairperson directs.
- 19.2 The result of the poll will be the resolution of the meeting at which the poll was demanded.
- 19.3 The chairperson may determine any dispute about the admission or rejection of a vote.
- 19.4 The chairperson's determination, if made in good faith, will be final and conclusive.
- 19.5 A poll demanded on the election of the chairperson or the adjournment of a general meeting must be taken immediately.
- 19.6 After a poll has been demanded at a general meeting, the general meeting may continue for the transaction of business other than the question on which the poll was demanded.

20. Casting vote of chairperson

In the case of equality of votes, whether on a show of hands or on a poll, the chairperson has a second or casting vote in addition to the chairperson's votes as a Member, proxy, attorney or Representative.

21. Offensive material

A person may be refused admission to, or required to leave and not return to, a meeting if the person:

- (a) refuses to permit examination of any article in the person's possession; or
- (b) is in possession of any:
 - (i) electronic or recording device;
 - (ii) placard or banner; or
 - (iii) other article,

which the chairperson considers to be dangerous, offensive or liable to cause disruption.

Votes of Members and Associates

22. Entitlement to vote

- 22.1 At any meetings of Members, only Members (as opposed to Associates) may vote as provided for in this Constitution.
- 22.2 A Member entitled to vote has one vote.
- 22.3 Associates may attend all meetings of Members but shall hold no voting rights.

23. Objections

- 23.1 An objection to the qualification of a voter may only be raised at the general meeting or adjourned general meeting at which the voter tendered its vote.
- 23.2 An objection must be referred to the chairperson of the general meeting, whose decision is final.
- 23.3 A vote which the chairperson does not disallow because of an objection is valid for all purposes.

24. Votes by proxy

- 24.1 If a Member appoints a proxy, proxies or an attorney, the proxy, proxies or attorney may not vote on a show of hands.
- 24.2 A proxy need not be a Member.
- 24.3 A proxy of a Member may demand or join in demanding a poll.
- 24.4 A proxy or attorney of a Member may vote on a poll.
- 24.5 A proxy of a Member may vote or abstain as he or she chooses except where the appointment of the proxy directs the way the proxy is to vote on a particular resolution. If a proxy votes at all, the proxy will be deemed to have voted all directed proxies in the manner directed.

25. Document appointing proxy

- 25.1 An appointment of a proxy is valid if it is signed by the Member making the appointment and contains the information required by subsection 250A(1) of the Corporations Act. The Directors may determine that an appointment of proxy is valid even if it only contains some of the information required by section 250A(1) of the Corporations Act.
- 25.2 For the purposes of clause 25.1, an appointment received at an electronic address will be taken to be signed by the Member if:
 - (a) a personal identification code allocated by the Company to the Member has been input into the appointment; or
 - (b) the appointment has been verified in another manner approved by the Directors.
- 25.3 A proxy's appointment is valid at an adjourned general meeting.
- 25.4 A proxy or attorney may be appointed for all general meetings or for any number of general meetings or for a particular purpose.
- 25.5 Unless otherwise provided for in the proxy's appointment or in any instrument appointing an attorney, the appointment of the proxy or the attorney of the Member will be taken to confer authority:
 - (a) to vote on:
 - (i) any amendment moved to the proposed resolutions and on any motion that the proposed resolution not be put or any similar motion; and
 - (ii) any procedural motion, including any motion to elect the chairperson, to vacate the chair or to adjourn the general meeting,even though the appointment may specify the way the proxy or attorney is to vote on a particular resolution; and
 - (b) to vote on any motion before the general meeting whether or not the motion is referred to in the appointment.

- 25.6 If a proxy appointment is signed by a Member but does not name the proxy or proxies in whose favour it is given, the chairperson may either cast as proxy or complete the appointment by inserting the name or names of one or more directors or the Secretary.

26. Lodgement of proxy

- 26.1 The written appointment of a proxy or attorney must be received by the Company, at least 48 hours (unless otherwise specified in the notice of meeting to which the proxy relates) before:
- (a) the time for holding the general meeting or adjourned general meeting at which the appointee proposes to vote; or
 - (b) the taking of a poll on which the appointee proposes to vote.
- 26.2 The Company receives an appointment of a proxy and any power of attorney or other authority under which it was executed when they are received at:
- (a) the Company's registered office;
 - (b) a facsimile number at the Company's registered office; or
 - (c) a place, facsimile number or electronic address specified for that purpose in the notice of meeting.

27. Validity

A vote cast in accordance with an appointment of proxy or power of attorney is valid even if before the vote was cast the appointor:

- (a) died;
- (b) became mentally incapacitated; or
- (c) revoked the proxy or power,

unless any written notification of the death, unsoundness of mind or revocation was received by the Company before the relevant general meeting or adjourned general meeting.

Appointment and removal of Directors

28. Number and composition of Directors

- 28.1 The management of the Company shall be vested in the Board of Directors, consisting of:

- (a) a President;
- (b) two **(2)** Vice-Presidents;
- (c) a Secretary;
- (d) a Treasurer; and
- (e) between **(7)** and **(10)** other Directors;

all of whom shall be Members or Associates of the Company, such that there are never more than fifteen **(15)** Directors at any one time subject to any resolution passed at a general meeting pursuant to clause 29.1.

- 28.2 Each position on the Board Executive must be held by one Director and that Director must hold only one position on the Board Executive.

- 28.3 The initial Directors of the Company are the persons who have consented to act as directors and are set out in the Company's application for registration as a Company. Those persons hold office subject to the Constitution.

29. Appointment and removal of Directors

- 29.1 Subject to clause 28.1, the Company may by resolution passed in general meeting:
- (a) appoint new Directors;
 - (b) subject to clause 28, increase or decrease the number of Directors;
 - (c) remove any Director before the end of the Director's period of office; and
 - (d) appoint another person in the Director's place.
- 29.2 A person appointed under clause 29.1(d) will hold office for the period for which the Director replaced would have held office if the Director had not been removed.
- 29.3 If the conduct or position of any Director is such that continuance in office appears to the majority of the Directors to be prejudicial to the interests of the Company, a majority of Directors at a meeting of the Directors specifically called for that purpose may suspend that Director, and recommend to the Members that they confirm that suspension.
- 29.4 Within 14 days of the suspension, the Directors must notify the Members of the suspension and request that the Members either confirm the suspension and remove the Director from office in accordance with clause 29.1(c) or annul the suspension and reinstate the Director.

30. Additional and casual Directors

- 30.1 Subject to clause 28.1, the Directors may appoint any person as a Director to fill a casual vacancy or as an addition to the existing Directors.
- 30.2 A Director appointed under clause 30.1 will hold office until the next general meeting of the Company when the Director may be re-elected.

31. Retirement

- 31.1 Directors are appointed for a three-year term with the option of a further two three-year terms (nine years in total).
- 31.2 The Members may by special resolution re-appoint a retired Director to the Board after a period of absence. A period of absence is a period of time not less than 12 months that is determined by the Members.
- 31.3 At each annual general meeting, any Director who is in the final year of their three-year term shall retire from office provided that, in default of the election of Directors to take the places of the retiring Directors the retiring Directors, or such of them as have not had their places filled, shall, if willing to act, continue in office until the next annual general meeting and so on from year to year until their places are filled, subject to this Constitution.

32. Filling vacated office

- 32.1 When a Director retires at a general meeting, the Company may by resolution appoint a person to fill the vacated office.
- 32.2 The Board shall have the power at any time, and from time to time, to appoint any Member or Associate of the Company to the Board, either to fill a casual vacancy or as an addition to the

existing Directors but so that the total number of Directors shall not exceed the number fixed in accordance with this Constitution. Any such appointment shall require the prior approval of the Members.

32.3 Any Director appointed to fill a casual vacancy shall hold office for the remainder of the vacating Director's term.

32.4 Any Director appointed as an addition to the existing Directors shall hold office in accordance with clause 30 and clause 31.

33. Nomination of Director

The election of Directors shall take place in the following manner:

- (a) Any two Members shall be at liberty to nominate any other Member or Associate of the Company to serve as a Director.
- (b) The nomination, which shall be given in writing and signed by the Member and his proposer and seconder shall be lodged with the Secretary at least fourteen (**14**) days before the annual general meeting at which the election is to take place.
- (c) A list of the candidates' names in alphabetical order, with the proposers' and seconders' names shall be posted in a conspicuous place in the registered office of the Company for at least seven (**7**) days immediately preceding the annual general meeting.
- (d) Balloting lists shall be prepared (if necessary) containing the names of the candidates only in alphabetical order, and each Member present at the annual general meeting shall be entitled to vote for any number of such candidates not exceeding the number of vacancies.
- (e) In case there shall not be sufficient number of candidates nominated the Board may fill up the remaining vacancy or vacancies provided that any such nominations put forward by the Board shall first be approved by resolution passed at a general meeting.

34. Vacation of office

The office of a Director immediately becomes vacant if the Director:

- (a) is prohibited by the Corporations Act from holding office or continuing as a Director;
- (b) is liable to have a person appointed, under a law relating to the administration of estates of persons who through mental or physical incapacity are incapable of managing their affairs, to administer it, or becomes in the opinion of the Directors incapable of performing his or her duties;
- (c) resigns by notice in writing to the Company;
- (d) is removed by a resolution of the Company;
- (e) is absent from Directors' meetings for six (**6**) consecutive months without leave of absence from the Directors;
- (f) is directly or indirectly interested in any contract or proposed contract with the Company and fails to declare the nature of the interest as required by the Corporations Act;
- (g) is the chief executive officer (or equivalent) of a Member that ceases to be a Member under clauses 7 and 8;
- (h) 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;

- (i) holds any office of profit under the Company otherwise than as allowed under clause 38;
or
- (j) ceases to be a Member or an Associate.

Powers and duties of Directors

35. Powers and duties of Directors

- 35.1 The business of the Company is managed by the Directors who may exercise all powers of the Company that this Constitution or the Corporations Act do not require to be exercised by the Company in general meeting or by the Members passing a resolution.
- 35.2 Without limiting the generality of clause 35.1, the Directors may exercise all the powers of the Company to:
 - (a) borrow money;
 - (b) mortgage or charge any property or business of the Company;
 - (c) issue debentures or give any other security for a debt, liability or obligation of the Company or of any other person; and
 - (d) guarantee or to become liable for the payment of money or the performance of any obligation by or of any other person.
- 35.3 All cheques, bills of exchange, promissory notes, drafts, and other negotiable instruments and all other receipts for money paid to the Company shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, by any two of the President, the two Vice-Presidents, the Secretary and the Treasurer or in such manner as the Board may from time to time determine.
- 35.4 The Directors will cause the Company to comply with any obligations under the ACNC Act or any other legislation, including, without limitation, any governance standards and reporting requirements.

Proceedings of Directors

36. Directors' meetings

- 36.1 A Director may at any time, and the Secretary must on the request of a Director, call a Directors' meeting.
- 36.2 A Directors' meeting must be called on at least 48 hours written notice of a meeting to each Director and each Director's alternate.
- 36.3 It is not necessary to give notice of a meeting of the Directors to an Australian resident whom the Secretary, when giving notice to the other Directors, reasonably believes to be temporarily outside Australia.
- 36.4 Subject to the Corporations Act, a Directors' meeting may be held by the Directors communicating with each other by any technological means by which they are able simultaneously to hear each other and to participate in discussion.
- 36.5 The Directors need not all be physically present in the same place for a Directors' meeting to be held.
- 36.6 Subject to clause 39, a Director who participates in a meeting held in accordance with this Constitution is taken to be present and entitled to vote at the meeting.
- 36.7 Clauses 36.4 to 36.5 apply to meetings of Board Committees as if all committee members were Directors.

- 36.8 The Directors may meet together, adjourn and regulate their meetings as they think fit but must meet at least six times per year.
- 36.9 A quorum is a majority of Directors.
- 36.10 Where a quorum is not present within 30 minutes of the appointed time for the Directors' meeting the meeting will be automatically dissolved.
- 36.11 Where a quorum cannot be established for the consideration of a particular matter at a meeting of Directors, the chairperson may request that the Members deal with the matter.
- 36.12 Notice of a meeting of Directors may be given in writing, or the meeting may be otherwise called using any technology consented to by all the Directors.
- 36.13 Directors must attend a minimum of sixty-six per cent (**66%**) of Directors' meetings held each calendar year.

37. Decision on questions

- 37.1 Subject to this Constitution, questions arising at a meeting of Directors are to be decided by a majority of votes of the Directors present and voting and, subject to clause 39, each Director has one vote.
- 37.2 A Director who votes against a resolution may request that the vote be recorded in the minutes.
- 37.3 The chairperson of a meeting has a casting vote in addition to his or her deliberative vote.
- 37.4 An Alternate Director has one vote for each Director for whom he or she is an alternate.
- 37.5 If the Alternate Director is a Director, he or she also has a vote as a Director.

Payments to Directors

38. Payments to Directors

No payment will be made to any Director of the Company other than payment:

- (a) of out of pocket expenses incurred by the Director in the performance of any duty as Director of the Company where the amount payable does not exceed an amount previously approved by the Directors of the Company;
- (b) for any service rendered to the Company by the Director in a professional or technical capacity, other than in the capacity as Director, where the provision of the service has the prior approval of the Directors of the Company and where the amount payable is approved by the Directors of the Company and is not more than an amount which commercially would be reasonable payment for the service;
- (c) of any salary or wage due to the Director as an employee of the Company where the terms of employment have been approved by the Directors of the Company, or under their delegation; and
- (d) relating to an indemnity in favour of the Director and permitted by section 199A of the Corporations Act or a contract of insurance permitted by section 199B.

39. Directors' interests

- 39.1 No contract made by a Director with the Company and no contract or arrangement entered into by or on behalf of the Company in which any Director may be in any way interested is avoided or rendered voidable merely because of the Director holding office as a director or because of the fiduciary obligations arising out of that office.

- 39.2 No Director contracting with or being interested in any arrangement involving the Company is liable to account to the Company for any profit realised by or under any such contract or arrangement merely because of the Director holding office as a director or because of the fiduciary obligations arising out of that office.
- 39.3 A Director is not disqualified merely because of being a Director from contracting with the Company in any respect.
- 39.4 Subject to clause 38, a Director or a body or entity in which a Director has a direct or indirect interest may:
- (a) enter into any agreement or arrangement with the Company;
 - (b) hold any office or place of profit other than as auditor in the Company; and
 - (c) act in a professional capacity other than as auditor for the Company,
- and the Director or the body or entity can receive and keep beneficially any remuneration, profits or benefits under any agreement or arrangement with the Company or from holding an office or place of profit in or acting in a professional capacity with the Company.
- 39.5 A Director who has a material personal interest in a matter that is being considered at a Directors' meeting must not:
- (a) be present while the matter is being considered at the meeting; or
 - (b) vote on the matter,
- unless permitted by the Corporations Act to do so, in which case the Director may:
- (c) be counted in determining whether or not a quorum is present at any meeting of Directors considering that contract or arrangement or proposed contract or arrangement;
 - (d) sign or countersign any document relating to that contract or arrangement or proposed contract or arrangement; and
 - (e) vote in respect of, or in respect of any matter arising out of, the contract or arrangement or proposed contract or arrangement.
- 39.6 A Director may be or become a director or other officer of, or otherwise interested in, any related body corporate or any other body corporate promoted by the Company or in which the Company may be interested as a vendor, shareholder or otherwise and is not accountable to the Company for any remuneration or other benefits received by the Director as a director or officer of, or from having an interest in, that body corporate.

40. Alternate Directors

- 40.1 A Director may, with the approval of the Directors, appoint any person as his or her alternate for a period determined by that Director.
- 40.2 An Alternate Director is entitled to notice of Directors' meetings and, if the appointor is not present at a meeting, is entitled to attend, be counted in a quorum and vote as a Director.
- 40.3 An Alternate Director is an officer of the Company and is not an agent of the appointor.
- 40.4 The provisions of this Constitution which apply to Directors also apply to Alternate Directors.
- 40.5 The appointment of an Alternate Director:
- (a) may be revoked at any time by the appointor or by the other Directors; and
 - (b) end automatically when the appointor ceases to be a Director.

- 40.6 Any appointment or revocation under this clause must be effected by written notice delivered to the Secretary.

41. Remaining Directors

- 41.1 The Directors may act even if there are vacancies on the board.
- 41.2 If the number of Directors is not sufficient to constitute a quorum at a Directors' meeting, the Directors may act only to:
- (a) appoint an additional Director; or
 - (b) call a general meeting.
- 41.3 Within 28 days of the appointment of an additional Director under clause 41.2(a), the Directors must notify the Members of the appointment and request that the Members either confirm at the next general meeting of the Company the appointment of the Director, or remove the Director and appoint another Director in accordance with clause 29.1(a).

42. Chairperson

- 42.1 The President shall preside as chairperson at every meeting of the Board, or if there is no President, or if at any meeting he is not present within ten **(10)** minutes after the time appointed for holding the meeting, a Vice-President shall be chairperson or if a Vice-President is not present at the meeting then the Directors present may choose one of their number to be chairperson of the meeting.

43. Delegation

- 43.1 The Directors may delegate any of their powers, other than those which by law must be dealt with by the Directors as a board, to a Board Committee or Board Committees, consisting of such Member or Members or Associate or Associates as the Board thinks fit.
- (a) The Directors may at any time revoke any delegation of power to a Board Committee.
 - (b) At least one member of each Board Committee must be a Director.
 - (c) The chairperson of each Board Committee should be a Director.
 - (d) A Board Committee may be authorised by the Directors to sub delegate all or any of the powers for the time being vested in it, and shall have the power to co-opt any Member or Members or Associate or Associates, and each Member or Associate on such sub-committee shall have one vote on such sub-committee.
 - (e) Meetings of any Board Committee will be governed by the provisions of this Constitution which deal with Directors' meetings so far as they are applicable and are not inconsistent with any directions of the Directors. The provisions apply as if each member was a Director.
- 43.2 The Directors may appoint one or more advisory boards consisting of such Director(s) of the Board as the Board thinks fit, provided that such advisory boards shall act in an advisory capacity only.
- (a) The Directors may at any time revoke any appointment of an advisory board.
 - (b) At least one member of each advisory board must be a Director.
 - (c) An advisory board shall conform to any regulations that may be imposed by the Board.

- (d) An advisory board shall have the power to co-opt any Member or Members or Associate or Associates, and each Member or Associate of such advisory board shall have one vote on such advisory board.
 - (e) A sub-committee or advisory board may meet and adjourn as it thinks proper. Questions arising at any meeting of a sub-committee or advisory board shall be determined by a majority of votes of the Members or Associates or Directors present, and in the case of an equality of votes the chairperson shall have a second or casting vote.
- 43.3 A Board Committee, a sub-committee or an advisory board must exercise its powers in accordance with the Company's 'Delegation Policy' and any directions of the Directors.

44. Written resolutions

- 44.1 The Directors may pass a resolution without a Director's meeting being held if all the Directors 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. The resolution is passed when the last Director signs.
- 44.2 For the purposes of clause 44.1, separate copies of a document may be used for signing by Directors if the wording of the resolution and statement is identical in each copy.
- 44.3 Any document referred to in this clause 44 may be in the form of a facsimile or electronic transmission.
- 44.4 The minutes of Directors' meetings must record that a meeting was held in accordance with this clause 44.
- 44.5 This clause 44 applies to meetings of Board Committees as if all members of the committee were Directors.

45. Validity of acts of Directors

If it is discovered that:

- (a) there was a defect in the appointment of a person as a Director, Alternate Director or member of a Board Committee, sub-committee or advisory board; or
- (b) a person appointed to one of those positions was disqualified,

all acts of the Directors or the Board Committee, sub-committee or advisory board before the discovery was made are as valid as if the person had been duly appointed and was not disqualified.

46. Minutes and Registers

- 46.1 The Directors must cause minutes to be made of:
- (a) the names of the Directors present at all Directors' meetings and meetings of Board Committees;
 - (b) all proceedings and resolutions of the Company, Directors' meetings and meetings of Board Committees;
 - (c) all resolutions passed by Directors in accordance with clause 44;
 - (d) all appointments of officers;
 - (e) all orders made by the Directors and Board Committees; and
 - (f) all disclosures of interests made under clause 39.

- 46.2 Minutes must be signed by the chairperson of the meeting or by the chairperson of the next meeting of the relevant body.
- 46.3 The Company must keep all registers required by this Constitution, the ACNC Act, the Corporations Act and any other regulatory or legislative requirements.

Local management

47. Local management

- 47.1 The Directors may provide for the management and transaction of the affairs of the Company in any places and in such manner as they think fit.
- 47.2 Without limiting clause 47.1 the Directors may:
- (a) establish local boards or agencies for managing any of the affairs of the Company in a specified place and appoint any persons to be members of those local boards or agencies; and
 - (b) delegate to any person appointed under clause 47.2(a) any of the powers, authorities and discretions which may be exercised by the Directors under this Constitution,
- on any terms and subject to any conditions determined by the Directors.
- 47.3 The Directors may at any time revoke or vary any delegation under this clause 47.

48. Appointment of attorneys and agents

- 48.1 The Directors may from time to time by resolution or power of attorney executed in accordance with section 127 of the Corporations Act appoint any person to be the attorney or agent of the Company:
- (a) for the purposes;
 - (b) with the powers, authorities and discretions (not exceeding those exercisable by the Directors under this Constitution);
 - (c) for the period; and
 - (d) subject to the conditions,
- determined by the Directors.
- 48.2 An appointment by the Directors of an attorney or agent of the Company may be made in favour of:
- (a) any member of any local board established under this Constitution;
 - (b) any company;
 - (c) the members, directors, nominees or managers of any company or firm; or
 - (d) any fluctuating body of persons whether nominated directly or indirectly by the Directors.
- 48.3 A power of attorney may contain such provisions for the protection and convenience of persons dealing with an attorney as the Directors think fit.
- 48.4 The Directors may appoint attorneys or agents by electronic means (including facsimile transmission, telegraph or cable) to act for and on behalf of the Company.
- 48.5 An attorney or agent appointed under this clause 48 may be authorised by the Directors to sub-delegate all or any of the powers, authorities and discretions for the time being vested in it.

Secretary

49. Secretary

49.1 The Secretary shall be appointed in accordance with clauses 28.1 and 29.

49.2 The Secretary is a member of the Board Executive.

49.3 The Secretary's duty is:

- (a) to conduct the correspondence of the Company;
- (b) to attend meetings;
- (c) to take minutes of proceedings;
- (d) to keep a register of names, addresses and occupations of all Members and their date of payment of entrance fee;
- (e) to issue notices of all meetings of the Company and the Board;
- (f) to furnish a monthly and / or quarterly report to Members; and
- (g) otherwise to perform or delegate any of such secretarial duties.

Treasurer

50. Treasurer

50.1 The Treasurer shall be appointed in accordance with clauses 28.1 and 29.

50.2 The Treasurer is a member of the Board Executive.

50.3 The Treasurer's duty is:

- (a) to keep adequate account of all of the Company's finances including a ledger, cash book, receipt book and file, accounting for all monies received and spent. Current accounts at a Bank approved by the Board shall be opened and maintained, and all monies received are to be paid into such accounts; and
- (b) to furnish financial statements to the Board in general meeting when called upon to do so.

Seals

51. Common Seal

If the Company has a Seal:

- (a) the Directors must provide for the safe custody of the Seal;
- (b) the Seal must not be used without the authority of the Directors or a Board Committee authorised to use the Seal;
- (c) every document to which the Seal is affixed must be signed by a Director and be countersigned by another Director, the Secretary or another person appointed by the Directors to countersign the document.

52. Duplicate Seal

If the Company has a Seal, the Company may have one or more duplicate seals of the Seal each of which:

- (a) must be a facsimile of the Seal with 'Duplicate Seal' on its face;
- (b) must not be used except with the authority of the Directors.

Inspection of records

53. Inspection of records

- 53.1 Except as otherwise required by the Corporations Act and the ACNC Act, the Directors may determine whether and to what extent, and at what times and places and under what conditions, the financial records and other documents of the Company or any of them will be open for inspection by Members other than Directors.
- 53.2 Except as otherwise required by the Corporations Act and the ACNC Act, a Member other than a Director does not have the right to inspect any financial records or other documents of the Company unless the Member is authorised to do so by a court order or a resolution of the Directors.

Notices

54. Service of notices

- 54.1 Notice may be given by the Company to any person who is entitled to notice under this Constitution:
 - (a) by serving it on the person; or
 - (b) by sending it by post, facsimile transmission or electronic notification to the person at the person's address shown in the Register or the address supplied by the person to the Company for sending notices to the person.
- 54.2 A notice sent by post is taken to be served:
 - (a) by properly addressing, prepaying and posting a letter containing the notice; and
 - (b) on the day after the day on which it was posted.
- 54.3 A notice sent by facsimile transmission or electronic notification is taken to be served:
 - (a) by properly addressing the facsimile transmission or electronic notification and transmitting it; and
 - (b) on the day after its despatch.
- 54.4 If a Member does not have an address recorded in the Register a notice will be taken to be served on that Member 24 hours after it was posted on a notice board at the Company's registered office.
- 54.5 A Member whose address recorded in the Register is not in Australia may specify in writing an address in Australia to be taken to be the Member's for the purposes of clause 54.
- 54.6 A certificate in writing signed by a Director, Secretary or other officer of the Company that a document or its envelope or wrapper was addressed and stamped and was posted is conclusive evidence of posting.

- 54.7 Subject to the Corporations Act the signature to a written notice given by the Company may be written or printed.
- 54.8 All notices sent by post outside Australia must be sent by prepaid airmail post.

55. Persons entitled to notice

- 55.1 Notice of every general meeting must be given to:
- (a) every Member;
 - (b) every Associate;
 - (c) every Director and Alternate Director; and
 - (d) any Auditor.
- 55.2 No other person is entitled to receive notice of a general meeting.

Audit and accounts

56. Audit and accounts

- 56.1 The Directors must cause the Company to keep written financial records and any other records in relation to the business of the Company in accordance with the requirements of the Corporations Act and the ACNC Act.
- 56.2 The Directors must cause the financial records of the Company to be audited in accordance with the requirements of the Corporations Act and the ACNC Act.
- 56.3 The Directors must cause the Company to keep records that explain all transactions and other acts that the Company engages in that are relevant to the objects in clause 4 and that also explain how gifts of money and property, or Deductible Contributions, and any money received because of those gifts or Deductible Contributions are applied to the objects in clause 4 and the records shall be retained for at least 7 years after the completion of the transactions or acts to which they relate.

Winding up

57. Winding up

- 57.1 The Company must be wound up if the Members resolve that the Company should be wound up, and/or if the Company is required to be wound up at law.
- 57.2 If the Company is wound up, each Member undertakes to contribute to the property of the Company for the payment of debts and liabilities of the Company and payment of costs, charges and expenses of winding up such amount as may be required, such amount not exceeding \$100.
- 57.3 If any surplus remains following the winding up of the Company, the surplus will not be paid to or distributed to the Members or Directors, but will be given or transferred to another organisation which, by its constitution, is a charity registered under the ACNC Act or approved as such by the Commissioner, and, by its constitution, is:
- (a) required to pursue charitable purposes only that are similar to the objects of the Company in clause 4;
 - (b) required to apply its profits (if any) or other income in promoting its objects; and
 - (c) prohibited from making any distribution to its members or paying fees to its directors,

such organisation to be determined by the Members at or before the winding up and in default, by application to the Supreme Court of Victoria for determination.

57.4 If the Company is endorsed as having deductible gift recipient status under the ITAA 1997, upon the winding up of the Company any surplus:

- (a) gifts of money or property received by the Company for the objects in clause 4;
- (b) Deductible Contributions received by the Company in relation to a fund-raising event held for the objects in clause 4;
- (c) money received by the Company because of the gifts or Deductible Contributions mentioned in clauses 57.4(a) and 57.4(b) including, without limitation, any money received because of investment of those gifts or Deductible Contributions; and
- (d) assets held by the Company other than those mentioned above;

will not be paid to or distributed to the Members or Directors, but will be given or transferred to another fund, authority or institution:

- (e) which is charitable at law and has objects similar to the objects of the Company in clause 4;
- (f) gifts to which can be deducted under Division 30 of the ITAA 97;
- (g) has constituent documents which prohibit the distribution of its income and property among its members on terms substantially similar to clause 5,

such fund, authority or institution to be determined by the Members at or before the winding up and in default, by application to the Supreme Court of Victoria for determination.

Revocation of deductible gift recipient endorsement

58. Revocation of deductible gift recipient endorsement

58.1 If the Company's endorsement as a deductible gift recipient in accordance with Division 30 of the ITAA 97 is revoked, any surplus:

- (a) gifts of money or property received by the Company for the objects in clause 4;
- (b) Deductible Contributions received by the Company in relation to a fund-raising event held for the objects in clause 4;
- (c) money received by the Company because of the gifts or Deductible Contributions mentioned in clauses 58.1(a) and 58.1(b) including, without limitation, any money received because of investment of those gifts or Deductible Contributions; and
- (d) assets held by the Company other than those mentioned above;

will not be paid to or distributed amongst Members, but will be given or transferred to another fund, authority or institution:

- (e) which is charitable at law and has objects similar to the objects of the Company in clause 4;
- (f) gifts to which can be deducted under Division 30 of the ITAA 97; and
- (g) has constituent documents which prohibit the distribution of its income and property among its members on terms substantially similar to clause 5,

such fund, authority or institution to be determined by the Members and in default, by application to the Supreme Court of Victoria for determination.

Indemnity

59. Indemnity

- 59.1 To the extent permitted by law and subject to the restrictions in section 199A of the Corporations Act the Company indemnifies every person who is or has been an officer of the Company against:
- (a) any liability (other than for legal costs) incurred by that person as an officer of the Company (including liabilities incurred by the officer as an officer of a subsidiary of the Company where the Company requested the officer to accept that appointment); or
 - (b) reasonable legal costs incurred in defending an action for a liability incurred by that person as an officer of the Company (including legal costs incurred by the officer as an officer of a subsidiary of the Company where the Company requested the officer to accept that appointment).
- 59.2 The amount of any indemnity payable under clause 59.1 will include an additional amount (**GST Amount**) equal to any GST payable by the officer being indemnified (**Indemnified Officer**) in connection with the indemnity (less the amount of input tax credit claimable by the Indemnified Officer in connection with the indemnity). Payment of any indemnity which includes a GST Amount is conditional upon the Indemnified Officer providing the Company with a GST tax invoice for the GST Amount.
- 59.3 For the purposes of this clause 59, **officer** means:
- (a) a Director;
 - (b) a Secretary; or
 - (c) other officer.

Gifts or Deductible Contributions

60. Gifts or Deductible Contributions

- 60.1 Receipts for gifts must state:
- (a) the name of the Company;
 - (b) the ABN of the Company; and
 - (c) the fact that the receipt is for a gift.
- 60.2 Receipts for Deductible Contributions must state:
- (a) the name of the Company;
 - (b) the ABN of the Company;
 - (c) the fact that the Deductible Contribution was made in return for either or both:
 - (i) a right to attend or participate in a specific fund-raising event;
 - (ii) the purchase of goods and services at an auction held at a fund-raising event;
 - (d) the amount of the Deductible Contribution if the Deductible Contribution is money; and
 - (e) the GST inclusive market value of the minor benefit provided in return for the Deductible Contribution.

Patrons

61. Patrons of Company

- 61.1 The Members of the Company may elect any persons as a patron of the Company (**Patron**), and on the death or resignation of a Patron members may elect another Patron to fill the vacancy, the election to be held at a general meeting.