

# Constitution of Women in Technology Limited ACN [#insert]

A company limited by guarantee

History:

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# A company limited by guarantee

## Constitution of Women in Technology Limited

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### 1 General

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#### 1.1 Name of Company

The name of the Company is Women in Technology Limited ACN [#insert].

#### 1.2 Nature of Company

The Company is a not for profit organisation.

#### 1.3 Liability of Members

The liability of Members is limited.

#### 1.4 Replaceable Rules

The Replaceable Rules do not apply to the Company.

#### 1.1 Application of the ACNC Legislation

If the company is registered by the Australian Charities and Not-for-profits Commission, it must comply with the ACNC Legislation.

### 2 Definitions and interpretation

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#### 2.1 Definitions

In this document:

Term	Definition
<b>ACNC Legislation</b>	means the: (a) <i>Australian Charities and Not-for-profits Commission Act 2012</i> (Cth); and (b) <i>Australian Charities and Not-for-profits Commission Regulations 2013</i> (Cth).
<b>ASIC</b>	means the Australian Securities and Investments Commission.
<b>Board</b>	means the board of directors of the Company.
<b>Business Day</b>	means a day that is not a Saturday, Sunday or public holiday where the Office is located.
<b>Chairperson</b>	includes an acting chairperson under rule 9.5.

<b>Term</b>	<b>Definition</b>
<b>Committee</b>	means a committee to which powers have been delegated by the Board under rule 16.7.
<b>Company</b>	means Women in Technology Limited ACN [#insert].
<b>Constitution</b>	means the constitution of the Company.
<b>Corporations Act</b>	means <i>Corporations Act 2001</i> (Cth) and <i>Corporations Regulations 2001</i> (Cth).
<b>Director</b>	means a person appointed or elected to the office of director of the Company and includes an alternate director appointed to the Board.
<b>Executive Officer</b>	for the purposes of rule 23, means a person who is concerned, or takes part in, the management of the Company (regardless of the person's designation and whether or not the person is a director of the Company).
<b>Liability</b>	for the purposes of rule 23, includes any claim, action, suit, proceeding, investigation, inquiry, damage, loss, cost or expense.
<b>Member</b>	means any person who becomes a member under the Corporations Act or this Constitution.
<b>Members Present</b>	means members present at a general meeting of the Company in person, or by their appointed representative, proxy, or attorney.
<b>Office</b>	means the registered office of the Company.
<b>Officeholders</b>	means those officers described in rule 13.
<b>Officer</b>	for the purposes of rule 23, means a director or Secretary of the Company or a person: <ul style="list-style-type: none"> <li>(a) who makes, or participates in making, decisions that affect the whole, or a substantial part, of the business of the Company;</li> <li>(b) who has the capacity to affect significantly the Company's financial standing; or</li> <li>(c) under whose instructions or wishes the Board is accustomed to act (excluding advice given by the person in the proper performance of functions attaching to the person's professional capacity or their business relationship with the Board or the Company).</li> </ul>
<b>Proceedings</b>	for the purposes of rules 23.2 and 23.4 has the meaning set out in rule 23.5.
<b>Register</b>	means the register of Members of the Company established under the Corporations Act.
<b>Registered Address</b>	means the address of the Member specified in the Register or another other address notified by the Member to the Company as the place they will accept service of notices.

<b>Term</b>	<b>Definition</b>
<b>Replaceable Rules</b>	means the replaceable rules under the Corporations Act and includes any replaceable rules that become or may become a provision of the Corporations Act.
<b>Seal</b>	means the common seal of the Company if any.
<b>Secretary</b>	means a person appointed as secretary of the Company and includes a person appointed to perform the duties of secretary.

## 1.2 Interpretation

In this document:

- (a) a reference to a clause, schedule, annexure or party is a reference to a clause of, and a schedule, annexure or party to, this document and references to this document include any schedules or annexures;
- (b) a reference to a party to this document or any other document or agreement includes the party's successors, permitted substitutes and permitted assigns;
- (c) if a word or phrase is defined, its other grammatical forms have a corresponding meaning;
- (d) a reference to a document or agreement (including a reference to this document) is to that document or agreement as amended, supplemented, varied or replaced;
- (e) a reference to this document includes the agreement recorded by this document;
- (f) a reference to legislation or to a provision of legislation (including subordinate legislation) is to that legislation as amended, re-enacted or replaced, and includes any subordinate legislation issued under it;
- (g) if any day on or by which a person must do something under this document is not a Business Day, then the person must do it on or by the next Business Day;
- (h) a reference to a person includes a corporation, trust, partnership, unincorporated body, government and local authority or agency, or other entity whether or not it comprises a separate legal entity; and
- (i) a reference to 'month' means calendar month.

## 3 Objects and powers

### 3.1 Objects of Company

The objects of the Company are to:

- (a) sustain an active, diverse and supportive community to advance, empower and connect women in the technology and science industries, facilitating career development, leadership and promoting industry management;
- (b) establish networks and partnerships with relevant organisations to assist the Company to achieve its objectives;



- (c) advocate for and provide a platform for women in technology to promote gender equality, inclusion and advance the contributions of women in the technology field;
- (d) enable and facilitate co-operation and collaboration between the Company, the Board, Members, government, educational and corporate organisations to assist the Company to achieve its objectives;
- (e) promote the objects of the Company in any manner the Board considers appropriate, and to do things incidental or conducive to the attainment of these objects; and
- (f) do all that is necessary to enable these objects to be achieved and to enable the Members to receive the benefit of these objects.

### **3.2 Separate objects**

Each of the objects in rule 3.1 is a separate object of the Company, and must not be construed by reference to any other object.

### **3.3 Powers of the Company**

The Company has all the powers of an individual and a body corporate, subject to rule 3.4.

### **3.4 No power to issue shares**

The Company has no power to issue or allot shares.

## **4 Non-profit nature of the Company**

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### **4.1 Non-profit**

- (a) The income and property of the Company must only be applied towards the promotion of the objects of the Company set out in this Constitution.
- (b) No income or property may be paid or transferred, directly or indirectly, to a Member except for payments to a Member:
  - (i) in return for services rendered by or goods supplied by the Member to the Company in the ordinary and usual course of business; or
  - (ii) as principal payments on money lent by the Member, and interest payments if the interest is at a commercial rate.

### **4.2 No distribution of profits to Members on winding up**

- (a) Where property remains after the winding-up or dissolution of the Company, and satisfaction of all its debts and liabilities, it must not be distributed among the Members.
- (b) Property referred to in rule 4.2(a) must be given to another fund, authority or institution with objects similar to the objects of the Company and a prohibition on distribution of its income and property among its members to an extent at least as great as is imposed on the Company under this Constitution.
- (c) The fund, authority or institution to receive property under rule 4.2(b) must be decided by the Members at or before the time of the dissolution.

- (d) If the Company is endorsed as a deductible gift recipient then:
  - (i) upon the revocation of its endorsement as a deductible gift recipient; or
  - (ii) upon its winding up,  
any surplus assets must be transferred to another charitable fund, authority or institution:
    - (iii) with objects similar to the objects of the Company;
    - (iv) whose constitution prohibits the distribution of its income and property among its members to an extent at least as great as is imposed on the company under this constitution; and
    - (v) to which income tax deductible gifts can be made.

### **4.3 Limited liability on winding up**

- (a) The liability of the Members is limited.
- (b) If the Company is wound up while a person is a Member, or within one year after the person ceases to be a Member, the person must contribute to the assets of the Company for:
  - (i) the payment of the debts and liabilities of the Company contracted before the person ceased to be a Member;
  - (ii) the costs of winding up; and
  - (iii) the adjustment of the rights of the contributors among themselves.
- (c) The maximum liability of each Member under rule 4.3(b) is \$2.

## **5 Membership**

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### **5.1 Types of membership**

- (a) Until otherwise decided by the Board in accordance with the terms of this Constitution, the membership classes of the Company are:
  - (i) individual members;
  - (ii) student members;
  - (iii) corporate company members;
  - (iv) medium company members; and
  - (v) small company members.
- (b) Members of Women in Technology Inc. will become Members of the Company on the date this Constitution is adopted.
- (c) The number of each of type of member shall be unlimited.

- (d) Notwithstanding any other provision of this Constitution, the requirements for each class of membership shall be as determined by the Board from time to time.
- (e) An application for membership shall be made by the applicant and shall be in such form as the Board from time to time prescribes.

## **5.2 New classes of membership**

- (a) Without affecting any special rights previously conferred on existing members or class of members, but subject to the Corporations Act, the Board may create new classes of membership with such preferred, deferred or other special rights or such restrictions, whether with regard to voting or otherwise, as the Board determines from time to time.
- (b) The rights attached to any class of membership are not varied by the creation of any new class of membership.

## **5.3 Individual members**

- (a) The Board may admit to individual membership of the Company any person who:
  - (i) is 18 years or older; and
  - (ii) does not identify as a student; and
  - (iii) does not, in the opinion of the Board, have access to company membership.
- (b) The Board may fix the entrance fee (if any) and the subscription payable by an applicant for individual membership. The Board must not accept an application for individual membership unless the entrance fee and subscription has been received by the Company.
- (c) The Board may admit or reject an applicant for individual membership without giving a reason. If the applicant is not admitted to individual membership in due course, all money paid by him or her to the Company must be returned immediately in full without interest.

## **5.4 Student members**

- (a) The Board may admit to student membership of the Company any person who is enrolled as a student at, or otherwise has an appropriate connection to, a Queensland or Australian tertiary institution or educational organisation.
- (b) The Board may fix the entrance fee (if any) and the subscription payable by an applicant for student membership. The Board must not accept an application for student membership unless the entrance fee and subscription has been received by the Company.
- (c) The Board may admit or reject an applicant for student membership without giving a reason. If the applicant is not admitted to student membership in due course, all money paid by him or her to the Company must be returned immediately in full without interest.

## **5.5 Corporate Company Member**

- (a) The Board may admit to corporate company membership of the Company any organisation with 200 or more staff members in Australia (or another number determined

by the Board from time to time provided that a corresponding adjustment is also made to other corporate membership categories).

- (b) The Board may fix the entrance fee (if any) and the subscription payable by an applicant for corporate company membership. The Board must not accept an application for corporate company membership unless the entrance fee and subscription has been received by the Company.
- (c) The Board may admit or reject an applicant for corporate company membership without giving a reason. If the applicant is not admitted to corporate company membership in due course, all money paid by the applicant to the Company must be returned immediately in full without interest.
- (d) A corporate company member will provide on the application form the name and contact details of one current employee who will act as the representative of the corporate company member. The representative is empowered to act for the corporate company member and to exercise the corporate company member's votes at meetings of the Company.
- (e) A corporate company member may at any time change their nominated representative by informing the Company in writing of the name and contact details of the new representative.
- (f) All current employees of a corporate company member are entitled to attend any Company event at the member rate determined by the Board from time to time.

## **5.6 Medium Company Member**

- (a) The Board may admit to medium company membership of the Company any organisation with between 21 and 199 staff members in Australia (or another number determined by the Board from time to time provided that a corresponding adjustment is also made to other corporate membership categories).
- (b) The Board may fix the entrance fee (if any) and the subscription payable by an applicant for medium company membership. The Board must not accept an application for medium company membership unless the entrance fee and subscription has been received by the Company.
- (c) The Board may admit or reject an applicant for medium company membership without giving a reason. If the applicant is not admitted to medium company membership in due course, all money paid by the applicant to the Company must be returned immediately in full without interest.
- (d) A medium company member will provide on the application form the name and contact details of one current employee who will act as the representative of the medium company member. The representative is empowered to act for the medium company member and to exercise the medium company member's votes at meetings of the Company.
- (e) A medium company member may at any time change their nominated representative by informing the Company in writing of the name and contact details of the new representative.
- (f) All current employees of a medium company member are entitled to attend any Company event at the member rate determined by the Board from time to time.

## **5.7 Small Company Member**

- (a) The Board may admit to small company membership of the Company any organisation with less than 21 staff members in Australia (or another number determined by the Board from time to time provided that a corresponding adjustment is also made to other corporate membership categories).
- (b) The Board may fix the entrance fee (if any) and the subscription payable by an applicant for small company membership. The Board must not accept an application for small company membership unless the entrance fee and subscription has been received by the Company.
- (c) The Board may admit or reject an applicant for small company membership without giving a reason. If the applicant is not admitted to small company membership in due course, all money paid by the applicant to the Company must be returned immediately in full without interest.
- (d) A small company member will provide on the application form the name and contact details of one current employee who will act as the representative of the small company member. The representative is empowered to act for the small company member and to exercise the small company member's votes at meetings of the Company.
- (e) A small company member may at any time change their nominated representative by informing the Company in writing of the name and contact details of the new representative.
- (f) All current employees of a small company member are entitled to attend any Company event at the member rate determined by the Board from time to time.

## **5.8 Voting rights of members**

The entitlement of Members to vote on a show of hands and on a poll is as follows:

- (a) an individual member has one vote;
- (b) a student member has one vote;
- (c) a corporate company member has ten (10) votes;
- (d) a medium company member has seven (7) votes; and
- (e) a small company member has three (3) votes.

## **5.9 Admission and rejection of members**

- (a) Unless such matter has already been determined by way of a written resolution of the Board in accordance with rule 16.10, the Board must consider an application for membership at the next Board meeting held after it receives:
  - (i) the application for membership; and
  - (ii) the appropriate membership fees for the applications.
- (b) The Board must decide at the meeting whether to accept or reject the application.

- (c) If a majority of the members of the Board present at the meeting vote to accept the applicant as a member, the applicant must be accepted as a member for the class of membership applied for.
- (d) The Company must, as soon as practicable after the Board decides to accept or reject an application, give the applicant a written notice of the decision but is not required to give any reason for such decision.

#### **5.10 Termination of membership**

- (a) A member may resign from the Company at any time by giving notice in writing to the Secretary and such resignation shall take effect at the time such notice is received by the Secretary unless a later date is specified in the notice when it shall take effect on that later date.
- (b) A member automatically ceases to be a member if the member:
  - (i) if an individual, dies; or
  - (ii) if a body corporate, ceases to exist.
- (c) If a member:
  - (i) is convicted of an indictable offence; or
  - (ii) fails to comply with any of the provisions of this Constitution (in the sole opinion of the Board, acting reasonably); or
  - (iii) has membership fees in arrears for a period of 2 months or more; or
  - (iv) conducts himself or herself in a manner considered to be injurious or prejudicial to the character or interests of the Company,

the Board shall consider whether the member's membership shall be terminated.
- (d) The member concerned shall be given an opportunity of presenting the member's case in such manner that the Board considers appropriate, and if the Board resolves to terminate the membership it shall instruct the Secretary to advise the member in writing accordingly.

#### **5.11 Register of Members**

The company must establish and maintain a register of members which includes the full name and address for notices of each member, and any other particulars determined by the Board.

## **6 Rights and obligations**

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### **6.1 Amount of fees and subscriptions payable**

The donation amounts, entrance fees and the annual subscription fees for the various classes of membership are determined by the Board.

## **6.2 Variation of rights of Members**

While the membership is divided into different classes, the rights attached to any class (unless otherwise set out in application for membership of that class) may, whether or not the Company is being wound up, be varied with the consent in writing of Members with at least 75% of the votes in the class, or by special resolution passed at a separate meeting of the Members of that class.

## **7 Financial records**

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### **7.1 Keeping of financial records**

- (a) The financial year of the Company begins on 1 January and ends on 31 December in the following calendar year.
- (b) Proper books and financial records must be kept recording the financial affairs of the Company. The Company must comply with the relevant accounting and auditing requirements of the Corporations Act.
- (c) The Board must distribute to all Members at the end of each financial year, copies of the financial report including a copy of the auditor's report and any other documentation as required by the Corporations Act.
- (d) The Board must lay before the Members at each annual general meeting the financial statements required under rule 7.1(c).

### **7.2 Banking of money**

All the money of the Company must be deposited in an account in the name of the Company at a bank chosen by the Board.

### **7.3 Appointment of auditor**

The Company must appoint a qualified auditor as required by the Corporations Act.

### **7.4 Inspection of records of the Company**

- (a) The Board may decide whether and to what extent, and at what time and place and under what conditions the financial records and other documents of the Company will be open to the inspection by Members other than the Board.
- (b) No Member other than a Director has the right to inspect any document of the Company except as set out in the Corporations Act or as authorised by the Board.

## **8 General meetings**

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### **8.1 General meetings**

- (a) General meetings of the Company may be called and held at the times and places and in the manner decided by the Board. Except as permitted by the Corporations Act, the Members may not convene a meeting of the Company. By resolution of the Board any general meeting (other than a general meeting which has been requisitioned or called by Members under the Corporations Act) may be cancelled or postponed before the date on which it is to be held.

- (b) The Chairperson of a general meeting may exclude from the meeting any person:
  - (i) in possession of a pictorial-recording or sound-recording device;
  - (ii) in possession of a placard or banner;
  - (iii) in possession of an object considered by the Chairperson to be dangerous, offensive or liable to cause disruption;
  - (iv) who refuses to produce or to permit examination of any object, or the contents of any object or container, in the person's possession;
  - (v) who behaves or threatens to behave in a dangerous, offensive or disruptive manner; or
  - (vi) who is not a Member (or a proxy, attorney or corporate representative of a Member), a Director or the auditor of the Company.
- (c) A person, whether or not a Member, who is invited by the Board or the Chairperson to attend a general meeting, may be present.

## **8.2 Notice of general meeting**

- (a) At least 21 days' notice of a general meeting must be given to Members by the Board in the form and in the manner the Board decides, subject to the Corporations Act. Inadvertent failure to give notice of any general meeting to a person entitled to notice does not invalidate a resolution passed at that meeting.
- (b) Subject to the Corporations Act, if the meeting is to be held at two or more places the notice must set out details of the technology used to conduct the meeting.

## **8.3 Using technology to hold general meetings**

- (j) The Company may hold a general meeting at two or more venues using any technology that gives the members as a whole a reasonable opportunity to participate.
- (k) Anyone using this technology is taken to be present in person at the meeting.

# **9 Proceedings of meetings**

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## **9.1 Business of general meetings**

- (a) The business of an annual general meeting is:
  - (i) to receive and consider the financial and other reports required by the Corporations Act to be laid before each annual general meeting;
  - (ii) to elect Directors, including in the place of those retiring under this document;
  - (iii) when relevant to appoint an auditor; and
  - (iv) to transact any other business which, under this document, is required to be transacted at any annual general meeting.



- (b) All other business transacted at an annual general meeting and all business transacted at other general meetings is special business.
- (c) Except with the approval of the Board, with the permission of the Chairperson or under the Corporations Act, no person may move at any meeting either:
  - (i) any resolution or any amendment of a resolution about any special business of which notice has been given under rule 8.2; or
  - (ii) any other resolution which does not constitute part of special business of which notice has been given under rule 8.2.
- (d) The auditors and their representative may attend and be heard on any part of the business of a meeting concerning the auditors. The auditors or their representative, if present at the meeting, may be questioned by the Members, as a whole, about the audit.

## **9.2 Quorum**

- (a) Two Members Present constitute a quorum at a general meeting except if the Company at any time has only one Member or where a class of Members is constituted by one Member.
- (b) If the requisite quorum is not present at the commencement of the business, no business can be transacted except the election of a chairperson and the adjournment of the meeting.

## **9.3 Adjournment in absence of quorum**

If within 15 minutes after the time specified for a general meeting a quorum is not present, the meeting, if convened upon a requisition or called by Members, is to be dissolved, and in any other case it is to be adjourned to the same day in the next week (or, where that day is not a Business Day, the Business Day next following that day) at the same time and place and if, at the adjourned meeting, a quorum is not present within 30 minutes after the time specified for holding the meeting, the meeting is to be dissolved.

## **9.4 Chairperson**

- (a) The Chairperson of the Board must be chairperson at every general meeting.
- (b) If at any general meeting:
  - (i) the Chairperson of the Board is not present at the specified time for holding the meeting; or
  - (ii) the Chairperson of the Board is present but is unwilling to act as chairperson of the meeting,

the deputy Chairperson of the Board must be chairperson at the meeting.
- (c) If at any general meeting:
  - (i) there is no Chairperson of the Board or deputy Chairperson of the Board;
  - (ii) the Chairperson of the Board and deputy Chairperson of the Board are not present at the specified time for holding the meeting; or

- (iii) the Chairperson of the Board and the deputy Chairperson of the Board are present but each is unwilling to act as Chairperson of the meeting,

the Directors present may choose another Director as chairperson of the meeting and if no Director is present or if each of the Directors present are unwilling to act as chairperson of the meeting, a Member chosen by the Members Present may act as chairperson of the meeting.

## **9.5 Acting Chairperson**

If during any general meeting the Chairperson acting under rule 9.4 is unwilling to act for any part of the proceedings, the Chairperson may withdraw from the chair during the relevant part of the proceedings and may nominate any person who immediately before the general meeting was a Director or who has been nominated for election as a Director at the meeting to be acting Chairperson of the meeting during the relevant part of the proceedings. Upon the conclusion of the relevant part of the proceedings the acting Chairperson is to withdraw and the Chairperson is to retake the chair.

## **9.6 General conduct of meeting**

- (a) Except as set out in the Corporations Act, the general conduct of each general meeting of the Company and the procedures to be adopted at the meeting are as decided by the Chairperson.
- (b) The Chairperson may at any time he or she considers it necessary for the proper and orderly conduct of the meeting demand the cessation of debate or discussion on any business, question, motion or resolution being considered by the meeting and require the business, question, motion or resolution to be put to a vote of the Members Present.
- (c) The Chairperson may require the adoption of any procedure which is in the Chairperson's opinion necessary or desirable for the proper and orderly casting or recording of votes at any general meeting of the Company, whether on a show of hands or on a poll.

## **9.7 Adjournment**

- (a) The Chairperson may at any time during the course of the meeting adjourn the meeting or any business, motion, question or resolution being considered or remaining to be considered by the meeting or any debate or discussion and may adjourn any business, motion, question, resolution, debate or discussion either to a later time at the same meeting or to an adjourned meeting.
- (b) If the Chairperson exercises a right of adjournment of a meeting under this rule, the Chairperson has the sole discretion to decide whether to seek the approval of the Members Present to the adjournment and, unless the Chairperson exercises that discretion, no vote may be taken by the Members Present in respect of the adjournment.
- (c) No business may be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

## **9.8 Representation at general meetings**

- (a) Subject to this Constitution, each Member entitled to vote at a general meeting may vote:
  - (i) in person or, where a Member is a body corporate, by its member representative;

- (ii) by not more than one proxy; or
  - (iii) by not more than one attorney.
- (b) A proxy, attorney or member representative may, but need not, be a Member of the company.

### **9.9 Voting**

- (a) Each question submitted to a general meeting must be decided in the first instance by a show of hands of the Members Present and entitled to vote. Subject to rule 9.9(b) in the case of an equality of votes, the Chairperson has, both on a show of hands and at a poll, a casting vote in addition to the vote or votes to which the Chairperson may be entitled as a Member or as a proxy, attorney or, if applicable, a duly appointed corporate representative of a Member.
- (b) On a show of hands, where the Chairperson has two or more appointments that specify different ways to vote on a resolution, the Chairperson must not vote as a proxy but has a casting vote in the case of an equality of votes cast by Members entitled to vote at the meeting.

### **9.10 Declaration of vote on a show of hands – when poll demanded**

- (a) At any meeting, unless a poll is demanded, a declaration by the Chairperson that a resolution has been passed or lost, having regard to the majority required, and an entry to that effect in the book to be kept of the proceedings of the Company signed by the Chairperson of that or the next succeeding meeting, is conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of or against the resolution. A poll may be demanded:
- (i) before a vote is taken;
  - (ii) before the voting results on a show of hands are declared; or
  - (iii) immediately after the voting results on a show of hands are declared.
- (b) A poll may be demanded by:
- (i) the Chairperson;
  - (ii) at least two Members Present entitled to vote on the resolution.
- (c) No poll may be demanded on the election of a Chairperson of a meeting.

### **9.11 Taking a poll**

- (a) If a poll is demanded under rule 9.10, it must be taken in the manner and at the time and place the Chairperson directs, and the result of the poll is deemed to be the resolution of the meeting at which the poll was demanded.
- (b) The demand for a poll may be withdrawn.
- (c) In the case of any dispute about the admission or rejection of a vote, the Chairperson's decision is final.

### **9.12 Continuation of business**

A demand for a poll does not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded. A poll demanded on any question of adjournment is to be taken at the meeting immediately and without adjournment.

### **9.13 Special meetings**

Rules about general meetings apply to any special meeting of any class of Members held under this document or the Corporations Act.

## **10 Votes of members**

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### **10.1 Voting rights**

- (a) The entitlement of Members to vote on a show of hands and on a poll is as set out in rule 5.8.
- (b) If a Member is:
  - (i) of unsound mind; or
  - (ii) a patient under laws relating to mental health; or
  - (iii) whose estate is administered under the laws about mental health,
 their trustee or guardian or other person who has the management of their estate may exercise any rights of the Member about a general meeting as if the committee, trustee or other person were the Member.
- (c) A Member whose annual subscription is more than two month in arrears at the date of the general meeting is not entitled to vote at that meeting.
- (d) Subject to rule 10.1, where a person may vote in more than one capacity, that person is entitled only to one vote on a show of hands.
- (e) If the person appointed as proxy has two or more appointments that specify different ways to vote on the resolution, the proxy must not vote on a show of hands.

### **10.2 Appointment of proxies**

- (a) Any Member entitled to vote at a general meeting may appoint one proxy.
- (b) A proxy need not be a Member entitled in their own right to vote.
- (c) The document appointing a proxy (and the power of attorney, if any, under which it is signed or proof of the power of attorney to the satisfaction of the Board) must be deposited duly stamped (if necessary) at the Office, or sent by electronic mail to any other place specified in the notice of meeting, at least 48 hours (or a lesser period as the Board may decide and stipulate in the notice of meeting) before the time for holding the meeting or adjourned meeting or poll at which the person named in the document proposes to vote.
- (d) No document appointing a proxy is, except as set out in this rule, valid after the expiration of 12 months after the date of its execution. Any Member may deposit at the

Office a document duly stamped (if necessary) appointing a proxy and the appointment is valid for all or any stipulated meetings of the Company until revocation.

### **10.3 Voting by corporation**

- (a) Any corporation, being a Member and entitled to vote, may by resolution of its directors or other governing body or by proxy document, authorise any person, though not a Member, or any person occupying a particular office, to act as its representative.
- (b) That representative is entitled to exercise for the corporation the same powers at meetings as the corporation.

### **10.4 Validity of vote**

- (a) A vote given as required by the terms of a proxy document or power of attorney is valid despite:
  - (i) the previous death or unsoundness of mind of the principal; or
  - (ii) the revocation of the proxy document or power of attorney in respect of which the vote is given,

if no written notice of the death, unsoundness of mind or revocation has been received at the Office before the meeting or any adjourned meeting.
- (b) A proxy is not revoked by the principal attending and taking part in the meeting, unless the principal actually votes on the resolution for which the proxy is proposed to be used.

### **10.5 Form and execution of proxy document**

- (a) A document appointing a proxy must be in writing signed by the appointor or his or her attorney. If the appointor is a corporation the appointment must be signed by a duly authorised officer, in a form acceptable to the Board.
- (b) The proxy document is deemed to include the right to demand or join in demanding a poll and (except to the extent to which the proxy is specifically directed to vote for or against any proposal) the power to act generally at the meeting for the person giving the proxy.
- (c) A document appointing a proxy, unless the contrary is stated, is valid for any adjournment of the meeting, as well as for the meeting to which it relates. Any duly signed proxy which is incomplete may be completed by the Secretary on authority from the Board and as permitted by the Corporations Act and the Board may authorise completion of the proxy by the insertion of the name of any Director as the person in whose favour the proxy is given.

### **10.6 Board to issue forms of proxy**

- (a) The Board may issue with any notice of general meeting of Members or any class of Members, forms of proxy for use by the Members.
- (b) Each form must enable the Member to write in the proxy's name. It may provide that if the Member leaves this blank, the proxy is to be the suggested proxy (if any suggested proxy is provided under rule 10.6(c)).

- (c) The form may include the names of any of the Directors, or of any other person, as a suggested proxy.
- (d) The forms must allow the Member to direct the proxy to vote for or against (or abstain from voting on) any proposed resolution.

### **10.7 Attorneys of members**

A Member may appoint an attorney to act on the Member's behalf at all or specified meetings of the Company. The power of attorney or proof of the power of attorney must be delivered to the Office or elsewhere as directed, with evidence to the satisfaction of the Board of the due execution of the power of attorney. The attorney may appoint a proxy for the Member.

## **11 The Board**

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### **11.1 Directors**

- (a) The names of the first Directors are those persons named as directors in the application for registration of the Company.
- (b) The Board shall consist of the number of Directors to be determined by the Board from time to time, provided that number is no less than five and no more than ten Directors.

### **11.2 Election of Directors**

- (a) The Directors are elected at the annual general meeting of the Company and hold office until the third annual general meeting when they are eligible for re-election for a further three years.
- (b) A Director may not hold office for more than six years in total.
- (c) Elections take place as follows:
  - (i) two Members entitled to vote under rule 5.8 may nominate any other Member to serve as a Director;
  - (ii) no person is eligible for election as a Director unless the nominee(s) gives written consent;
  - (iii) the nomination and consent must be left at the Office at least 25 days, and at most 35 days, before the meeting;
  - (iv) the candidates' names (in alphabetical order) and the proposers' and seconders' names must be forwarded to Members with the notice of annual general meeting;
  - (v) at the annual general meeting each Member is entitled to cast a vote 'for' or 'against' the appointment of a named candidate for a vacant position for which they have nominated;
  - (vi) in the case of election of Officeholders for positions under rule 11.1(b)(vii):
    - (A) where the number of candidates is equal to or less than the number of available positions, no vote is necessary, and the candidates are

automatically appointed to the positions for which they have nominated;  
and

- (B) where the number of candidates exceeds the number of available positions, Members are entitled to cast a vote 'for' or 'against' the appointment of each named candidate and the candidates receiving the highest number of votes 'for' are elected, in progressive order, until all vacant positions are filled; and
- (vii) if there are insufficient nominations for available positions, the Chairperson may seek the nomination of candidates at the annual general meeting.

### **11.3 Qualification for membership of the Board**

- (a) A Director must be a Member with the right to vote at a general meeting.
- (b) All Directors must be natural persons (and cannot be a body corporate) and must be 18 years or older.

### **11.4 Casual vacancies**

- (a) The Board has power to appoint a qualified person as a Director either to fill a casual vacancy among the Board or as an addition to the existing members but so that the total number of Directors must not exceed the number fixed under this Constitution.
- (b) Any person appointed under this rule holds office until the next general meeting when an election must be held to fill the vacancy but the person is not to be taken into account in deciding the number of Directors to retire by rotation at the meeting. Any person appointed under this rule is eligible for election at that general meeting.
- (c) The Members in general meeting may by ordinary resolution elect a qualified person as a Director but so that the total number of Directors do not at any time exceed the number fixed under this Constitution.

## **12 Vacation of office**

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### **12.1 Resignation**

A Director may resign from the Board by written notice delivered to the Secretary. The resignation takes effect when the notice is received by the Secretary, or on a later date specified in the notice.

### **12.2 Removal**

- (a) A Director may be removed from office by ordinary resolution of the Members at a general meeting of the Company convened for that purpose. At the meeting the Director must be given the opportunity to present his or her case orally or in writing.
- (b) A Director removed under rule 12.2 retains office until the dissolution or adjournment of the general meeting at which he or she is removed.

### **12.3 Disqualification**

- (a) The office of a Director is vacated:
  - (i) upon a Director becoming an insolvent under administration, suspending payment to creditors, or compounding with or assigning the Director's estate for the benefit of creditors;
  - (ii) upon a Director becoming a person of unsound mind or is a patient under laws about mental health, or whose estate is administered under laws about mental health;
  - (iii) upon a Director being absent from meetings of the Board for three consecutive calendar months without leave of absence from the Board where the Board has not, within 14 days of having been served by the Secretary with a notice giving particulars of the absence, resolved that leave of absence be given;
  - (iv) upon a Director resigning office by written to the Company;
  - (v) upon a Director being removed from office under the Corporations Act; or
  - (vi) upon a Director being prohibited from being a director by reason of the operation of law.
- (b) A Director who vacates office under rule 12.3(a) is not to be taken into account in deciding the number of Directors to retire by rotation at any annual general meeting.

### **12.4 Directors who are employees of the Company**

The office of director who is an employee of the Company and/or any of its subsidiaries, becomes vacant upon the Director ceasing to be employed (so that they are no longer employed by the Company or any subsidiary of the Company) but the person concerned is eligible for reappointment or re-election as a Director of the Company.

## **13 Officeholders**

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### **13.1 Appointment to office**

- (a) Subject to this rule 13.1, the Officeholders are chosen by the Board from the Directors at the first meeting of the Board after any annual general meeting.
- (b) The Officeholders continue to hold office until the earlier of:
  - (i) their resignation under rule 13.2;
  - (ii) their removal under rule 13.2
  - (iii) their office as Director becomes vacant under this Constitution or they resign or are removed from that office; and
  - (iv) the date of the first meeting of the Board after the first anniversary of their appointment to that office.
- (c) The Board has the power to appoint one of its members as an Officeholder, and to remove a Director as an Officeholder, but not from the office of director.



### **13.2 Resignation**

Any Officeholder may resign by written notice delivered to the Secretary. The resignation takes effect when the notice is received by the Secretary or on a later date specified in the notice.

## **14 Exercise of voting power**

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The Board may exercise the voting power conferred by the shares in any corporation owned by the Company at the Board's discretion (including voting in favour of any resolution appointing any of the Directors as directors of that corporation). A Director may vote in favour of the exercise of those voting rights even if the Director is, or may be about to be appointed, a director of that other corporation and may be interested in the exercise of those voting rights.

## **15 Alternate Directors**

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### **15.1 Director may appoint an alternate**

- (a) Subject to this document, a Director may appoint a person to act as their alternate, whether for a stated period or a specified event happens, whenever the Director is unable to attend to their duties.
- (b) The Director must obtain the prior consent of the Board to the appointment, and this consent must not be unreasonably withheld or delayed. The appointment must be in writing and signed by the Director. A copy of the appointment must be delivered or sent to the Office.
- (c) The appointment takes effect on receipt of the appointment at the Office.

### **15.2 Conditions of office of alternate**

The following provisions apply to an alternate Director:

- (a) an alternate may be removed or suspended from office on receipt at the Office of written notice from the appointing Director;
- (b) the alternate must be given notice of meetings of the Board and may attend and vote at the meetings if the appointing Director is not present;
- (c) the alternate may exercise all the powers (except the power to appoint an alternate) and perform all duties of a Director, in so far as the appointing Director had not exercised or performed them;
- (d) the office of the alternate is vacated upon vacation of office by the appointing Director, or written resignation to the Company by the appointing Director;
- (e) the alternate is not to be taken into account in deciding the number of Directors or rotation of Directors; and
- (f) the alternate is, while acting as a Director, responsible to the Company for the alternate's own acts and defaults and is not to be deemed to be the agent of the Director by whom the alternate was appointed.

## **16 Proceedings of the Board**

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### **16.1 Procedures about Board meetings**

- (a) The Board may meet together, upon each Director being given reasonable notice, for the dispatch of business, adjourn and otherwise regulate its meetings as it thinks fit.
- (b) Until otherwise decided by the Board, Directors representing 50% of the Board (or, if the number of Directors on the Board is an even number, Directors representing the majority of the Board) shall form a quorum.
- (c) Notice is considered given to a Director, and all Directors are considered to have consented to the method of giving notice, if notice is sent by mail, personal delivery or by electronic mail to the usual place of residence or electronic address of the Director (if any electronic address is notified to the Company) or at any other address given to the Secretary by the member subject to the right of the Director to withdraw the consent within a reasonable period before a meeting.

### **16.2 Meetings by telephone or other means of communication**

- (a) The Board may meet either in person or by telephone or by other means of communication consented to by all Directors subject to the right of a Director to withdraw their consent within a reasonable period before a meeting.
- (b) All persons participating in the meeting must be able to hear and be heard by all other participants.
- (c) A meeting conducted by telephone or other means of communication is deemed to be held at the place agreed upon by the Directors attending the meeting, if one or more of the Directors present at the meeting is at that place for the duration of the meeting.

### **16.3 Votes at meetings**

Questions arising at any Board meeting are decided by a majority of votes. The Chairperson has a casting vote if the votes are equal.

### **16.4 Convening of meetings**

A meeting of the Board must be convened if:

- (a) called by the Chairperson or the Board at any time, or
- (b) called by the Secretary, upon the request of any Director.

### **16.5 Chairperson**

The Board may elect a Chairperson and a deputy Chairperson of its meetings and decide the period for which each is to hold office. If no Chairperson or deputy Chairperson is elected or if at any meeting the Chairperson and the deputy Chairperson are not present at the time specified for holding the meeting (or, if being present, the relevant Directors refuse to act as Chairperson or deputy Chairperson), the Directors present may choose one of their number to be Chairperson of the meeting.

## **16.6 Powers of meetings**

A meeting of the Board or any adjournment of a meeting at which a quorum is present is competent to exercise any of the authorities, powers and discretions for the time being vested in or exercisable by the Board.

## **16.7 Delegation of powers to Committees**

- (a) The Board may, subject to the law, delegate any of its powers to Committees consisting of one or more Directors or any other person the Board thinks fit.
- (b) A delegate of the Board may be authorised to sub-delegate any of the powers for the time being vested in the delegate.

## **16.8 Proceedings of Committees**

- (a) Committee proceedings are governed by the proceedings in this document that apply to meetings and proceedings of the Board.
- (b) A Committee must follow instructions imposed by the Board.
- (c) A Committee is under the control and direction of the Board and has no power in the management of the Company.

## **16.9 Validity of acts**

- (a) Acts of the Board, a Committee or a Director, even if it is afterwards discovered that there was some defect in the appointment of any of the Directors or the Committee or that any of them were disqualified, are valid as if each person was duly appointed and qualified, and continued to be a Director or a member of the Committee (as the case may be).
- (b) If the number of Directors is reduced below the minimum number fixed under this document, the continuing Directors may act to increase the number of Directors to that number, or to call a general meeting of the Company, but for no other purpose.

## **16.10 Resolution in writing**

- (a) A resolution in writing of which notice has been given to all Directors and which is signed by all the members entitled to vote on the resolution is as valid and effectual as if it had been passed at a meeting of the Board. It may consist of several documents in the same form each signed by one or more of the Directors.
- (b) For the purposes of this rule the references to 'Director' include any alternate for the time being present in Australia who is appointed by a Director not for the time being present in Australia but does not include any other alternate Director.
- (c) A document produced by mechanical or electronic means under the name of a Director with their authority is deemed to be a document in writing signed by that Director.

## **17 Powers of the Board**

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### **17.1 General powers of the Board**

- (a) The management and control of the business and affairs of the Company are vested in the Board, which (in addition to the powers and authorities conferred upon them by this document) may exercise all powers and do all things as are within the power of the Company and are not by this document or by Corporations Act directed or required to be exercised or done by the Company in general meeting.
- (b) The Board may make regulations and by-laws consistent with the Constitution, which in the opinion of the Board are necessary or desirable for the proper control, administration and management of the Company's finances, affairs and property, or are necessary for the convenience, comfort and well-being of the Members (including the terms of entry of Members to the Company's premises and any event or function sponsored, promoted, facilitated or conducted by the Company) and amend or rescind any regulations and by-laws.
- (c) A resolution or regulation made by the Company in general meeting cannot invalidate prior acts of the Board which would have been valid if that resolution or regulation had not been passed or made.

### **17.2 Directors may contract with Company**

- (a) A Director is not disqualified from the office of director by contracting or entering into any arrangement with the Company. No contract or arrangement:
  - (i) with the Company or any other person by a Director; or
  - (ii) by or for the Company or any other person in which a Director is in any way interested,
 may be avoided for that reason.
- (b) In addition to the requirements of the Corporations Act, the Board may make regulations requiring the disclosure of interests that a Director, and any person taken by the Board to be related to or associated with the Director, may have in any matter concerning the Company. Any regulations made under this Constitution bind all directors
- (c) No Director may as a director vote in respect of any contract or arrangement in which the Director has directly or indirectly any material personal interest if to do so would be contrary to the Corporations Act and if the Director does vote his vote may not be counted. The Director must not be counted in the quorum present at the meeting. These prohibitions may be relaxed or suspended by ordinary resolution passed at a general meeting, subject to the Corporations Act.

## **18 Company Secretary**

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- (a) The Secretary holds office on the terms and conditions the Board decides.
- (b) The Secretary may be, but is not required to be, a Director.

## **19 Other salaried officers**

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The Board may appoint and dismiss officers and employees on the terms it thinks fit.

## **20 The Seal**

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### **20.1 Company Seal is optional**

The Company may have a Seal.

### **20.2 Affixing the Seal**

- (a) The Seal must only be used with the authority of the Board.
- (b) Every document to which the Seal is affixed must be signed by a Director and countersigned by the Secretary or by a second Director, or another person appointed by the Board for the purpose.
- (c) The Board may affix a signature by mechanical means.

### **20.3 Execution of documents without a Seal**

The Company may sign a document without a seal, including a deed, by having the document signed by:

- (a) two Directors; or
- (b) a Director and the Secretary.

### **20.4 Other ways of executing documents**

Despite rules 20.2 and 20.3, any document including a deed, may also be signed by the Company in any other manner permitted by law.

## **21 Minutes**

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### **21.1 Contents of minutes**

The Board must ensure that minutes are duly recorded in any manner it thinks fit and include:

- (a) the names of the Directors present at each meeting of the Company, the Board and of Committees; and
- (b) details of all resolutions and proceedings of general meetings of the Company and of meetings of the Board and Committees.

### **21.2 Signing of minutes**

The minutes of a meeting of the Board or of a Committee or of the Company, if signed by:

- (a) the Chairperson of the meeting; or
- (b) the Chairperson of the next meeting,

are prima facie evidence of the matters stated in the minutes.

## **22 Notices**

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### **22.1 Service of notices**

- (a) A notice may be given by the Company to a Member, or in the case of joint Members, to the Member whose name stands first in the Register:
  - (i) personally;
  - (ii) by leaving it at the Member's Registered Address;
  - (iii) by sending it by prepaid post to the Member's Registered Address; or
  - (iv) by sending it to the electronic address (if any) nominated by the Member.
- (b) All notices sent by prepaid post to Members whose Registered Address is not in Australia may be sent by airmail or some other way that ensures that it will be received quickly.

### **22.2 When notice deemed to be served**

- (a) A notice sent by post is considered served at the expiration of 48 hours after the envelope containing the notice is posted. It is sufficient to prove that the envelope containing the notice was properly addressed and posted.
- (b) A notice served on a Member personally or left at the Member's Registered Address is considered served when delivered.
- (c) A notice served on a Member by electronic means is considered served when the electronic message is sent.

### **22.3 Member not known at Registered Address**

Where a Member does not have a Registered Address or where the Company has bona fide reason to believe that a Member is not known at the Member's Registered Address, all future notices are considered given to the Member if the notice is exhibited in the Office, for a period of 48 hours (and is considered served at the commencement of that period), until the Member informs the Company of a Registered Address.

### **22.4 Signature to notice**

The signature on any notice given by the Company may be written or printed.

### **22.5 Reckoning of period of notice**

Where a given number of days' notice or notice extending over any other period is required to be given, the day of service is not to be counted in the number of days or other period.

### **22.6 Service on deceased Members**

A notice delivered or sent by post to the Registered Address of a Member under these rules is (despite that the Member is then dead and whether or not the Company has notice of the Member's death) considered served and the service is for all purposes deemed to be sufficient service of the notice or document on the Member's heirs, executors or administrators.

## **22.7 Persons entitled to notice of general meeting**

- (a) Notice of every general meeting is to be given to:
  - (i) each Member individually who may vote at general meetings of the Company;
  - (ii) each Director; and
  - (iii) the auditor for the time being of the Company.
- (b) Other persons may receive notices of general meetings at the discretion of the Chairperson.

## **22.8 Notification of change of address**

Every Member must notify the Company of any change of his or her address and any new address must be entered in the Register. Upon entry it becomes the Member's Registered Address.

## **23 Indemnity and insurance**

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### **23.1 Indemnity in favour of Directors, Secretaries and Executive Officers**

Subject to the Corporations Act and rule 23.2, the Company must indemnify each Director, Secretary and Executive Officer to the maximum extent permitted by law, against any Liability incurred by them because of their holding office as, and acting in the capacity of, director, Secretary or Executive Officer of the Company.

### **23.2 Indemnity for legal costs**

The Company must indemnify each Director, Secretary and Executive Officer to the maximum extent permitted by law, against any Liability for legal costs incurred by them in respect of a Liability incurred by them because of their holding office as, and acting in the capacity of, director, Secretary or Executive Officer of the Company.

### **23.3 Indemnity for employees**

Subject to the Corporations Act and rule 23.4, the Company may indemnify an employee, who is not a Director, Secretary or Executive Officer of the Company, to the maximum extent permitted by law, against any Liability incurred by them because of their holding office as, and acting in the capacity of, an Officer of the Company.

### **23.4 Indemnity for legal costs of employees**

The Company may indemnify an employee other than a Director, Secretary or Executive Officer to the maximum extent permitted by law, against any Liability for legal costs incurred in respect of a Liability as, or because of their holding office as, and acting in the capacity of, an Officer of the Company.

### **23.5 Proceedings**

For the purposes of rule 23.2 and 23.4, 'proceedings' includes the outcomes of the proceedings and any appeal about the proceedings.

### 23.6 Insurance for the benefit of Directors, Secretaries and Executive Officers

Subject to the Corporations Act, the Company may pay a premium for a contract insuring a person who is or has been a Director, Secretary or Executive Officer of the Company acting in that capacity against:

- (a) costs and expenses in defending any proceedings, whether civil or criminal, whatever their outcome; or
- (b) a liability arising from negligence or other conduct.

### 23.7 Insurance for other Officers

Subject to the Corporations Act, the Company may pay a premium for a contract insuring a person who is or has been an employee and also an Officer of the Company, acting in that capacity, but who is not a Director, Secretary or Executive Officer of the Company against:

- (a) costs and expenses in defending any proceedings, whether civil or criminal, whatever their outcome; or
- (b) a Liability arising from negligence or other conduct.

### 23.8 When insurance may not be provided by the Company

The Company must not pay, nor agree to pay, a premium for a contract insuring a person who is or has been a Director, Secretary or Executive Officer or an employee who is also an Officer of the Company, against a Liability (other than one for legal costs) arising out of:

- (a) conduct involving a wilful breach of duty about the Company; or
- (b) a contravention of section 182 or section 183 Corporations Act.

### 23.9 Definitions for rule 23

In rule 23:

Term	Definition
<b>Executive Officer</b>	means a person who is concerned, or takes part in, the management of the Company (regardless of the person's designation and whether or not the person is a director of the Company).
<b>Liability</b>	for the purposes of rule 23 includes any claim, action, suit, proceeding, investigation, inquiry, damage, loss, cost or expense.
<b>Officer</b>	for the purposes of rule 23 means: <ul style="list-style-type: none"> <li>(a) a director or Secretary of the Company;</li> <li>(b) a person:               <ul style="list-style-type: none"> <li>(i) who makes, or participates in making, decisions that affect the whole, or a substantial part, of the business of the Company;</li> <li>(ii) who has the capacity to affect significantly the Company's financial standing; or</li> </ul> </li> </ul>



Term	Definition
	(iii) under whose instructions or wishes the Board is accustomed to act (excluding advice given by the person in the proper performance of functions attaching to the person's professional capacity or their business relationship with the Board or the Company).

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