

COMPANY LIMITED BY GUARANTEE
NOT HAVING A SHARE CAPITAL

CONSTITUTION

of

YWCA Victoria

INTERPRETATION

- 1 1.1 In these Articles unless the context otherwise requires:-
- 1.1.1 "**the Association**" means the **YWCA Victoria**;
 - 1.1.2 "**Board**" means the Board of the Association established pursuant to Article 43;
 - 1.1.3 "**Director**" means a member of the Board;
 - 1.1.4 "**Executive**" means the Executive Committee of the Board established pursuant to Article 70;
 - 1.1.5 "**Associate Member**" means a member admitted as an Associate Member in accordance with Article 12;
 - 1.1.6 "**Full Member**" means a member admitted as a Full Member in accordance with Article 11;
 - 1.1.7 "**the Law**" means the Corporations Law;
 - 1.1.8 "**member**" means a body admitted to membership under this Constitution;
 - 1.1.9 "**Regulations**" means the Regulations made in accordance with Article 57;
 - 1.1.10 "**the seal**" means the common seal of the Association;
 - 1.1.11 "**Secretary**" means any person appointed to perform the duties of the secretary of the Association.
- 1.2 Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, braille, taping, recording, lithography, photography and other modes of representing or reproducing words in a visible or sound recording form.
- 1.3 Words or expressions contained in this Constitution shall be interpreted in

accordance with the provisions of the Law as in force at the date at which this Constitution become binding on the Association.

NAME

- 2 The name of the company is "**YWCA Victoria**", formerly the "**Young Women's Christian Association - Victoria**".

BASIS

- 3 Subject to compliance with the Objects of the Association, the basis of the Association is:
- 3.1 a women's membership movement creating opportunities for the growth and empowerment of women and girls in order to attain a common vision of peace, justice, freedom, health, dignity and care for all people through women's leadership;
 - 3.2 recognition that all persons are of equal value without distinction based on diversity, including race, colour, sex and creed;
 - 3.3 to participate in the work of the YWCA throughout Australia and the World;
 - 3.4 a history and foundation in the Christian faith; and
 - 3.5 to support, promote and coordinate activities, consistent with its objects throughout Victoria.

OBJECTS

- 3A The objects of the Association are to provide for the following, for the affected members of the public, and, in particular, for young women and families:
- 3A.1 the relief of poverty, sickness, destitution and misfortune;
 - 3A.2 the advancement of education, learning, personal development and employment opportunities for the poor and disadvantaged; and
 - 3A.3 accommodation and support for the poor and disadvantaged.

POWERS

- 4 Solely for the purpose of, and consistent with carrying out these objects and not otherwise, the Association shall have the following powers:
- 4.1 to provide and promote programs and services which benefit young women, particularly those who are disadvantaged;
 - 4.2 to promote or provide programs and services which help to alleviate disadvantage, poverty, distress and suffering in the community;
 - 4.3 to provide care, relief, sustenance and support to women, especially young women;
 - 4.4 to provide protection, accommodation and assistance to women, especially young women, their families and their communities;
 - 4.5 to provide, endow, furnish and fit all necessary furniture and other equipment and services, and maintain, carry on and manage accommodation facilities and amenities;
 - 4.6 to provide assistance to immigrant and refugee families;
 - 4.7 to provide education and training programs, recreational opportunities and health and well-being programs for young women and women in need in the community;
 - 4.8 to provide a range of programs and services which promote the well-being of women, especially young women;
 - 4.9 to purchase, take or lease, or in exchange, hire or otherwise acquire, land to the extent permitted by law for any estate or interest;
 - 4.10 to erect, construct, make, alter, pull down, repair, improve and maintain houses and buildings, including any existing buildings and to provide the same with light, water, drainage and all other necessities;
 - 4.11 to let as residences, offices, shops or otherwise any parts of any land or building and in such divisions and manner as may be expedient, but subject, however, to

the provisions of any express trust upon which the same may for the time being be held;

- 4.12 to provide advice on matters that would help further its objects;
- 4.13 to negotiate with governments and other public and private bodies on matters approved by the Association, which will help further its objects;
- 4.14 to establish the status and classes of members of the Association and to regulate the same and to admit to such status and classes such applicants as shall be eligible therefor;
- 4.15 to institute and conduct meetings and discussions;
- 4.16 to consider all questions affecting the interests of the Association and to promote or oppose any legislative or other measures affecting such matters or related to the interests of the Association;
- 4.17 to establish and maintain when necessary, physical facilities as may seem conducive to the objects of the Association;
- 4.18 to acquire in any manner whatsoever any real property or any estate or interest therein whether such real property be freehold, leasehold or held under licence or permissive occupation or any personal property of the Association or any rights, privileges or concessions;
- 4.19 to sell or transfer, sub-let or otherwise dispose of any real or personal property of the Association;
- 4.20 to accept any gift, endowment, legacy or bequest made to the Association generally or made for the purpose of any specific object of the Association, to carry out and perform any trusts attached to any such gift, endowment, legacy or bequest and otherwise carry out and perform any trusts the undertaking whereof may be necessary for or conducive to the carrying out of the objects of the Association **PROVIDED THAT** the Association shall only deal with any such gift, endowment, legacy or bequest in such manner as is allowed by law, having regard to such trusts;
- 4.21 to establish and support or aid in the establishment and support of any

charitable or benevolent associations, institutions or funds connected with the objects of the Association and conducive to the furtherance of its objects;

- 4.22 to associate with any other institutes, associations or bodies statutory or otherwise, the object or activities of which may be similar to those of the Association (**PROVIDED ALWAYS** that the Association shall not subscribe to nor support with its funds nor amalgamate with any institute, association, society or body which does not prohibit the distribution of its income and assets among its members to an extent at least as great as that imposed on the Association pursuant to the provisions of this Constitution);
- 4.23 to employ and dismiss officers and employees whether professional or otherwise whose employment may be necessary or conducive to the furtherance of the objects of the Association and to pay to such persons any salaries, wages, fees or emoluments as shall be appropriate and to establish, manage, support or make contributions to any fund designed to benefit such persons or their dependents;
- 4.24 in furtherance of the objects of the Association, to borrow or raise and to secure the payment of money upon such terms and in such manner as the Association shall see fit, and in particular the granting of mortgages or by unsecured obligations or by the issue of debenture stock perpetual or otherwise charged upon all or any of the assts and undertakings, both present and future, of the Association;
- 4.25 to make, rescind or alter from time to time Regulations not being inconsistent with any applicable law or with this Constitution for the time being in force for the regulation of the affairs of the Association;
- 4.26 to invest and deal with the funds of the Association not immediately required for any of its objects in such manner as may be determined from time to time;
- 4.27 to establish and support or aid in the establishment and support of associations, institutions, funds, trusts and conveniences calculated to benefit past members, past officers, employees or past employees or the dependants or connections of any such persons, and to grant pensions and allowances, and to make payments towards insurance, and to subscribe or guarantee money for

charitable or benevolent objects, or for any public, general or useful object; and

- 4.28 to do all such other things as are incidental or conducive to the furtherance of the objects of the Association, including the powers referred to in section 124 of the *Corporations Act*.

LIABILITY

- 3 The liability of the members of the Association is limited.
- 4 Every member of the Association undertakes to contribute to the property of the Association in the event of the same being wound up whilst a member, or within one (1) year after the member ceases to be a member, for payment of the debts and liabilities of the Association contracted before ceasing to be a member and to the costs, charges and expenses of winding up and for the adjustment of the rights of the contributors amongst themselves, such amount as may be required, not exceeding one dollar (\$1.00).

DISSOLUTION

- 5 If upon the winding-up or dissolution of the Association there remains, after satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed amongst the members of the Association, but shall be given or transferred to YWCA of Australia, or if that organisation is not in existence at that time, some other institution or institutions promoting the interests of women situate within the Commonwealth of Australia, and which is required by its constitution to apply its profits or income in promoting its objects and is prohibited from paying any dividends to its members to the same extent as the Association, having objects similar to the objects of the Association to be determined by the Board prior to the dissolution of the Association, or in default thereof by application to an appropriate Court for determination **PROVIDED THAT** any property comprising funds derived from donations to the Association which are tax deductible pursuant to the Income Tax Assessment Act shall only be given or transferred to an institution or institutions similarly qualifying under the provisions of that Act.

MEMBERSHIP

- 6 There shall be the following classes of membership:-
- 6.1 Full Members (including Life Members).
- 6.2 Associate Members; and
- 8.3 Honorary Members.

- 7 "Full Members" shall be entitled to attend and vote at all general meetings of the Association.
- 8 "Associate Members" shall be entitled to receive notice of all general meetings of the Association, and to attend, but not vote at, such meetings.

FULL MEMBERS

- .1 Subject to this Constitution, a person is eligible to become a Full Member if:-
- .1.1 an application is made by which the Applicant accepts the aims and objects of the Association;
 - .1.2 the applicant supports the objects of the Association; and
 - .1.3 the applicant is female and over the age of eighteen (18) years.
- .2 "Full Members" shall include Life Members, being any woman who has given distinguished and conspicuous service to the Association who may, on the nomination of the Board and on a majority vote of Members at an Annual General Meeting, be invited to become a Life Member of the Association. Such member, on accepting Life Membership, shall be entitled to vote and to hold office. In the case of any person who is a life member of any Branch, or of any entity which was the predecessor of a Branch, the Board may, by resolution, appoint such person as a Life Member of the Association with all entitlements and benefits of a Life Member.

ASSOCIATE MEMBERS

A person may be admitted as an Associate Member if:

- 8.1 an application is made;
- .2 the applicant supports the objects of the Association.

HONORARY MEMBERS

- 12A The Board may admit any person as an Honorary Member of the Association at its discretion for such period and on such terms as it may determine (if any). An Honorary Member shall be entitled to receive notice of all general meetings of the Association, and to attend, but not vote at, such meetings.

RIGHTS ETC. OF CLASSES AND CATEGORIES OF MEMBERSHIP

- 9 9.1 Save as set out in this Constitution, the rights and benefits, duties and obligations and status of members within the various classes of membership and categories of membership (if any) within those classes which may exist from time to time shall be defined by the Regulations.
- 9.2 Membership is not transferable.

ADMISSION TO MEMBERSHIP

- 10 Any person:-
- 10.1 who is eligible, in accordance with the provisions of this Constitution or the Regulations, to become a member in respect of a particular class of membership, or of a particular category within that class; and
- 10.2 who makes application for such membership in accordance with the provisions of this Constitution (any such application shall be submitted to the Association in such form as approved by the Board); and
- 10.3 whose application for such membership is accepted by the Board; and
- 10.4 who, at the time of making application for membership (or within such period (if any) thereafter as the Board may in its absolute discretion allow) pays in full such entrance fee (if any) and such subscriptions (if any) as may from time to time be fixed by the Board in respect of that class or category;
- shall, upon receipt of such payment (if any) by the Association become a member of the Association in respect of that class or category within that class (as the case may be).

FORM OF APPLICATION

- 11 Every applicant for membership of the Association shall provide an application for membership in such form as the Board may from time to time prescribe (whether by Regulation or otherwise) whereby the applicant applies for and agrees to become a member of the Association in respect of a particular class of membership, and agrees to be bound by and to observe the provisions of this Constitution.

BOARD APPROVAL OF APPLICANTS

- 12 Every application for membership shall be considered by the Board (or a committee or officers appointed for such purpose) which shall decide whether or not the application for membership is to be accepted. The decision of the Board (or such committee or officers) on an application for membership and as to the class, and category (if any), of membership for which the applicant is eligible shall be final and conclusive and binding on the applicant. The Board (or such committee or officers) shall not be required to give any reason for the rejection of any application for membership.

NOTICE OF THE BOARD'S REJECTION TO APPLICANT

- 13 Any Applicant whose application for membership is rejected by the Board shall be notified in writing by the Board.

FAILURE TO PAY ENTRANCE FEE AND/OR SUBSCRIPTION

- 14 If an applicant whose application for membership has been accepted by the Board fails to pay the entrance fee (if any) and initial annual or once only subscription (if any) payable in respect of that application, at the time of making the application or within such period (if any) thereafter as the Board may in its absolute discretion allow, the Association's acceptance of the application shall lapse.

ENTRANCE FEES AND SUBSCRIPTIONS

- 15 15.1 The Board may, from time to time, determine in respect of each class of membership and in respect of each category (if any) within each class, the entrance fee (if any) payable and the subscriptions (if any) payable in respect of such membership.
- 15.2 The entrance fee (if any) and subscriptions (if any) payable by an applicant for membership shall be payable in full at the time of making the application or within such period (if any) thereafter as the Board may generally or in any particular case allow.
- 15.3 A member's subsequent annual subscriptions (if any) shall be paid on the due date determined by the Board.

CESSATION

- 16 A member shall cease to be a member:-
- 16.1 if the member, by notice in writing to the Association resigns;

- 16.2 if, in the case of a corporate/Institutional member, the member is insolvent, is wound up or dissolved;
- 16.3 pursuant to Article 21; or
- 16.4 if the member is expelled pursuant to Article 22;
- but shall continue to be liable for any subscriptions and other moneys due and unpaid at the time of cessation of membership and also for any moneys payable by the member pursuant to this Constitution.

UN-FINANCIAL MEMBER

- 17 Any member whose annual subscription remains unpaid for more than three (3) calendar months after the end of the month in which it falls due for payment shall (unless such payment is waived by the Board) thereupon cease to be a member of the Association **PROVIDED HOWEVER** that the Board may, in its discretion, reinstate that members membership upon payment of all arrears.

CESSATION AND EXPULSION OF MEMBER

- 18 18.1 If any member :-
- 18.1.1 wilfully refuses or neglects to comply with the provisions of this Constitution or the Regulations; or
- 18.1.2 is guilty of any conduct which in the opinion of the Board is prejudicial to the interests of the Association;
- the Board shall have power, in its absolute discretion, by a vote of two-thirds of directors, present and voting, to expel the member from the Association and the Board's decision shall be final and conclusive and binding on the member and shall not be subject to any challenge whatsoever. Notice of the Board's decision shall be given in writing to the expelled member.
- 18.2 At least one (1) week before the meeting of the Board at which such resolution is passed, the member shall have had notice of such meeting and of what is alleged against her and of the intended resolution and that she shall at such meeting, and before the passing of such resolution, have had an opportunity of giving orally, or in writing, any explanation or defence she may think fit.

GENERAL MEETINGS

- 19 An Annual General Meeting of the Association shall be held in accordance with the provisions of the Law. All general meetings, other than the Annual General Meetings, shall be called Extraordinary General Meetings.
- 20 If required by the Board, or upon the requisition in writing by four (4) directors, or of not less than five percent (5%) of the members of the Association, the Secretary shall convene an Extraordinary General Meeting. The occasion for calling the meeting shall be stated in the requisition and no business shall be transacted at the meeting excepting that for which it has been summoned and the confirmation of the minutes of any previous general meeting.
- 21 Subject to the provisions of the Law relating to special resolutions and agreements for shorter notice, twenty-one (21) days' notice at least of all Annual General Meetings and of all Extraordinary General Meetings (in both cases exclusive of the day on which the notice is served or deemed to be served, and exclusive of the date for which notice is given) specifying the place, the day and the hour of meeting and, in case of special business, the general nature of that business shall be given to such persons as are entitled to receive such notices from the Association.
- 22 For the purpose of Article 25, all business shall be special that is transacted at an Extraordinary General Meeting, and also all that is transacted at an Annual General Meeting, with the exception of the election of directors, the consideration of the accounts, balance-sheets, and the report of the Board and auditor.
- 23 The Annual General Meeting shall be held, on such day in each year as shall be fixed annually by the Board, for the following purposes:
- 23.1 to receive the report by the Board on the affairs of the Association;
 - 23.2 to receive the financial reports of the Association and audited statements of accounts for the financial year preceding;
 - 23.3 to appoint the auditors of the Association;
 - 23.4 to elect directors;
 - 23.5 to transact any other business approved by the Board.
- 24 No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business. Save as herein otherwise

provided, thirty (30) members present in person shall be a quorum. For the purpose of this Article, "**member**" includes a person attending as an attorney or proxy of a member.

- 25 If within an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Board may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present shall be a quorum.
- 26 The President of the Association shall preside as chairperson at every general meeting of the Association, or if there is no President, or if the President is not present within fifteen (15) minutes after the time appointed for the commencement of the meeting or is unwilling to act, a Vice-President shall be the chairperson, or if a Vice-President is not present or is not willing to act, then the members present shall elect one (1) of their number to be chairperson of the meeting.
- 27 The chairperson may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty (30) days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as above provided it shall not be necessary to give notice of an adjournment or the business to be transacted at an adjourned meeting.
- 28 A minute book shall be kept in which shall be recorded minutes of all general meetings. The minutes, if purporting to be signed by the chairperson of the meeting at which the proceedings were held, or by the chairperson of the next succeeding meeting, shall be evidence of the proceedings and such meeting shall be deemed to have been duly convened and held, and the resolutions recorded in the minutes duly passed or otherwise as recorded.
- 29 The chairperson shall confirm the minutes of the Annual General Meeting or any Extraordinary General Meeting at a meeting of the Board subsequent to that meeting, no discussion being permitted thereon except as to their accuracy.

- 30 At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded -
- 30.1 by the chairperson; or
- 30.2 by at least five (5) members present in person or by proxy. Unless a poll is so demanded, a declaration by the chairperson that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book containing the minutes of the proceedings of the Association shall be conclusive evidence of the fact without proof of the number or is proportion of the votes recorded in favour of or against the resolution. The demand for a poll may be withdrawn.
- 31 If a poll is duly demanded, it shall be taken in such manner and either at once or after an interval or adjournment or otherwise as the chairperson directs, and the result of the poll shall be the resolution of the meeting at which the poll was demanded but a poll demanded on the election of a chairperson or on a question of adjournment shall be taken immediately.
- 32 In the case of an equality of votes, whether on a show of hands or on a poll, the chairperson of the meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a second or casting vote.
- 33 A member may vote in person or by proxy or by attorney and on a show of hands every person present who is a member shall have one (1) vote, and on a poll every member present in person or by proxy or by attorney shall have one (1) vote.
- 34 A proxy or attorney shall be a member of the Association.
- 35 The instrument appointing a proxy shall be in writing under the hand of the appointor or of its attorney duly authorised in writing. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll. A member shall be entitled to instruct its proxy to vote in favour of or against any proposed resolutions. Unless otherwise instructed, the proxy may vote as he or she thinks fit.
- 36 The instrument appointing a proxy may be in the following form or in a common or usual

form, or such other form approved by the Board from time to time.

"I, _____ of _____ being a member of the **YWCA VICTORIA ("the Association")** hereby appoint _____ of _____

or failing that person the Chairperson as may be my proxy to vote for me on my behalf at the (annual or extraordinary, as the case may be) general meeting of the Association, to be held on the _____ day of _____ and at any adjournment thereof.

My proxy is hereby authorised to vote *in favour of/*against the following resolutions:

Signed this _____ day of _____ .

Note. In the event of the member desiring to vote for or against any resolution the member shall instruct his proxy accordingly. Unless otherwise instructed, the proxy may vote as he or she thinks fit.

Strike out whichever is not desired."

37 The instrument appointing a proxy and the power of attorney or other authority, of any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the registered office of the Association or at such other place within the State as is specified for that purpose in the notice convening the meeting, not less than forty-eight (48) hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote.

38 A vote given in accordance with the terms of an instrument of proxy or attorney shall be valid notwithstanding the previous death or unsoundness of mind of the principal or revocation of the instrument or of the authority under which the instrument was executed, if no intimation in writing of the death, unsoundness of mind or revocation has been received by the Association at the registered office before the commencement of the meeting or adjourned meeting at which the instrument is used.

THE BOARD

- 39 39.1 The Board shall comprise:-
 - 39.1.1 not more than eleven (11) Full Members elected by the Full Members (at least four (4) of whom shall be less than thirty (30) years of age at the date of their election);
 - 39.1.2 such additional persons appointed pursuant to Article 63.

39.2 Annual General Meetings at which Directors in accordance with this Constitution

shall be filled by electing a like number of qualified persons to be Directors.

39.3 No person (not being a retiring Director) shall be eligible for election to the office of Director at any Annual General Meeting unless her nomination, signed by at least two (2) Full Members of the Association, shall have been posted at the registered office of the Association at least eleven (11) clear days prior to the date fixed for the Annual General Meeting at which the election of Directors is to take place.

39.4 If the number of persons nominated, and the retiring Directors standing for re-election, shall exceed the number of vacancies to be filled, the election shall be conducted by ballot; otherwise the nominated members and the retiring Directors so standing shall be declared elected.

39.5 Subject to the provisions contained in this Constitution, the Association may from time to time in general meeting increase or reduce the number of Directors.

40 The Board shall, at its first meeting after each Annual General Meeting, elect from amongst the directors a President, two (2) Vice-Presidents, and a Treasurer as members of the Executive ("**the office-bearers**").

41 Members of the Board shall be elected for a period of three (3) terms. Members of the Board are eligible for election for a maximum period of six (6) consecutive terms **PROVIDED THAT** a retiring President may be elected for an additional three (3) terms and shall remain a member of the Board for such time as they remain President during that period.

42 For the purposes of this Constitution, "**a term**" shall be the period between the Annual General Meetings of the Association.

43 In the event of a casual vacancy for the positions of a member of the Board or an office-bearer, the Board may appoint to the vacant office some person qualified to hold it and the person so appointed may continue in office up to and including the day of the Annual General Meeting next following that person's appointment, and, if eligible, may be re-elected at that meeting.

- 44 Time in office following appointment to fill a casual vacancy in those offices shall not be counted for the purposes of time limits set out in this Constitution.
- 45 The office of a director or office-bearer shall become vacant if that director or office-bearer:-
- 45.1 becomes bankrupt or makes any arrangement or composition with his or her creditors generally; or
 - 45.2 becomes prohibited from being a director of a company by reason of any order made under the Law; or
 - 45.3 ceases to be a director by operation of Section 228 of the Law; or
 - 45.4 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; or
 - 45.5 resigns office by notice in writing to the Association; or
 - 45.6 for more than three (3) meetings of the Board is absent without permission of the Board.
- 46 Any director who has a financial interest in any contract or arrangement made or proposed to be made with the Association shall disclose the director's interest at the first meeting of the Board at which the contract or arrangement is first taken into consideration if their interest then exists, or, in any other case, at the first meeting of the Board after the acquisition of their interest. If a director becomes interested in a contract or arrangement after it is made or entered into, the member shall disclose such interest at the first meeting of the Board after the director becomes so interested.
- 47 No director shall vote as a director in respect of any contract or arrangement in which the director is so interested and, if the director does vote, such vote shall not be counted.

POWERS AND DUTIES OF THE BOARD

- 48 The business of the Association shall be managed by the Board who may exercise all such powers of the Association as are not, by the Law or by this Constitution, required to be exercised by the Association in general meeting, subject, nevertheless, to this Constitution, to the provisions of the Law, and to the Regulations. No resolution or regulation made by the Association in general meeting shall invalidate any prior act of the Board which would have been valid if that resolution or regulation had not been passed or made.

- 49 The Board may exercise all the powers of the Association to borrow money and to mortgage or charge its property, or any part thereof, and to issue debentures and other securities whether outright or as security for any debt, liability, or obligation of the Association.
- 50 The Board shall invest the funds of the Association not immediately required for the purposes of the Association in any one or more of the modes of investment from time to time authorised by Law for the investment of trust funds.
- 51 All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for money paid to the Association shall be signed, drawn, accepted, endorsed or otherwise executed as the Board from time to time determines.
- 52 The Board shall cause minutes to be made:-
- 52.1 of all appointments of officers;
 - 52.2 of names of directors present at all meetings of the Board; and
 - 52.3 of all proceedings at all meetings of the Board.
- The minutes shall be signed by the chairperson of the meeting at which the proceedings were held, or by the chairperson of the next succeeding meeting.

POWER TO MAKE REGULATIONS

- 53 53.1 Subject to the provisions of this Article 57, the Board shall have power from time to time to make, amend and repeal all such Regulations as it deems necessary or desirable for the proper conduct and management of the Association, the regulation of its affairs, and the furtherance of its objectives.
- 53.2 Without in any way limiting the power of the Board under Article 57.1, the Board may make, amend and repeal Regulations which:-
- 53.2.1 define the rights and benefits, duties, obligations and status of members within the various classes of membership of the Association, and of the various categories of membership (if any) within those classes of membership which may exist from time to time;
 - 53.2.2 regulate all matters relating to applications for, and admission to, membership of the Association not otherwise provided for in this Constitution;
 - 53.2.3 define and regulate the procedure and order of business of general meetings of the Association and meetings of the Board, to the extent to

which this is not provided for in this Constitution;

53.2.4 define and regulate the functions, duties and responsibilities of any officer of the Association to the extent to which they are not provided for in this Constitution.

53.3 No Regulation shall be inconsistent with, nor shall it affect a repeal or modification of anything contained in this Constitution.

53.4 Any Regulation made by the Board may be set aside by a special resolution of a general meeting of the Association.

53.5 Save as provided in this Constitution, all Regulations so long as they remain in force shall be binding upon all members of the Association. A book containing the Regulations shall be kept in such place as the Board shall appoint for that purpose.

PROCEEDINGS OF THE BOARD

54 The Board shall meet at such place and at such time as the Board may from time to time determine **PROVIDED THAT** at least seven (7) days' notice of any meeting of the Board is given to each director.

55 Meetings of the Board may be convened by the President, the Secretary, or by any three (3) directors.

56 Written notice of each meeting of the Board shall be served on each director by delivering it to the director before the meeting or by sending it by post in a pre-paid letter addressed to the director at his or her usual or last known place of abode in time to reach him or her prior to the meeting being held, or by facsimile, to the last known facsimile number of the director or by email or other electronic means, to the last known number or address of the director for that purpose.

57 One-half of the number of directors in office, plus one (1), shall form a quorum at any meeting of the Board. No business shall be transacted unless a quorum is present and if within half an hour of the time appointed for the meeting a quorum is not present, the meeting shall stand adjourned.

58 The President or, in the President's absence, a Vice-President, shall preside at meetings of

the Board, but if neither of these office-bearers is present, the directors present shall choose one (1) of their number to be chairperson.

- 59 The Board may at any time appoint not more than two (2) persons as additional directors who shall hold office until the next Annual General Meeting.
- 60 60.1 All questions arising at any meeting of the Board shall be decided by a show of hands or, if demanded by any director, by a division.
- 60.2 Each director shall have one (1) vote. Unless otherwise provided in this Constitution, all decisions of the Board shall require an affirmative vote of a majority of the directors present and voting at the relevant meeting. In the event of an equality of votes, the chairperson shall have a casting vote.
- 61 For the purposes of this Constitution, the contemporaneous linking together by telephone video conference, or other electronic means, of a number of the directors, not less than a quorum, shall be deemed to constitute a meeting of the Board and all the provisions thereof as to meetings of the Board shall apply to such meetings by telephone so long as the following conditions are met:-
- 61.1 all the directors for the time being entitled to receive notice of a meeting of the Board shall be entitled to notice of a meeting by telephone or other means and to be linked by telephone for the purposes of such meeting;
- 61.2 notice of any such meeting may be given by telephone or other means;
- 61.3 each of the directors taking part in the meeting by telephone must be able to hear or communicate with each of the other directors taking part in the meeting; and
- 61.4 at the commencement of the meeting, each director must acknowledge his or her presence for the purpose of a meeting of the Board to all the other directors taking part.
- 62 The continuing directors may act, notwithstanding any vacancy in the Board, but if and so long as their number is reduced below the number fixed by or pursuant to this Constitution as the necessary quorum of the Board, the continuing number of directors may act for the purpose of increasing the number of directors to that number or of summoning a general meeting of the Association, but for no other purpose.

- 63 All acts done by any meeting of the Board or of a committee, or by any person acting as a director or member of a committee shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any director or person acting as aforesaid, or that the directors or member of a committee, or any of them, were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a director, or such member of a committee.
- 64 A resolution in writing signed by all the directors in Australia for the time being entitled to receive notice of a meeting of the Board, shall be as valid and effectual as if it has been passed at a meeting of the Board duly convened and held. Any such resolution may consist of several documents in like form, each signed by one (1) or more directors.

COMMITTEES

- 65 65.1 The Board may establish committees for specific purposes with such powers and functions as the Board may determine. Such committees may not, without prior approval of the Board, delegate any of the powers and functions of the Committee. Any committee so formed shall conform to any Regulation that may be imposed by the Board and subject thereto shall have power to co-opt any person and all members of such committees shall have one (1) vote.
- 65.2 A committee may meet and adjourn as it thinks proper. Questions arising at any meeting of a committee shall be determined by a majority of votes of the members present, and, in the case of an equality of votes, the chairperson shall have a second or casting vote.
- 65.3 The President or the President's nominee shall be an ex-officio member of each committee.

CODE OF CONDUCT AND SANCTIONS

- 68A 68A.1 The Board may, by Regulation, prescribe:
- 68A.1.1 a Code of Conduct to be complied with by members of the Board in respect of their position as a member of the Board.

68A.2 In the event of a breach of the Code of Conduct by a member of the Board, the Board may remove a member of the Board by:

68A.2.1 a vote in favour of at least 75% of directors in office at a meeting of the Board; or

68A.2.2 notice to the member of the Board to that effect signed by at least 75% of the directors in office –

and the Board's decision (or notice, as the case may be) shall be final, conclusive and binding.

EXECUTIVE

66 66.1 The Executive shall comprise:-

66.1.1 the President;

66.1.2 two (2) Vice-Presidents; and

66.1.3 the Treasurer.

67 Subject to this Constitution, the Regulations and any resolution of the Board to the contrary, the Executive shall exercise all of the powers of the Board (other than the power to make Regulations) between meetings of the Board.

68 The provisions of Articles 58 to 68 in respect of proceedings of the Board shall apply *mutatis mutandis* to proceedings of the Executive as if, unless the context otherwise requires, a reference to the Board therein were a reference to the Executive, save that the period of notice in clause 58 shall be forty-eight (48) hours notice, in relation to any meeting of the Executive.

69 The Executive shall meet regularly, as it may determine and:-

69.1 make such recommendations to the Board as it deems necessary regarding the finances and administration of the Association;

69.2 regularly review statements of expenditure, consider reports prepared by the chief executive officer of the Association, examine operating and capital expenditure budgets, and make to the Board such recommendations thereon as it considers

- necessary;
- 69.3 recommend, for endorsement by the Board, appropriate principles of corporate governance for the Association;
- 69.4 monitor, and regularly report to the Board in relation to, declarations of interest by members of the Board;
- 69.5 perform such other duties as may be delegated or allocated by the Board.

SECRETARY

- 70 The Secretary shall, in accordance with the Law, be appointed by the Board for such term and upon such conditions as it thinks fit, and any secretary so appointed may be removed by it, subject to all requirements at law. Unless the Board determines otherwise, the Secretary shall be the chief executive officer of the Association.

POSTAL BALLOTS

- 71 71.1 Subject to the provisions of the Law and this Constitution, whenever the Board thinks fit, it may submit any question or resolution to the vote of all members entitled to a vote at a general meeting of the Association by means of a postal ballot ("**a Postal Ballot**") in such form and returnable in such manner as the Board decides. A resolution approved by a majority or specific majority of the members voting by such Postal Ballot shall have the same force and effect as such a resolution would have if carried by such a majority or specific majority at a duly constituted general meeting of the Association competent to pass such a resolution.
- 71.2 At least twenty-one (21) days prior to the closing date of a Postal Ballot, the Secretary shall send to all voting members ballot papers, giving particulars of the business in relation to which the Postal Ballot is conducted, an explanation of the method of voting, and a voting form (all in a form and with such content as the Board may approve), and shall give all voting members notice of the closing date of the Postal Ballot.
- 71.3 The Secretary shall receive all voting forms received from voting members in respect of a Postal Ballot and shall promptly advise the Board of the result of the Postal Ballot. Any voting form received after 5:00pm on the closing date of a Postal Ballot, shall be deemed to be invalid and shall not be counted.
- 71.4 In the event of an equal number of votes in respect of any business for which a Postal Ballot is conducted, the President shall have a second and casting vote.

71.5 In all other respects, subject to this Constitution, the Board shall determine any other procedures or matters in relation to the conduct of any Postal Ballot and shall have power to make Regulations for that purpose.

71.6 In the event of any dispute by any member in relation to the validity or conduct of any Postal Ballot, such member shall within thirty (30) days of the closing date of such Postal Ballot, give notice in writing to the Board stating the grounds of his or her complaint. The Board may thereupon, either itself investigate the complaint, or may appoint a committee for the purpose. After hearing the complaint, the Board shall determine the matter and its decision thereon shall be absolutely final.

FINANCE AND ACCOUNTS

72 72.1 The Board shall cause proper accounting and other records to be kept and in accordance with the requirements of the Law, and all other relevant legislation.

72.2 The Board shall cause to be made out and laid before each Annual General Meeting a balance-sheet and profit and loss account in accordance with the requirements of the Law.

73 The Board shall determine to what extent, and at what time and places and under what conditions, the accounting records and other documents of the Association or any of them will be open to the inspection of members (other than directors) and a member other than a director does not have the right to inspect any document of the Association except as provided by law or authorised by the Board or by the Association in general meeting.

ALLOCATION OF FUNDS RECEIVED

74 All gifts received for a specific purpose or otherwise subject to conditions attached, shall be paid to the credit of a "**Specific Purpose Fund**" and may be invested from time to time in investments authorised by the Law for the investment of trust funds, or upon deposit with a bank. Any income arising from such investments shall be paid to the credit of the Specific Purpose Fund for which the moneys were originally received. The Board may at any time authorise the disposal of the whole or any part of the Specific Purpose Fund investments for application to the specific purpose for which they were received.

75 True accounts shall be kept of the sums of money received and expended by the Association and the manner in respect of which such receipt and expenditure takes place,

and of the property, assets and liabilities of the Association and, subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the Articles for the time being in force shall be open to the inspection by the members. Once at least in every calendar year, the accounts of the Association shall be examined by one or more properly qualified auditor or auditors who shall report to the members in accordance with the provisions of the Corporations Law.

76 The income and property of the Association howsoever derived, shall be applied solely towards the promotion of the objects of the Association as set out in this Constitution, and no portion thereof shall be paid or transferred, directly or indirectly by way of dividend or bonus to the members or directors of the Association **PROVIDED THAT** nothing herein contained shall prevent the payment of moneys to members or directors for:-

76.1 out-of-pocket expenses incurred by a member ("**a director**") of the Board of the Association ("**the Board**") in the performance of any of his or her duties as a member of the Board, where the amount payable does not exceed any amount previously approved by the Board;

76.2 services rendered to the Association by a director in a professional or technical capacity, other than in the capacity as a director, where the provision of such service has the prior approval of the Board, and where the amount payable is approved by the Board and is not more than an amount which would be a commercially reasonable payment for such service or for any salary or wages due to a director as an employee of the Association where the terms of employment have been approved by the Board;

76.3 *bona fide* remuneration of such amount approved by the Board, to any employee of the Association (other than as a director) in return for services actually rendered;

76.4 goods supplied in the ordinary course and usual way of business to the Association;

76.5 interest at a rate not exceeding the rate for the time being fixed for the purpose of this provision by the Board from time to time on money borrowed from any member or director; or

76.6 reasonable and proper rent for premises demised if let by any member or director.

AUDIT

77 A properly qualified auditor or auditors shall be appointed and the auditor's duties regulated in accordance with the Law.

SEAL

78 The Board shall provide for the safe custody of the seal which shall only be used by the authority of the Board or of a committee of members of the Board or such other persons as are authorised by the Board in that capacity. Every document to which the seal is affixed shall be signed by a member of the Board and be countersigned by another member of the Board or the Secretary, or such other persons as are authorised by the Board.

NOTICES

79 Any notice required by law, or by or under this Constitution, to be given to any member shall be given:

83.1 by sending it by pre-paid post to the member at its registered address and, where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying, and posting a letter containing the notice, and to have been effected on the second (2nd) day after the date of its posting; or

83.2 by fax or other electronic means to such fax, email or other number or address, as the member has supplied to the Association for the giving of notices. (The fact that a member has supplied a fax, email or other number or address for the giving of notices, does not require the Association to give any notice to that member by that electronic means.)

80 80.1 Notice of every general meeting shall be given in any manner hereinbefore authorised by this Constitution to -

80.1.1 every Full Member and Associate Member, except those members who (having no registered address within Australia) have not supplied to the Association an address within Australia for the giving of notices to them; and

80.1.2 the auditor or auditors for the time being of the Association.

80.2 No other person shall be entitled to receive notices of general meetings, unless

required by the Board.

OFFICERS - INDEMNITY AND INSURANCE

81 To the relevant extent and subject to Article 86:-

81.1 the Association shall indemnify every person who is or has been an Officer against any liability incurred by that person in defending any Proceedings in which judgment is given in that person's favour, or in which the person is acquitted, or in connection with an application in relation to any Proceedings in which the Court grants relief to the person under the Law; and

81.2 the Association shall indemnify every person who is or has been an Officer against any liability incurred by the person, as an Officer, to another person (other than the Association or a related body corporate of the Association) unless the liability arises out of conduct involving a lack of good faith.

81.3 Without limiting the effect of the foregoing, the Association may execute and deliver any deed, agreement or other document in favour of any Officer or former Officer to whom this Article applies confirming the indemnities contained in this Article in relation to that person. (The foregoing provisions of this Article shall apply whether or not any such deed, agreement or other document is given).

81.4 To the extent permitted by law, the Association may pay, or agree to pay, a premium in respect of a contract insuring a person who is or has been an Officer against a liability:

81.4.1 incurred by the person in his or her capacity as an Officer or in the course of acting in connection with the affairs of the Association or a subsidiary of the Association, or otherwise arising out of the Officer's holding such office **PROVIDED THAT** the liability does not arise out of conduct involving a wilful breach of duty in relation to the Association or a subsidiary of the Association or a contravention of Sections 232(5) or (6) of the Corporations Law; and

81.4.2 for costs and expenses incurred by that person in defending Proceedings, whatever their outcome;

81.4.3 no indemnity is given by the Association pursuant to this Article to any person who is or has been engaged in the full time employment of the Association against any liability incurred by that person in his or her capacity as a full time employee of the Association in any case where

the Board determines that such indemnity should not be given.

- 82 82.1 **"Proceedings"** means any proceedings, whether civil or criminal, being proceedings in which it is alleged that the person has done or omitted to do some act, matter or thing in his or her capacity as such an Officer or in the course of acting in connection with the affairs of the Association, or otherwise arising out of the Officer's holding such office (including proceedings alleging that he or she was guilty of negligence, default, breach of trust or breach of duty in relation to the Association or a subsidiary of the Association).
- 82.2 **"Officer"** means:-
- 82.2.1 a director, secretary or executive officer of the Association;
- 82.2.2 a director, secretary or executive officer of any wholly-owned subsidiary of the Association; or
- 82.2.3 a person appointed a trustee by, or acting as a trustee at the express request of, the Association or a wholly-owned subsidiary of the Association.
- 82.3 **"Liability"** includes costs, charges, losses, damages, expenses and penalties.
- 82.4 **"To the relevant extent"** means:
- 82.4.1 to the extent the Association is not precluded by law from doing so;
- 82.4.2 where the liability is incurred in the conduct of the business of another corporation or in the discharge of the duties of the Officer in relation to another corporation, to the extent and for the amount that the Officer is not entitled to be indemnified and is not actually indemnified out of the assets of that corporation; and
- 82.4.3 to the extent and for the amount that the Officer is not otherwise entitled to be indemnified and is not otherwise actually indemnified; and
- 82.4.4 where the Association is the holder of a licence under Section 383 of the Law, to the extent permitted by the Australian Securities and Investments Commission.

TRANSITIONAL PROVISIONS

83 Members

- 83.1 Financial Members and Life Members of the Association at the date this Constitution is adopted shall, subject to any resolution to the contrary following

adoption, be admitted as members of the same class and in the same category as at present.

Board

83.2 Upon adoption of this Constitution:-

83.2.1 The following persons shall be the office-bearers of the Association:-

83.2.1.1 President: Janet Powell

83.2.1.2 Vice-President: Misha Schubert

83.2.1.3 Vice-President: Amanda Rashleigh

83.2.1.4 Treasurer: Anne Stevens

83.2.2 The following persons shall be additional members of the Board:-

83.2.2.1 Vicki Turnbull;

83.2.2.2 Sandy Bell;

83.2.2.3 Caitlin Reiger;

83.2.2.4 Kimberly Kitching.

83.2.3 Vacancies on the Board shall be filled at the general meeting of members at which this Constitution is adopted, from candidates who were eligible to be elected or re-elected under the former Constitution of the Association. Any vacancies not so filled may be filled by the Board at its next meeting.

83.3 Time served in any office (including as a member of the Board or office-bearer) prior to adoption of this Constitution shall not be counted as time served for any such office under this Constitution.

Regulations

83.4 Any Regulations made prior to the adoption of this Constitution shall remain valid and effective until revoked, varied or amended in accordance with this Constitution.

Effect

83.5 This Constitution shall take effect immediately upon its adoption (and elections for any vacancies on the Board conducted accordingly).