

 NORTON ROSE FULBRIGHT



Constitution of No To Violence

Adopted with member approval on 8 November 2023

Robert Sultan
Norton Rose Fulbright Australia
Level 38, Oldfleet, 477 Collins Street
Melbourne VIC 3000
Tel: +61 3 8686 6571
robert.sultan@nortonrosefulbright.com
Our ref: 4030465

Contents

Introduction.....	1
1 Replaceable rules excluded	1
2 Definitions and interpretation	1
3 Objects.....	2
4 Powers.....	3
5 Application of income and property	3
6 No distribution to members.....	3
7 Limited liability	3
8 Guarantee.....	3
Membership.....	3
9 Number of members	3
10 Membership.....	3
11 Categories of membership	4
12 Application for ordinary membership.....	4
13 Application for associate membership.....	4
14 Form of application	5
15 Admission to membership	5
16 General rights of members	6
17 Rights not transferable	6
18 Notification by members	6
19 Foundation members.....	7
20 Life membership	7
21 Register of members	7
Application fee and annual subscription.....	8
22 Application fee	8
23 Annual subscription	8
24 Unpaid annual subscriptions	8
Cessation of membership.....	9
25 Resignation.....	9
26 Failure to pay	9
27 Cessation of membership.....	9
Disciplining members	10
28 Disciplining members	10
29 Disciplinary committee.....	10
30 Appeal rights.....	11
31 Effect of cessation of membership	12
Meetings of members.....	12
32 Circulating resolutions	12
33 Calling of general meeting.....	12
34 Special general meetings	13
35 Special general meeting held at the request of members.....	13
36 Amount of notice of meeting.....	13
37 Persons entitled to notice of general meeting	14
38 How notice is given.....	14

39	When notice is given	14
40	Period of notice.....	15
41	Contents of notice.....	15
42	Notice of adjourned meeting.....	15
43	Accidental omission to give notice	16
44	Postponement of general meeting	16
45	Technology	16
46	Quorum.....	16
47	Chair at general meetings	17
48	Business at adjourned meetings	17
	Proxies and body corporate representatives.....	18
49	Who can appoint a proxy.....	18
50	Rights of proxies.....	18
51	When proxy form must be sent to all members.....	18
52	Appointing a proxy.....	18
53	Form of proxy sent out by Company	19
54	Receipt of proxy documents.....	20
55	Validity of proxy vote	21
56	Body corporate representative	21
57	Attorney of member.....	22
	Voting at meetings of members.....	22
58	How vote may be exercised	22
59	Voting disqualification.....	22
60	Objections to right to vote.....	22
61	How voting is carried out.....	22
62	Matters on which a poll may be demanded.....	23
63	When a poll is effectively demanded.....	23
64	When and how polls must be taken	23
65	Direct Voting	23
66	Chairperson's casting vote	24
	Annual general meeting	24
67	Business of an annual general meeting	24
68	Resolutions proposed by members.....	25
	Appointment of directors	25
69	Number of directors	25
70	Director's qualifications.....	25
71	Election of directors by general meeting	25
72	Chairperson and deputy-chairperson	26
73	Retirement of directors by rotation	26
74	Nomination for election.....	26
75	Election procedure.....	26
76	Time appointment or retirement takes effect.....	27
	Appointment of directors between AGMs.....	27
77	Casual vacancies and additional directors	27
78	Insufficient directors.....	28
	Powers of directors.....	28
79	General duties	28

80	Validation of acts of directors and secretaries.....	28
81	General business management	29
82	Appointment of victim survivor advisor.....	29
83	Borrowing powers.....	29
84	Appointment of attorney	29
85	Negotiable instruments.....	29
	Removal and resignation of directors.....	30
86	Removal of directors.....	30
87	Resignation of director.....	30
88	Vacation of office of director	30
	Directors' interests.....	30
89	Prohibition on being present or voting.....	30
90	Director to disclose interests	31
91	Effect of interest in contract.....	31
92	Standing notice of interest.....	32
93	Other interests	32
94	Extension of meaning of "Company"	32
95	Other directorships and shareholdings.....	32
	Directors' meetings.....	33
96	Circulating resolutions	33
97	Meetings of directors	33
98	Calling directors' meetings	34
99	Notice of meeting.....	34
100	Urgent meetings	34
101	Waiver of notice.....	34
102	Technology meeting of directors	34
103	Chairing directors' meetings	35
104	Quorum.....	35
105	Passing of directors' resolutions.....	36
106	Directors leave of absence	36
	Remuneration of directors	36
107	No directors' remuneration	36
108	Directors' expenses	36
109	Financial benefit	36
	Secretary	37
110	Appointment of secretary.....	37
111	Terms of office of secretary	37
112	Responsibilities of secretary.....	37
	Indemnity and insurance	37
113	Indemnity	37
114	Insurance	39
115	Director voting on contract of indemnity or insurance	39
116	Liability.....	40
117	Meaning of "officer".....	40
	Winding up.....	40
118	Winding up.....	40
	Minutes	41

119	Minutes to be kept	41
	Inspection of records	42
120	Rights of inspection	42
121	Confidential information	42
	Accounts, audit and records	43
122	Accounts	43
123	Audit	43
	Financial Matters	43
124	Source of funds	43
125	Management of funds	43
126	Financial records	44
127	Financial statements	44
	Execution of documents	44
128	Common seal	44
129	Use of common seal	44
130	Execution of documents without common seal	44
131	Execution of document as a deed	45
132	Execution – general	45
	Notices	45
133	Notices other than notices of meeting	45
	Inadvertent omissions	45
134	Formalities omitted	45
	Alterations	45
135	Alterations	45

Corporations Act 2001

Company limited by guarantee

Constitution

of

No To Violence

Introduction

1 Replaceable rules excluded

1.1 The replaceable rules contained in the Act do not apply to the Company.

2 Definitions and interpretation

2.1 Definitions

In this constitution:

- (1) **Act** means the *Corporations Act 2001* and includes any amendment or re-enactment of it or any legislation passed in substitution for it;
- (2) **auditor** means any person appointed for the time being to perform the duties of an auditor of the Company;
- (3) **board** means the board of directors for the time being of the Company;
- (4) **business day** means a day that is not a Saturday, a Sunday or a public holiday or bank holiday in the place where the Company has its registered office;
- (5) **chairperson** means the person elected as chair of the Company in accordance with this constitution;
- (6) **Company** means No To Violence ACN 625 397 944;
- (7) **corporate member** means a member which is a body corporate;
- (8) **directors** means the directors for the time being of the Company or the directors assembled as a board;
- (9) **Direct Vote** includes a vote delivered to the Company by post, fax or other electronic means as approved by the board under rule 65;
- (10) **Financial Year** means 1 July to 30 June;
- (11) **Foundation Members** means the persons who consent to be members on the registration of the Company and the persons who were members of the Incorporated Association at the date of registration of the Company and who agree in writing to become members of the Company;

- (12) **Gift Fund** has the meaning give to that term in rule 125.2;
- (13) **Incorporated Association** means the incorporated association known as No To Violence Incorporating Men's Referral Service Incorporated;
- (14) **Register** means the register of members to be kept pursuant to the Act;
- (15) **representative** means a person authorised to act as a representative of a body corporate pursuant to section 250D of the Act;
- (16) **secretary** means any person elected to perform the duties of secretary of the Company in accordance with this constitution and any person elected to act temporarily as secretary;
- (17) **deputy-chairperson** means the person elected as deputy-chair of the Company in accordance with this constitution.

2.2 Interpretation

- (1) Reference to:
 - (a) one gender includes the others;
 - (b) the singular includes the plural and the plural includes the singular; and
 - (c) a person includes a body corporate or other entity.
- (2) Except so far as the contrary intention appears in this constitution:
 - (a) an expression has in this constitution the same meaning as in the Act; and
 - (b) if an expression is given different meanings for the purposes of different provisions of the Act, the expression has, in a provision of this constitution that deals with a matter dealt with by a particular provision of the Act, the same meaning as in that provision of the Act.
- (3) "Including" and similar expressions are not words of limitation.
- (4) Headings and any table of contents are for convenience only and do not form part of this constitution or affect its interpretation.

3 Objects

- 3.1 The objects for which the Company is established are to:
 - (1) provide counselling, support and referral services to relieve the distress, misfortune and helplessness of people suffering from male family violence;
 - (2) provide leadership, policy development and advocacy in relation to the prevention of male family violence; and
 - (3) strive for a society where women, children and men are able to live safely, and free from male family violence.
- 3.2 The Company must pursue charitable purposes only and must apply its income in promoting those purposes.

4 Powers

[compare section 124]

- 4.1 The Company has all the powers of an individual and a body corporate but does not have the power to issue shares.
- 4.2 Despite rule 4.1, the powers of the Company are ancillary to and exercisable only to pursue the objects of the Company set out in rule 3. Accordingly, the Company may undertake and do all such things or activities which are necessary, incidental or conducive to the advancement of the objects of the Company set out in rule 3.

5 Application of income and property

[compare sections 125 and 150]

- 5.1 The income and property of the Company, from wherever it is derived, must be applied solely towards the promotion of the objects of the Company set out in rule 3.

6 No distribution to members

[compare sections 150 and 254SA]

- 6.1 No portion of the income or property of the Company may be paid directly or indirectly, by way of dividend, bonus or otherwise to the members of the Company.

7 Limited liability

- 7.1 The liability of the members is limited.

8 Guarantee

- 8.1 Every member of the Company undertakes to contribute an amount not exceeding \$1.00 to the property of the Company in the event of its being wound up while the member is a member or within 1 year after the member ceases to be a member, if required for payment:
 - (1) of the debts and liabilities of the Company (contracted before the member ceases to be a member);
 - (2) of the costs, charges and expenses of winding up; and
 - (3) for the adjustment of the rights of the contributories among themselves.

Membership

9 Number of members

- 9.1 The number of members for which the Company proposes to be registered is unlimited.

10 Membership

- 10.1 The members of the Company are:
 - (1) the Foundation Members; and

- (2) any other persons the directors admit to membership in accordance with this constitution.

11 Categories of membership

11.1 The categories of membership are:

- (1) ordinary members;
- (2) associate members; and
- (3) life members.

11.2 Additional categories of members, if recommended by the directors, may be created from time to time by the members in general meeting.

12 Application for ordinary membership

12.1 Any individual who:

- (1) is not less than 18 years of age at the date of application;
- (2) is not an employee of the Company; and
- (3) supports the objects of the Company,

may apply for ordinary membership of the Company.

12.2 Any body corporate which supports the objects of the Company may apply for ordinary membership of the Company.

13 Application for associate membership

13.1 Any individual who:

- (1) is not less than 18 years of age at the date of application; and
- (2) supports the objects of the Company,

may apply for associate membership of the Company.

13.2 Any body corporate which supports the objects of the Company may apply for associate membership of the Company.

13.3 Despite anything in this constitution to the contrary, an associate member:

- (1) has the right to receive notices of, attend and be heard at, any general meeting; but
- (2) has no right to vote at any general meeting.

13.4 An associate member may have other rights as determined by the directors or by resolution of the members at a general meeting.

- 13.5 Despite anything in this constitution to the contrary, if determined by special resolution at a general meeting, any other category of member may be classified as an associate member.

14 Form of application

- 14.1 An application for membership must be:
- (1) in writing in a form approved by the directors;
 - (2) signed by the applicant; and
 - (3) accompanied by any other documents or evidence as to qualification for the type of membership applied for which the directors may reasonably require.
- 14.2 If the applicant is a body corporate it must nominate 1 person (**nominated representative**) to represent it in the Company. The application form must:
- (1) state the full name and address of the nominated representative; and
 - (2) be signed by the nominated representative.
- 14.3 An application form must be accompanied by:
- (1) an application fee, if any, determined in accordance with rule 22; and
 - (2) the annual subscription, if any, determined in accordance with rule 23.

15 Admission to membership

- 15.1 The directors must consider an application for membership as soon as reasonably practicable after its receipt and determine, in their discretion, whether or not to accept or reject that application for membership.
- 15.2 The directors may delegate their power in rule 15.1 to accept or reject applications for ordinary and associate membership to the chief executive officer of the Company.
- 15.3 The directors must notify the applicant in writing of its decision as soon as reasonably practicable after the determination is made.
- 15.4 The directors need not give any reason for the rejection of an application.
- 15.5 If an application for membership is rejected, the application fee, if any, and the annual subscription, if any, must be refunded to the applicant.
- 15.6 If an applicant is accepted for membership:
- (1) the name and category of membership of the applicant must be tabled at the next meeting of directors following acceptance of the application for membership or otherwise notified to directors;
 - (2) the secretary must notify the applicant of admission in the form of a receipt for the application fee, if any, and annual subscription, if any, or in any other form the directors determine; and
 - (3) the name and details of the member must be entered in the Register.

15.7 An applicant becomes a member of the Company and, subject to rule 16.2, is entitled to exercise their rights of membership from the later to occur of:

- (1) the directors accepting the applicant's application for membership; and
- (2) the applicant paying the application fee, if any.

16 General rights of members

16.1 A member of the Company who is entitled to vote has the right to:

- (1) receive notice of general meetings and of proposed special resolutions in the manner and time prescribed by this constitution and any applicable law;
- (2) submit items of business for consideration at a general meeting;
- (3) attend and be heard at general meetings;
- (4) vote at general meetings;
- (5) have access to the minutes of general meetings and other documents of the Company as provided by rule 120; and
- (6) inspect the Register for any reason.

16.2 A member is entitled to vote if:

- (1) the member is a member other than an associate member;
- (2) more than 10 business days have passed since they became a member of the Company; and
- (3) the member's membership rights are not suspended for any reason.

17 Rights not transferable

17.1 The rights of a member are not transferable and end when membership ceases.

18 Notification by members

18.1 Each member must promptly notify the secretary in writing of any change in their qualification to be a member of the Company.

18.2 Each corporate member must promptly notify the secretary in writing of any change in the person nominated as its nominated representative under rule 14.2.

18.3 A person nominated as a nominated representative must consent to the nomination in writing.

18.4 If an ordinary member becomes an employee of the Company that member will automatically become an associate member, while they are such an employee.

19 Foundation members

- 19.1 Foundation Members who consent to becoming members of the Company before the Company is registered become ordinary members of the Company on registration of the Company.
- 19.2 After registration of the Company every person who:
- (1) is a member of the Incorporated Association at the date of registration; and
 - (2) agrees in writing to become a member of the Company,
- must be admitted by the directors as a member of the Company in the nearest equivalent category of membership to that held by the member in the Incorporated Association.
- 19.3 Foundation Members are not required:
- (1) to have any qualification for membership;
 - (2) to pay any application fee; or
 - (3) to pay an annual subscription, if any, until 1 July next occurring after registration of the Company.
- 19.4 Foundation Members must otherwise comply with this constitution.

20 Life membership

- 20.1 If, in the opinion of the directors, a member has made over a period of years a significant contribution to the Company, or to the Incorporated Association, the directors or members at a general meeting may nominate the member as a life member of the Company.
- 20.2 A member nominated under rule 20.1 becomes a life member of the Company on the nomination being approved by a resolution of the directors.
- 20.3 If the life member is a body corporate it must nominate in writing a nominated representative within 1 month after it becomes a life member.
- 20.4 A life member has all the rights and privileges of membership including the right to vote and is otherwise subject to this constitution.
- 20.5 The directors may waive the annual subscription, if any, for life members (**paid life membership**) for such number of years determined by them.
- 20.6 If the Company provides for paid life membership, it is open to any life member.

21 Register of members

[compare sections 168 and 169]

- 21.1 The Company must keep a Register in accordance with the Act.
- 21.2 The following must be entered in the Register in respect of each member:
- (1) the full name of the member;
 - (2) the residential address and electronic mail address, if any, of the member;

- (3) the category of membership;
 - (4) the date of admission to and cessation of membership;
 - (5) the date of last payment of the member's annual subscription, if any;
 - (6) in the case of a corporate member, the full name, address and electronic mail address, if any, of its nominated representative; and
 - (7) such other information as the directors require.
- 21.3 Each member and nominated representative must notify the secretary in writing of any change in that person's name, address or electronic mail address within 1 month after the change.

Application fee and annual subscription

22 Application fee

- 22.1 The application fee payable by each applicant for membership, if any, is the sum the directors determine for each category of membership.

23 Annual subscription

- 23.1 The annual subscription, if any, payable by a member of the Company is the sum the directors determine from time to time.
- 23.2 All annual subscriptions are due and payable in advance on 1 July in each year or such later date determined by the directors.
- 23.3 The directors may reduce the annual subscription, in any manner they see fit, payable by:
- (1) an applicant who is admitted as a member of the Company after the start of a Financial Year; or
 - (2) any associate members.
- 23.4 Directors may waive an annual subscription in respect of a member due to financial hardship or any other reason or under rule 20.5.

24 Unpaid annual subscriptions

- 24.1 If:
- (1) the annual subscription of a member remains unpaid after it becomes payable; and
 - (2) a notice of default is given to the member following a resolution of the directors to do this,
- the member ceases to be entitled to any of the rights or privileges of membership (including the right to vote) but these rights must be reinstated on payment of all arrears in full.

Cessation of membership

25 Resignation

- 25.1 A member may resign from membership of the Company by giving written notice to the secretary.
- 25.2 The resignation of a member takes effect on the date of receipt of the notice of resignation or any later date provided in the notice.
- 25.3 A member is taken to have resigned if:
- (1) the member's annual subscription fee is more than 12 months in arrears; or
 - (2) where no annual subscription fee is payable:
 - (a) the secretary has made a written request to the member to confirm that they wish to remain a member; and
 - (b) the member has not, within 3 months after receiving that request, confirmed in writing to the secretary that they wish to remain a member.

26 Failure to pay

- 26.1 If a member has not paid all arrears of annual subscriptions under rule 24:
- (1) the member remains liable for all the obligations and liabilities of membership until the expiration of 6 months after the date of notification under rule 24.1(2); and
 - (2) the member ceases to be a member and member's name must be removed from the Register at the expiration of the 6 month period.

27 Cessation of membership

- 27.1 A member who is an individual ceases to be a member:
- (1) if the member dies;
 - (2) if the member resigns or is taken to have resigned; or
 - (3) if the member is expelled under rule 29 or 30.
- 27.2 A corporate member ceases to be a member:
- (1) if it is wound up or is otherwise dissolved or deregistered;
 - (2) if it resigns or is taken to have resigned; or
 - (3) if it is expelled under rule 29 or 30.
- 27.3 A life member ceases to be a member:
- (1) if the member is an individual, in accordance with rule 27.1;
 - (2) if the member is a corporate member, in accordance with rule 27.2; or

- (3) if the directors, for any reason, request in writing the resignation of the member and the member does not resign within 2 months after the request is sent.

27.4 A member also ceases to be a member in accordance with rule 26.1.

Disciplining members

28 Disciplining members

28.1 If any member:

- (1) wilfully refuses or neglects to comply with the provisions of this constitution; or
- (2) is guilty of any conduct which, in the opinion of the directors, is unbecoming of a member or prejudicial to the interests of the Company,

the directors must resolve to appoint a disciplinary committee to hear the matter and determine what action, if any, to take against the member.

29 Disciplinary committee

29.1 The members of the disciplinary committee may be directors, members of the Company, or anyone else so long as, in the opinion of the directors, the disciplinary committee member is not biased against, or in favour of, the member concerned.

29.2 The maximum number of disciplinary committee members is unlimited. The directors are responsible for appointing the disciplinary committee members.

29.3 At least 14 days before the disciplinary meeting is held, the secretary must give written notice to the member:

- (1) stating that the Company proposes to conduct a disciplinary meeting in relation to the member;
- (2) specifying the place, date and time for the disciplinary meeting;
- (3) stating what is alleged against the member;
- (4) stating any intended resolution or disciplinary action, then known;
- (5) advising the member that they may do one or both of the following:
 - (a) attend the disciplinary meeting and give oral evidence or any explanation or defence the member sees fit; and
 - (b) give a written statement at any time before the disciplinary meeting setting out evidence or any explanation or defence the member sees fit; and
- (6) setting out the member's appeal rights under rule 30.

29.4 At the disciplinary meeting, the disciplinary committee must:

- (1) give the member an opportunity to be heard; and
- (2) consider any written statement submitted by the member.

- 29.5 After complying with rule 29.4, the disciplinary committee may:
- (1) take no further action against the member; or
 - (2) subject to rule 29.6,
 - (a) reprimand the member;
 - (b) suspend the membership rights of the member for a specified period; or
 - (c) expel the member from the Company and remove the member's name from the Register.
- 29.6 The disciplinary committee may not fine the member.
- 29.7 The suspension of membership rights, or the expulsion of a member by the disciplinary committee under this rule takes effect 48 hours after the disciplinary committee vote is passed. However, if the member appeals under rule 30, the suspension of membership rights or the expulsion of the member only takes effect immediately after the passing of the resolution contemplated by rule 30.6.

30 Appeal rights

- 30.1 A person whose membership rights have been suspended or who has been expelled from the Company under rule 29.5 may give notice to the effect that they wish to appeal against the suspension or expulsion and elect to have the question dealt with by the Company in general meeting and, in that event, a general meeting of the Company must be convened for that sole purpose.
- 30.2 The appeal notice must be in writing and given to:
- (1) the disciplinary subcommittee immediately after the vote to suspend or expel the person is taken; or
 - (2) the secretary not later than 48 hours after the vote.
- 30.3 If a person has been given an appeal notice under rule 30.2, a disciplinary appeal general meeting must be convened by the directors as soon as practicable, but in any event no later than 21 days after the notice is received.
- 30.4 At a disciplinary appeal general meeting:
- (1) no business other than the question of the appeal may be conducted;
 - (2) the directors must state the grounds for suspending or expelling the member and the reasons for taking that action; and
 - (3) the person whose membership has been suspended or who has been expelled must be given a reasonable opportunity to be heard.
- 30.5 After complying with rule 30.4, the members present and entitled to vote at the general meeting must vote by ballot on the question of whether the decision to suspend or expel the person should be upheld or revoked.
- 30.6 If, at the general meeting, a resolution affirming the expulsion or suspension as determined by the disciplinary committee is passed by at least 75% of those present and voting, the member concerned must be punished in the manner originally determined by the disciplinary committee under rule 29.5 and, in the case of an

expulsion, the member is expelled and the member's name must be removed from the Register. If such a resolution is not passed, the suspension of membership rights or the expulsion of the member will not take effect.

- 30.7 If any member ceases to be a member under rule 30.6, the directors may reinstate the member and restore the name of that member to the Register upon and subject to any terms and conditions they see fit.

31 Effect of cessation of membership

- 31.1 If any member ceases to be a member under this constitution, the member remains liable to pay to the Company for any money which, at the time of the member ceasing to be a member, the member owes to the Company on any account and for any sum not exceeding \$1.00 for which the member is liable under rule 8.

Meetings of members

32 Circulating resolutions

[compare section 249A]

- 32.1 Subject to clause 32.3, the directors may put a resolution to the members to pass a resolution without a general meeting being held (a circular resolution).
- 32.2 The directors must notify the auditor (if any) as soon as possible that a circular resolution has or will be put to members, and set out the wording of the resolution.
- 32.3 Circular resolutions cannot be used:
- (1) for a resolution to remove an auditor, appoint a director or remove a director
 - (2) for passing a special resolution, or
 - (3) where the Act or this constitution requires a meeting to be held.
- 32.4 A circular resolution is passed if all the members entitled to vote on the resolution sign or agree to the circular resolution, in the manner set out in clause 32.5 or clause 32.6.
- 32.5 Members may sign:
- (1) a single document setting out the circular resolution and containing a statement that they agree to the resolution, or
 - (2) separate copies of that document, as long as the wording is the same in each copy.
- 32.6 The company may send a circular resolution by email to members and members may agree by sending a reply email to that effect, including the text of the resolution in their reply.

33 Calling of general meeting

[compare sections 250N, replaceable rule 249C and section 249D]

- 33.1 A majority of directors may call a general meeting whenever they see fit.

- 33.2 Except as permitted by law, a general meeting, to be called the **annual general meeting**, must be held within 5 months after the end of each Financial Year.
- 33.3 Except as provided in the Act or this constitution, no member or members may call a general meeting.

34 Special general meetings

- 34.1 Any general meeting of the Company, other than the annual general meeting or a disciplinary appeal general meeting, is a special general meeting.
- 34.2 The majority of directors may call a special general meeting whenever they see fit.
- 34.3 No business other than that set out in the notice of meeting may be conducted at the special general meeting.

35 Special general meeting held at the request of members

- 35.1 The directors must convene a special general meeting if a request to do so is made in accordance with rule 35.2 by at least 10% of the total number of members entitled to vote.
- 35.2 A request for a special general meeting must:
- (1) be in writing;
 - (2) state the business to be considered at the meeting and any resolutions to be proposed;
 - (3) include the names and signatures of the members requesting the meeting; and
 - (4) be given to the secretary of the Company.
- 35.3 If the directors do not convene a special general meeting within 1 month after the date on which the request is made, all the members making the request or more than 50% of the members who made the request, may convene the special general meeting.
- 35.4 A special general meeting convened by members under rule 35.3:
- (1) must be held within 3 months after the date on which the original request was made; and
 - (2) may only consider the business stated in that request.
- 35.5 The Company must reimburse all reasonable expenses incurred by the members convening a special general meeting under rule 35.3.

36 Amount of notice of meeting

[compare section 249H]

- 36.1 Subject to the provisions of the Act as to short notice at least 21 days' notice of a general meeting must be given in writing to those persons who are entitled to receive notices from the Company.

37 Persons entitled to notice of general meeting

[compare sections 249J(1) and 249K, and replaceable rule 249J(2)]

37.1 Written notice of a meeting of the Company's members must be given individually to:

- (1) each member entitled to vote at the meeting;
- (2) each director; and
- (3) the Company's auditor.

37.2 The Company is only required to give notice of general meetings to those persons entitled to receive notice under this constitution and the Act.

38 How notice is given

[compare sections 249J(3) and 249J(3A)]

38.1 The Company may give the notice of meeting to a member:

- (1) personally;
- (2) by sending it by post to the address for the member in the Register or the alternative address (if any) nominated by the member;
- (3) by sending it to the electronic address (if any) nominated by the member;
- (4) by sending it by other electronic means (if any) nominated by the member; or
- (5) by notifying the member in accordance with rule 38.2.

38.2 If the member nominates:

- (1) an electronic means (**nominated notification means**) by which the member may be notified that notices of meeting are available; and
- (2) an electronic means (**nominated access means**) the member may use to access notices of meeting;

the Company may give the member notice of the meeting by notifying the member (using the nominated notification means):

- (3) that the notice of meeting is available; and
- (4) how the member may use the nominated access means to access the notice of meeting.

39 When notice is given

[compare replaceable rules 249J(4) and 249J(5)]

39.1 A notice of meeting sent by post is taken to be given 3 days after it is posted.

39.2 Except as provided by rule 39.3, a notice of meeting given to a member under rule 38.1(3) or 38.1(4) is taken to be given on the business day after it is sent.

- 39.3 A notice of meeting given to a member under rule 38.1(3) or 38.1(4) is not effective if:
- (1) in the case of service by electronic mail, the Company's computer reports that delivery has failed; or
 - (2) in either case, the addressee notifies the Company immediately that the notice was not fully received in a legible form.
- 39.4 A notice of meeting given to a member under rule 38.1(5) is taken to be given on the business day after the day on which the member is notified that the notice of meeting is available.
- 39.5 A certificate signed by a manager, secretary or other officer of the Company that the notice was posted or given in accordance with this rule 39 is conclusive evidence of the matter.

40 Period of notice

- 40.1 Subject to the Act and this constitution, where a specified number of days' notice or notice extending over any period is required to be given, the day of service is excluded, and the day upon which the notice expires is included.

41 Contents of notice

[compare replaceable rule 249L]

- 41.1 A notice of a general meeting must:
- (1) set out the place, date and time for the meeting (and, if applicable, the technology that will be used);
 - (2) state the general nature of the meeting's business;
 - (3) if a special resolution is to be proposed at the meeting, set out an intention to propose the special resolution and state the resolution in full;
 - (4) be worded and presented in a clear, concise and effective manner;
 - (5) contain a statement setting out the following information:
 - (a) that the member has a right to appoint a proxy; and
 - (b) that the proxy must be a member of the Company; and
 - (6) include a copy of any form of proxy that the directors have approved for the appointment of a proxy.
- 41.2 This rule 41 does not apply to a disciplinary appeal general meeting.

42 Notice of adjourned meeting

[replaceable rule 249M]

- 42.1 When a meeting is adjourned, new notice of the resumed meeting must be given if the meeting is adjourned for 14 days or more.

43 Accidental omission to give notice

[compare section 1322(3)]

- 43.1 The accidental omission to give notice of any general meeting to or the non-receipt of the notice by any person entitled to receive notice of a general meeting under this constitution does not invalidate the proceedings at or any resolution passed at the meeting.

44 Postponement of general meeting

- 44.1 The directors may postpone the holding of any general meeting whenever they see fit (other than a meeting requisitioned by members as provided by the Act) for not more than 42 days after the date for which it was originally called.
- 44.2 Whenever any meeting is postponed (as distinct from being adjourned under rule 46.3 or rule 47.3) the same period of notice of the meeting must be given to persons entitled to receive notice of a meeting as if a new meeting were being called for the date to which the original meeting is postponed.

45 Technology

[section 249S]

- 45.1 The Company may hold a meeting of its members at 2 or more venues using any technology that gives the members as a whole a reasonable opportunity to participate.
- 45.2 Subject to the Act and any other applicable law:
- (1) a meeting of members may be held by means of such telephone, electronic or other communications facilities as approved by the board that permits all persons in the meeting to communicate with each other simultaneously and instantaneously, and gives the members as a whole a reasonable opportunity to participate in the proceedings;
 - (2) participation in such meeting shall constitute presence in person at such meeting (including for the purpose of any quorum requirements in this Constitution); and
 - (3) a reference to a "place" when used in the context of a general meeting may be, but need not be, a physical place.

46 Quorum

[compare replaceable rule 249T]

- 46.1 The quorum for a meeting of the Company's members is 10% of the members entitled to vote and the quorum must be present at all times during the meeting.
- 46.2 In determining whether a quorum is present, individuals attending as proxies, attorneys or body corporate representatives are counted. However, if a member has appointed more than 1 proxy, attorney or representative, only 1 of them is counted. If an individual is attending both as a member and as a proxy, attorney or body corporate representative, the individual is counted only once.
- 46.3 If a quorum is not present within 30 minutes after the time for the meeting set out in the notice of meeting:
- (1) where the meeting was called by the members or upon the requisition of members, the meeting is dissolved; or

- (2) in any other case, the meeting is adjourned to the date, time and place the directors specify and the date must be no more than 21 days after the adjourned meeting.
- 46.4 Notice of the date, time and place to which the meeting is adjourned must be given to all members in writing as soon as practicable after the meeting.
- 46.5 If no quorum is present at the resumed meeting within 30 minutes after the time for the meeting, the members present at the meeting (if no fewer than 3) may proceed with the meeting as if a quorum was present. If there are fewer than 3 members, the meeting is dissolved.

47 Chair at general meetings

[compare replaceable rule 249U]

- 47.1 Subject to rule 47.2, the chairperson or, in the chairperson's absence, the deputy-chairperson is the chair at every general meeting.
- 47.2 If the chairperson and the deputy-chairperson are both absent or unable to preside, the chair of the meeting must be a member elected by the other members present.
- 47.3 The chair of the meeting may, at any time during the meeting, adjourn the meeting or any business, motion, question, resolution, debate or discussion being considered or remaining to be considered by the meeting either to a later time at the same meeting or to an adjourned meeting at any time and any place. In exercising the discretion to adjourn the meeting to any time and place, the chairperson must seek the approval of a majority of members present.
- 47.4 The chair of the meeting is responsible for the general conduct of the meeting and for the procedures to be adopted at that meeting. The rulings of the chair of a meeting on all matters relating to the procedure and conduct of the meeting are final and no motion of dissent from those rulings may be accepted.
- 47.5 The chair of the meeting may in their absolute discretion refuse admission to, or require to leave and remain out of the meeting, any person who is not a member, director or auditor of the Company.
- 47.6
 - (1) The auditor of the Company from time to time and any assistant of the auditor who is not a member is entitled to be present and to speak at any general meeting on any part of the meeting's business that concerns the auditor in the capacity as auditor of the Company.
 - (2) Any professional adviser of the Company (including, without limitation, a solicitor or financial adviser), at the request of any director, is entitled to be present and, at the request of the chair, to speak at any general meeting. However, subject to the Act and this constitution, the Company is not obliged to send a notice of meeting to any professional adviser.

48 Business at adjourned meetings

[replaceable rule 249W(2)]

- 48.1 Only unfinished business is to be transacted at a meeting resumed after an adjournment.

Proxies and body corporate representatives

49 Who can appoint a proxy

[compare mandatory rule 249X]

- 49.1 A member who is entitled to attend and cast a vote at a meeting of the Company's members may appoint an individual or a body corporate as the member's proxy to attend and vote for the member at the meeting. The proxy must be a member.

50 Rights of proxies

[compare section 249Y]

- 50.1 A proxy appointed to attend and vote for a member has the same rights as the member:
- (1) to speak at the meeting;
 - (2) to vote (but only to the extent allowed by the appointment); and
 - (3) to join in a demand for a poll.
- 50.2 If a proxy is only for a single meeting it may be used at any postponement or adjournment of that meeting, unless the proxy states otherwise.
- 50.3 A proxy's authority to speak and vote for a member at a meeting is suspended while the member is present at the meeting.
- 50.4 A proxy may be revoked at any time by notice in writing to the Company.

51 When proxy form must be sent to all members

[section 249Z]

- 51.1 If the Company sends a member a proxy appointment form for a meeting or a list of persons willing to act as proxies at a meeting:
- (1) if the member requested the form or list – the Company must send the form or list to all members who ask for it and who are entitled to appoint a proxy to attend and vote at the meeting; or
 - (2) otherwise – the Company must send the form or list to all its members entitled to appoint a proxy to attend and vote at the meeting.

52 Appointing a proxy

[compare section 250A and Corporations Regulations 2001 reg 2G.2.01]

- 52.1 An appointment of a proxy is valid if it is signed or otherwise electronically authenticated (as referred to in regulation 2G.2.01 of the *Corporations Regulations 2001* and in rules 52.2 and 52.3) by the member making the appointment and contains the following information:
- (1) the member's name and address;
 - (2) the Company's name;
 - (3) the proxy's name or the name of the office held by the proxy; and

- (4) the meetings at which the appointment may be used.

An appointment may be a standing one.

52.2 An electronically authenticated appointment of a proxy must in addition to rule 52.1:

- (1) include a method of identifying the member; and
- (2) include an indication of the member's approval of the information communicated.

52.3 If the electronically authenticated appointment of a proxy is done through either email or internet-based voting:

- (1) the member must be identified by personal details such as the member's name, personal address and date of birth; and
- (2) the member's approval must be communicated by a form of security protection (for example, the entering of a confidential identification number such as a shareholder registration number or holder identification number).

52.4 An undated appointment is taken to have been dated on the day it is given to the Company.

52.5 An appointment may specify the way the proxy is to vote on a particular resolution. If it does, the proxy must vote as directed, otherwise the proxy may vote on behalf of the member in any matter they think fit. This rule 52.5 does not affect the way that the person can cast any votes the person holds as a member.

52.6 An appointment does not have to be witnessed.

52.7 A later appointment revokes an earlier one if both appointments could not be validly exercised at the meeting.

53 Form of proxy sent out by Company

53.1 A form of proxy sent out by the Company may be in a form determined by the directors but must:

- (1) enable the member to specify the manner in which the proxy must vote in respect of a particular resolution; and
- (2) leave a blank space for the member to fill in the name of the person primarily appointed as proxy.

53.2 The form may provide that if the member leaves it blank as to the person primarily appointed as proxy or if the person or persons named as proxy fails or fail to attend, the chair of the meeting is appointed proxy.

53.3 Despite rule 53.1 an instrument appointing a proxy may be in the following form or in a form that is as similar to the following form as the circumstances allow:

No To Violence
ACN 625 397 944 (**Company**)

I/We, _____ of _____, being a member/members of
the Company, appoint _____ of _____ or, in their
absence, _____ of _____ as my/our proxy to vote for
me/us on my/our behalf at the *annual general/*general meeting of the

Company to be held on _____ and at any adjournment of that meeting.

† This form is to be used *in favour of/*against the resolution.

Signed on _____ .

* Strike out whichever is not desired.

† To be inserted if desired.

54 Receipt of proxy documents

[compare section 250B]

54.1 For an appointment of a proxy for a meeting of the Company's members to be effective, the following documents must be received by the Company either at least 24 hours before the commencement of the meeting by sending it electronically or by mail or by delivering it to the chair of the meeting by hand before or at the commencement of the meeting:

- (1) the proxy's appointment; and
- (2) if the appointment is signed or otherwise authenticated by the appointor's attorney – the authority under which the appointment was signed or authenticated or a certified copy of the authority.

54.2 If a meeting of the Company's members has been adjourned, an appointment and any authority received by the Company at least 24 hours before the resumption of the meeting or delivered to the chair of the resumed meeting by hand before or at the commencement of the resumed meeting are effective for the resumed part of the meeting.

54.3 The Company receives an appointment or authority:

- (1) when it is received at any of the following:
 - (a) before or at the commencement of the meeting;
 - (b) by hand before or at the commencement of the resumed meeting or delivered to the chairperson of the resumed meeting;
 - (c) the Company's registered office; or
 - (d) a place or electronic mail address specified for the purpose in the notice of meeting; or
- (2) if the notice of meeting specifies other electronic means by which a member may give the document – when the document given by those means is received by the Company and complies with rules 52.2 and 52.3.

54.4 An appointment of a proxy is ineffective if:

- (1) the Company receives either or both the appointment or authority at a fax number or electronic address; and
- (2) a requirement (if any) in the notice of meeting that:
 - (a) the transmission be verified in a way specified in the notice; or

- (b) the proxy produce the appointment and authority (if any) at the meeting,
is not complied with.

55 Validity of proxy vote

[section 250C(1) and compare replaceable rule 250C(2)]

- 55.1 A proxy who is not entitled to vote on a resolution as a member may vote as a proxy for another member who can vote if the appointment specifies the way the proxy is to vote on the resolution and the proxy votes that way.
- 55.2 Unless the Company receives written notice of one of the following matters before the start or resumption of the meeting at which the proxy votes, a vote cast by the proxy will be valid even if:
- (1) the appointing member dies;
 - (2) the member is mentally incapacitated;
 - (3) the member revokes the proxy's appointment; or
 - (4) the member revokes the authority under which the proxy was appointed by a third party,
- before the proxy votes.
- 55.3 A proxy is not revoked by the member attending and taking part in the meeting unless the member actually votes at the meeting on a resolution for which the proxy is proposed to be used.

56 Body corporate representative

[section 250D]

- 56.1 A body corporate may appoint an individual as a representative to exercise all or any of the powers the body corporate may exercise:
- (1) at meetings of the Company's members;
 - (2) at meetings of creditors or debenture holders;
 - (3) relating to resolutions to be passed without meetings; or
 - (4) in the capacity of a member's proxy appointed under rule 49.
- The appointment may be a standing one.
- 56.2 The appointment may set out restrictions on the representative's powers. If the appointment is to be by reference to a position held, the appointment must identify the position.
- 56.3 A body corporate may appoint more than 1 representative but only 1 representative may exercise the body's powers at any one time.
- 56.4 Unless otherwise specified in the appointment, the representative may exercise, on the body corporate's behalf, all of the powers that the body could exercise at a meeting or in voting on a resolution.

57 Attorney of member

- 57.1 An attorney for a member may do whatever the member could do personally as a member, but if the attorney is to vote at a meeting of members or a class of members the instrument conferring the power of attorney or a certified copy of it must be produced to the Company, in the same way as the appointment of a proxy under rule 54.

Voting at meetings of members

58 How vote may be exercised

- 58.1 Subject to rules 59 and 60, at any general meeting of members, each ordinary member and each life member present has 1 vote on a show of hands and on a poll.
- 58.2 The vote may be exercised:
- (1) in person or by proxy, body corporate representative or attorney; or
 - (2) by way of Direct Vote, in accordance with rule 65.

59 Voting disqualification

- 59.1 A member is not entitled to vote at a general meeting if:
- (1) the annual subscription of the member; or
 - (2) in the case of a person who is a nominated representative, the annual subscription of the corporate member for which they are the nominated representative,
- is in arrears at the date of the meeting or the postponed or adjourned meeting.

60 Objections to right to vote

[compare replaceable rule 250G]

- 60.1 A challenge to a right to vote at a meeting of members:
- (1) may only be made at the meeting; and
 - (2) must be determined by the chair, whose decision is final.
- 60.2 A vote not disallowed following the challenge is valid for all purposes.

61 How voting is carried out

[compare replaceable rule 250J]

- 61.1 A resolution put to the vote at a meeting of the Company's members must be decided on a show of hands unless a poll is demanded.
- 61.2 On a show of hands, a declaration by the chair is conclusive evidence of the result. Neither the chair nor the minutes needs to state the number or proportion of the votes recorded in favour or against.
- 61.3 Unless otherwise required by this constitution or the Act, all resolutions of the Company, other than special resolutions, are ordinary resolutions which are

resolutions passed by more than 50% of the votes cast by members entitled to vote on the resolutions.

- 61.4 A special resolution will be passed if at least 75% of votes cast by members entitled to vote on the resolution, vote in favour of the special resolution.

62 Matters on which a poll may be demanded

[compare section 250K]

- 62.1 A poll may be demanded on any resolution.
- 62.2 A demand for a poll may be withdrawn.

63 When a poll is effectively demanded

[compare section 250L]

- 63.1 At a meeting of the Company's members, a poll may be demanded by:
- (1) at least 3 members entitled to vote on the resolution; or
 - (2) the chair.
- 63.2 The poll may be demanded:
- (1) before a vote is taken;
 - (2) before the voting results on a show of hands are declared; or
 - (3) immediately after the voting results on a show of hands are declared.

64 When and how polls must be taken

[compare replaceable rule 250M]

- 64.1 A poll demanded on a matter other than the election of a chair or the question of an adjournment must be taken when and in the manner the chair directs.
- 64.2 A poll on the election of a chair or on the question of an adjournment must be taken immediately.
- 64.3 The 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.
- 64.4 The result of the poll is the resolution of the meeting at which the poll was demanded.

65 Direct Voting

- 65.1 The board may determine that at any meeting of the Company's members, members entitled to attend and vote on a resolution at that meeting are entitled to a Direct Vote in respect of that resolution.
- 65.2 The board may prescribe (and vary, revoke, replace or amend) rules to govern Direct Voting, including:

- (1) that members entitled to attend and vote at a general meeting may cast a Direct Vote;
 - (2) specifications as to the form, method and timing of giving a Direct Vote in order for the vote to be valid;
 - (3) the treatment of Direct Votes; and
 - (4) whether and how Direct Votes are counted.
- 65.3 A valid Direct Vote cast by a member has the same effect as if the member had cast the vote in person at the meeting.

66 Chairperson's casting vote

[compare replaceable rule 250E(3)]

- 66.1 In the case of an equality of votes, whether on a show of hands or on a poll, the chair of the meeting has a casting vote in addition to any vote they may have in their capacity as a member or proxy.
- 66.2 The chair has a discretion both as to use of the casting vote and as to the way in which it is used.

Annual general meeting

[compare section 250N]

67 Business of an annual general meeting

[compare sections 250R, 250S and 250T]

- 67.1 The business of an annual general meeting may include any of the following, even if not referred to in the notice of meeting:
- (1) the consideration of the annual financial report, directors' report and auditor's report;
 - (2) the election of directors;
 - (3) the appointment of the auditor; and
 - (4) the fixing of the auditor's remuneration.

All other business transacted at an annual general meeting and all business transacted at any other general meeting is special business.

- 67.2 The business of the annual general meeting also includes any other business which under this constitution or the Act ought to be transacted at an annual general meeting.
- 67.3 The chair of the annual general meeting must allow a reasonable opportunity for the members as a whole at the meeting to ask questions about or make comments on the management of the Company.
- 67.4 If the Company's auditor or the auditor's representative is at the meeting, the chair of an annual general meeting must:

- (1) allow a reasonable opportunity for the members as a whole at the meeting to ask the auditor or that representative questions relevant to the conduct of the audit, the preparation and content of the auditor's report, the accounting policies adopted by the Company in relation to the preparation of the financial statements and the independence of the auditor in relation to the conduct of the audit; and
- (2) allow a reasonable opportunity for the auditor or their representative to answer written questions submitted to the auditor under section 250PA of the Act.

68 Resolutions proposed by members

[compare sections 249N and 249O]

- 68.1 A member may not at any meeting move any resolution relating to special business unless:
- (1) members with at least 5% of the votes that may be cast on the resolution have given the Company notice of the resolution or the requirements of section 249N of the Act have otherwise been satisfied, and 2 months' notice has elapsed since the notice was given; or
 - (2) the resolution has previously been approved by the directors.

Appointment of directors

69 Number of directors

[compare section 201A]

- 69.1 The number of the directors must be not less than 3 or more than 11.
- 69.2 The Company in general meeting may by resolution increase or reduce the number of directors referred to in rule 69.1 but the number may not be reduced below 3 (the minimum number of directors prescribed by the Act and other regulations).

70 Director's qualifications

- 70.1 No person may be a director unless that person is:
- (1) an ordinary member or a life member (which includes a paid life member) of the Company; and
 - (2) an individual who is at least 18 years old.
- 70.2 Body corporates are not eligible to be appointed as a director of the Company.

71 Election of directors by general meeting

[compare section 201E and replaceable rule 201G]

- 71.1 Subject to this constitution, the Act and to the maximum number of directors for the time being fixed under rule 69 not being exceeded, the Company may elect directors at a general meeting by ordinary resolution.

72 Chairperson and deputy-chairperson

- 72.1 The directors will elect a director as the Company's chairperson and deputy-chairperson.

73 Retirement of directors by rotation

- 73.1 A director may not hold office for a continuous period in excess of 3 years or past the 3rd annual general meeting following the director's last election or appointment, whichever is the longer, without submitting for re-election.
- 73.2 At each annual general meeting of the Company, 1/3 of the directors (rounded up to the nearest whole number), including those who submit for re-election under clause 73.1, must retire from office.
- 73.3 The director or directors to retire at an annual general meeting are those who have been longest in office since their election but, as between or among 2 or more directors who became directors on the same day, the director or directors to retire are determined by lot unless they otherwise agree between or among themselves.
- 73.4 Unless the directors decide to reduce the number of directors in office, the Company at any annual general meeting at which any director retires may fill the vacated office by re-electing the retiring director or electing some other qualified person.
- 73.5 A director who has held office for a continuous period of six years or more may only be re-appointed or re-elected by a special resolution.

74 Nomination for election

- 74.1 Each candidate for election as a director may:
- (1) ~~nominate themselves~~ ; or
 - (2) with the candidate's consent, be nominated by another member.
- 74.2 A nomination of a candidate for election must:
- (1) be in writing; and
 - (2) be signed by the candidate.
- 74.3 A nomination of a candidate for election must be received at the registered office of the Company not later than 5pm on the day which is 30 days prior to the annual general meeting at which the candidate seeks election.
- 74.4 A list of the candidates' names in alphabetical order must be sent to members with the notice of the annual general meeting.

75 Election procedure

- 75.1 If the number of candidates for election as directors is equal to or less than the number of vacancies, the chair of the annual general meeting must declare those candidates to be duly elected as directors.
- 75.2 If the number of candidates for election as directors is greater than the number of vacancies, a ballot must be held for the election of the candidates.

- 75.3 If a ballot is required, balloting lists must be prepared listing the names of the candidates only in alphabetical order.
- 75.4 Before the ballot is taken, each candidate may make a short speech in support of their election.
- 75.5 At the annual general meeting each person entitled to vote and voting on the ballot may vote for a number of candidates equal to the number of vacancies.
- 75.6 The candidates receiving the greatest number of votes cast in their favour must be declared by the chair of the meeting to be elected as directors.
- 75.7 If an equality of votes would otherwise prevent the successful candidate for a vacancy from being determined then the chair must in relation to the candidates who received the same number of votes:
- (1) conduct a further ballot for the position in accordance with rules 75.4 to 75.6 (inclusive) to decide which of those candidates is to be elected; or
 - (2) with the agreement of those candidates, decide which of them is to be elected.
- 75.8 In relation to directors, there is not a vacancy for the purpose of this rule 75 (or rule 77 or 78) because the number of directors is less than the maximum allowed under rule 69.1. There is a vacancy only to the extent of the number of directors retiring from office at the annual general meeting or any casual vacancy since the last annual general meeting which has not been filled.

76 Time appointment or retirement takes effect

- 76.1 Directors who are appointed at a meeting of members take office immediately after the end of the meeting.
- 76.2 Directors who retire at a meeting of members continue to hold office until the end of the meeting.

Appointment of directors between AGMs

77 Casual vacancies and additional directors

[compare replaceable rules 201G and 201H]

- 77.1 The Company in general meeting may by resolution and the directors may at any time appoint a person qualified to be a director, either to fill a casual vacancy or as an addition to the existing directors, but so that the total number of directors does not at any time exceed the number fixed in accordance with this constitution.
- 77.2 Any director appointed under rule 77.1 holds office only until the termination of the next annual general meeting of the Company and is then eligible for re-election at that annual general meeting but is not taken into account in determining the number of directors who must retire by rotation at that meeting.
- 77.3 If the position of secretary becomes vacant, the directors must appoint a member to the position within 14 days after the vacancy arises.

78 Insufficient directors

[compare replaceable rule 201H]

- 78.1 In the event of a vacancy or vacancies in the office of a director, the remaining directors may act, but if the number of remaining directors is not sufficient to constitute a quorum at a meeting of directors, they may act only for the purpose of increasing the number of directors to a number sufficient to constitute a quorum or convening a general meeting of the Company.

Powers of directors

79 General duties

- 79.1 As soon as practicable after being elected or appointed as a director of the Company, each director must become familiar with this constitution and their obligations and duties under the Act.
- 79.2 The directors are collectively responsible for ensuring the Company complies with the Act and that individual directors comply with this constitution.
- 79.3 Directors must exercise their powers and discharge their duties:
- (1) with reasonable care and diligence;
 - (2) in good faith and in the best interests of the Company; and
 - (3) for a proper purpose.
- 79.4 Directors and former directors must not make improper use of their position or information acquired by virtue of their position so as to gain advantage for themselves or any other person or to cause detriment to the Company.

80 Validation of acts of directors and secretaries

[compare sections 201M and 204E]

- 80.1 An act done by a director or secretary of the Company is effective even if their appointment, or the continuance of their appointment, is invalid because the Company, the director or secretary did not comply with this constitution or any provision of the Act.
- 80.2 Rule 80.1 does not deal with the question whether an effective act by a director or secretary:
- (1) binds the Company in its dealings with other people; or
 - (2) makes the Company liable to another person.
- 80.3 Where a person whose office as director of the Company is vacated under a provision of the Act purports to do an act as a director of the Company, that act is as valid, in relation to a person dealing with the Company in good faith and for value and without actual knowledge of the matter because of which the office was vacated, as if the office had not been vacated.

81 General business management

[compare replaceable rule 198A]

- 81.1 The business of the Company is to be managed by or under the direction of the directors.
- 81.2 The directors may exercise all the powers of the Company except any powers that the Act or this constitution requires the Company to exercise in general meeting.
- 81.3 The directors may:
 - (1) appoint and remove the CEO; and
 - (2) establish committees as may be appropriate, and adopt terms of reference for such committees as it considers appropriate.
- 81.4 A rule made or resolution passed by the Company in general meeting does not invalidate any prior act of the directors which would have been valid if that rule or resolution had not been made or passed.

82 Appointment of victim survivor advisor

- 82.1 The directors may delegate power to the CEO to engage or appoint a victim survivor advisor on behalf of the Company.
- 82.2 Unless the directors determine otherwise in their absolute discretion, the victim survivor advisor will be engaged or appointed on any such terms as are deemed appropriate by the CEO, including as to remuneration.

83 Borrowing powers

- 83.1 Without limiting the generality of rule 81, but subject to rule 6, the directors may exercise all the powers of the Company to borrow money, to charge any property or business of the Company and to issue debentures or give any other security for a debt, liability or obligation of the Company or of any other person.

84 Appointment of attorney

- 84.1 The directors may appoint any person or persons to be the attorney or attorneys of the Company for the purposes, with the powers and discretions (being powers and discretions vested in or exercisable by the directors), for the period and subject to the conditions they see fit.
- 84.2 A power of attorney may contain provisions for the protection and convenience of persons dealing with the attorney that the directors see fit and may also authorise the attorney to delegate all or any of the powers and discretions vested in the attorney.

85 Negotiable instruments

[compare replaceable rule 198B]

- 85.1 Any 2 directors may sign, draw, accept, endorse or otherwise execute a negotiable instrument.

- 85.2 The directors may determine that a negotiable instrument, including a class of negotiable instrument, may be signed, drawn, accepted, endorsed or otherwise executed in a different way.

Removal and resignation of directors

86 Removal of directors

[compare section 203D]

- 86.1 The Company may by resolution remove a director from office.

87 Resignation of director

[replaceable rule 203A]

- 87.1 A director may resign as a director of the Company by giving a written notice of resignation to the Company at its registered office.

88 Vacation of office of director

[compare section 206B]

- 88.1 In addition to any other circumstances in which the office of a director becomes vacant under the Act, the office of a director is terminated if the director:
- (1) becomes bankrupt or suspends payment or compounds with their creditors;
 - (2) 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;
 - (3) is not present at 3 consecutive meetings of directors without consent of the board (including under rule 106) and the directors declare their seat to be vacant;
 - (4) ceases to be qualified as a director under rule 70;
 - (5) becomes disqualified from being a director under the Act or any order made under the Act;
 - (6) is removed from office in accordance with rule 86; or
 - (7) resigns from office in accordance with rule 87.

Directors' interests

89 Prohibition on being present or voting

[compare section 195]

- 89.1 Except where permitted by the Act, a director who has a material personal interest in a matter that is being considered at a meeting of directors:
- (1) must not be counted in a quorum;
 - (2) must not vote on the matter; and
 - (3) must not be present while the matter is being considered at the meeting.

- 89.2 If a director who has a material personal interest in a matter that is being considered at a meeting of the directors is not prohibited by the Act from being present at the meeting and voting, the director may be present, be counted in the quorum and may be heard but may not vote on the matter.
- 89.3 A director who is interested in any matter may, despite that interest, witness the fixing of the seal to any document evidencing or otherwise connected with that matter.

90 Director to disclose interests

[compare section 191]

- 90.1 A director who has a material personal interest in any matter being considered at a meeting must disclose the nature and extent of that interest to the directors.
- 90.2 A director who is in any way, whether directly or indirectly, interested in a contract or proposed contract with the Company must, as soon as practicable after the relevant facts have come to the director's knowledge, declare the nature of the interest at a meeting of the directors or by written notice to the secretary of the Company.
- 90.3 A director who holds any office or possesses any property by which, whether directly or indirectly, duties or interests might be created in conflict with their duties or interests as director must declare at a meeting of the directors of the Company or by written notice to the secretary of the Company the fact and the nature, character and extent of the conflict.
- 90.4 For the purposes of rules 90.1, 90.2 and 90.3, a director's interest or any conflict must be disregarded if it arises from or relates solely to:
- (1) a guarantee to be given by the director (or by persons including the director or by a body corporate of which the director is a member or officer) in respect of a loan to the Company;
 - (2) the position of the director as a director of a related body corporate; or
 - (3) because the director belongs to a class of persons whose benefit the Company is established.

91 Effect of interest in contract

[compare replaceable rule 194]

- 91.1 Subject to the Act, if a director has an interest in a contract or proposed contract with the Company (other than as a member), or a conflicting interest or duty in relation to any other matter being considered by the directors, and the director discloses the nature and extent of the interest or duty at a meeting of the directors or by written notice to the secretary of the Company:
- (1) the contract may be entered into; and
 - (2) if the disclosure is made before the contract is entered into:
 - (a) the director may retain benefits under the contract even though the director has an interest in the contract;
 - (b) the Company cannot avoid the contract merely because of the existence of the interest; and

(c) the director is not disqualified from the office of director.

91.2 For the purposes of rule 91.1, **contract** includes an arrangement, dealing or other transaction.

92 Standing notice of interest

[compare section 192]

92.1 A director who has an interest in a matter may give the other directors standing notice of the nature and extent of the interest in the matter. The notice may be given at any time and whether or not the matter relates to the affairs of the Company at the time the notice is given.

92.2 A notice under the above rule may be given:

- (1) at a directors' meeting (either orally or in writing); or
- (2) to the other directors individually in writing.

92.3 If the standing notice is given to the other directors individually in writing:

- (1) the notice is effective when it has been given to every director; and
- (2) the notice must be tabled at the next directors' meeting after it is given.

92.4 The director must ensure that the nature and extent of the interest is recorded in the minutes of the meeting at which the standing notice is given or tabled.

93 Other interests

93.1 Without limiting rule 90 or 91, a director may to the extent permitted by the Act:

- (1) hold any other office or place of profit under the Company (other than the office of auditor) in conjunction with the office of director; or
- (2) be interested in any operation, undertaking or business undertaken or assisted by the Company or in which the Company is or may be interested.

94 Extension of meaning of "Company"

94.1 For the purposes of rules 90, 91 and 92, **Company** includes any subsidiary of the Company and any other company in which the Company or any subsidiary of the Company is or becomes a shareholder or is otherwise interested.

95 Other directorships and shareholdings

95.1 A director of the Company may be or become a director, officer, employee or member of any company promoted by the Company or in which the Company may be interested as a vendor, shareholder or otherwise and is not accountable for any remuneration or benefits received as a director, officer, employee or member of the other company.

95.2 Subject to the Act:

- (1) the directors of the Company may exercise the voting power conferred by the shares or other interest held by the Company in another company in favour of a

resolution appointing themselves or any of them as directors or other officers of the other company;

- (2) any director of the Company may vote at a meeting of directors of the Company in favour of a resolution that the Company exercises its voting power conferred by the shares or other interest held by the Company in the other company to appoint that director as a director or other officer of the other company;
- (3) any director of the Company may be appointed as representative of the Company and may vote at a general meeting of the other company in favour of a resolution appointing that director as a director or other officer of the other company; and
- (4) a director of the Company who is also a director of the other company may vote as a director of the other company in whatever manner they see fit, including voting in favour of a resolution appointing the director to any other office in the other company and a resolution appointing any other directors of the Company as directors or other officers of the other company.

Directors' meetings

[compare sections 248A to 248G]

96 Circulating resolutions

[compare replaceable rule 248A]

- 96.1 The directors may pass a resolution without a directors' meeting being held if all the directors entitled to vote on the resolution (except a director absent from Australia who has not left an email address or other contact details acceptable to the directors at which they may be given notice) sign or otherwise agree to the resolution in the manner set out in clause 96.2 or clause 96.3.
- 96.2 Each director may sign:
- (1) a single document setting out the resolution and containing a statement that they agree to the resolution, or
 - (2) separate copies of that document, as long as the wording of the resolution is the same in each copy.
- 96.3 The Company may send a circulating resolution by email to the directors and the directors may agree to the resolution by sending a reply email to that effect, including the text of the resolution in their reply.
- 96.4 A circulating resolution is passed when the last director signs or otherwise agrees to the resolution in the manner set out in clause 96.2 or clause 96.3.

97 Meetings of directors

- 97.1 The directors may meet together for the despatch of business and adjourn and otherwise regulate their meetings as they see fit.
- 97.2 The directors must meet at least 4 times a year, at the dates, time and places determined by them.

98 Calling directors' meetings

[compare replaceable rule 248C]

- 98.1 A director may at any time, and a secretary must on the requisition of a director, call a meeting of the directors.

99 Notice of meeting

[compare replaceable rule 248C]

- 99.1 Notice of every directors' meeting must be given to each director no later than 7 days before the date of the meeting except that it is not necessary to give notice of a meeting of directors to any director who:

- (1) has been given special leave of absence; or
- (2) is absent from Australia and has not left an email address or other contact details acceptable to the directors at which they may be given notice.

- 99.2 Any notice of a meeting of directors may be given in writing or orally, and whether by telephone, electronic mail or any other means of communication.

- 99.3 Notice may be given of more than one director meeting at the same time.

- 99.4 The notice must state the date, time and place of the meeting.

- 99.5 If a special board meeting is convened, the notice must include the general nature of the business to be conducted.

100 Urgent meetings

- 100.1 In cases of urgency, a directors meeting can be held without notice being given in accordance with rule 99 provided that each director is given as much notice as practicable.

- 100.2 Any resolution passed at an urgent directors meeting must be passed by a majority of the directors entitled to vote on the resolution.

101 Waiver of notice

- 101.1 All resolutions of the directors passed at a meeting where a quorum is present but where notice of meeting has not been given to each director, or any act carried out under any of the resolutions, is as valid as if notice of meeting had been given to all directors if each director to whom notice was not given subsequently agrees to waive the notice.

102 Technology meeting of directors

[compare section 248D]

- 102.1 A directors' meeting may be held using telephone or, if consented to by all directors, other technology. The consent may be a standing one. A director may only withdraw the consent within a reasonable period before the meeting.

- 102.2 If a directors' meeting is held using any technology and all the directors take part in the meeting, they must be treated as having consented to the use of the technology for that meeting.

- 102.3 The following provisions apply to a technology meeting:
- (1) each of the directors taking part in the meeting must be able to hear and be heard by each of the other directors taking part in the meeting; and
 - (2) at the commencement of the meeting each director must announce their presence to all the other directors taking part in the meeting.
- 102.4 One of the directors present or another person nominated by them present at the technology meeting must take minutes of the meeting.
- 102.5 A director may not leave a technology meeting unless that director has previously notified the chair of the meeting.
- 102.6 A director is conclusively presumed to have been present and to have formed part of a quorum at all times during a technology meeting unless that director has previously obtained the express consent of the chair to leave the meeting.

103 Chairing directors' meetings

[compare replaceable rule 248E]

- 103.1 The chairperson or in the chairperson's absence, the deputy-chairperson is the chair of all meetings of the directors.
- 103.2 At a meeting of directors if:
- (1) no chairperson has been elected as provided by rule **Error! Reference source not found.** the chairperson is not present within 10 minutes after the time appointed for the holding of the meeting or is unwilling to act;
- the deputy-chairperson is the chair of the meeting, but if:
- (2) no deputy-chairperson has been elected as provided by rule 72.1; or
 - (3) the deputy-chairperson is not present within 10 minutes after the time appointed for the holding of the meeting or is unwilling to act;
- the directors present must elect a director present to chair the meeting.

104 Quorum

[compare replaceable rule 248F]

- 104.1 The quorum for a directors' meeting is a majority of the directors entitled to vote or a greater number determined by the directors. The quorum must be present at all times during the meeting.
- 104.2 If a quorum is not present within 30 minutes after the notified commencement time of the directors meeting:
- (1) in the case of a special meeting, the meeting lapses; or
 - (2) in any other case, the meeting must be adjourned to a date no later than 14 days after the adjourned meeting and notice of the time, date and place to which the meeting is adjourned must be given in accordance with rule 99.

105 Passing of directors' resolutions

[compare replaceable rule 248G]

- 105.1 A resolution of the directors must be passed by a majority of the votes cast by directors present and entitled to vote on the resolution.
- 105.2 Each director is entitled to 1 vote.
- 105.3 The chair has a casting vote if necessary in addition to any vote they have as a director. The chair has a discretion both as to whether or not to use the casting vote and as to the way in which it is used.

106 Directors leave of absence

- 106.1 The directors may grant a director a leave of absence from directors meetings for a period not exceeding 3 months.
- 106.2 The directors must not grant a leave of absence retrospectively unless they are satisfied that it was not feasible for the director to seek the leave in advance.

Remuneration of directors

107 No directors' remuneration

[compare section 150]

- 107.1 No director may receive any remuneration for their services in their capacity as a director of the Company.

108 Directors' expenses

- 108.1 Despite rules 6 and 107, the Company may permit payments to directors in the following circumstances:
 - (1) for the payment of out-of-pocket expenses incurred in carrying out the duties of a director where the payments do not exceed an amount previously approved by the directors;
 - (2) for any service rendered to the Company in a professional or technical capacity where the provision of that service has the prior approval of the directors and the amount payable is approved by a resolution of the directors and is on reasonable commercial terms; or
- 108.2 The directors must approve all payments the Company makes to its directors.

109 Financial benefit

[compare Chapter 2E - sections 207 and following]

- 109.1 The Company must not provide any financial benefit to a director or any related party of a director, other than in accordance with rule 108.1.
- 109.2 The Company must not make loans to directors, or provide guarantees or security for obligations undertaken by directors other than obligations which were undertaken by the director solely in promotion of the objects of the Company.

Secretary

110 Appointment of secretary

[compare section 204A]

- 110.1 The company must have at least one secretary, who may also be a director.
- 110.2 A secretary must be appointed by the directors (after giving the company their signed consent to act as secretary of the company) and may be removed by the directors.

111 Terms of office of secretary

[compare replaceable rule 204F]

- 111.1 The directors must decide the terms and conditions under which the secretary is appointed, including any remuneration.

112 Responsibilities of secretary

- 112.1 In addition to the secretaries responsibilities under the Act and this constitution, the secretary must:
 - (1) maintain the Register;
 - (2) keep custody of the common seal, if any, of the Company and the books, documents and records of the Company (excluding the financial records) in accordance with this constitution and the Act; and
 - (3) subject to the Act and this constitution, provide members with access to the Register, the minutes of general meetings and other books and documents.

Indemnity and insurance

113 Indemnity

[compare section 199A]

- 113.1 To the extent permitted by the Act, the Company indemnifies:
 - (1) every person who is or has been an officer of the Company; and
 - (2) where the board of directors considers it appropriate to do so, any person who is or has been an officer of a related body corporate of the Company,against all losses, liabilities, costs, charges and expenses incurred by that person in their capacity as an officer of the Company or of the related body corporate (as the case may be). This indemnity includes, without limitation:
 - (3) a liability for negligence; and
 - (4) a liability for reasonable legal costs on a solicitor client basis including in respect of civil or criminal proceedings except to the extent prohibited by section 199A(3) of the Act.
- 113.2 The indemnity does not extend to and is not an indemnity against any amount in respect of which the indemnity would otherwise be illegal, void or unenforceable or

not permitted by law and does not operate in respect of any liability of the officer to the extent that liability is covered by insurance.

113.3 In accordance with section 199A of the Act, the Company must not indemnify a person against:

- (1) any of the following liabilities incurred as an officer of the Company:
 - (a) a liability owed to the Company or a related body corporate;
 - (b) a liability for a pecuniary penalty order under section 1317G of the Act or a compensation order under section 961M, 1317H, 1317HA, 1317HB or 1317HC of the Act; or
 - (c) a liability that is owed to someone other than the Company or a related body corporate and did not arise out of conduct in good faith; or
- (2) legal costs incurred in defending an action for a liability incurred as an officer of the Company if the costs are incurred:
 - (a) in defending or resisting proceedings in which the person is found to have a liability for which they could not be indemnified under rule 113.3(1);
 - (b) in defending or resisting criminal proceedings in which the person is found guilty;
 - (c) in defending or resisting proceedings brought by the Australian Securities and Investments Commission or a liquidator for a court order if the grounds for making the order are found by the Court to have been established; or
 - (d) in connection with proceedings for relief to the person under the Act in which the Court denies the relief.

Rule 113.3(2)(c) does not apply to costs incurred in responding to actions taken by the Australian Securities and Investments Commission or a liquidator as part of an investigation before commencing proceedings for a court order.

(3) For the purposes of rule 113.3(2) the outcome of proceedings is the outcome of the proceedings and any appeal in relation to the proceedings.

113.4 An officer must:

- (1) give notice to the Company promptly on becoming aware of any Claim against the officer that may give rise to a right to be indemnified by the Company;
- (2) take such action as the Company reasonably requests to avoid, dispute, resist, appeal against, compromise or defend any Claim or any adjudication of a Claim;
- (3) not make any admission of liability in respect of or settle any Claim without the prior written consent of the Company;
- (4) allow the Company or its insurers to assume the conduct, negotiation or defence of any Claim and, on request by the Company, render all reasonable assistance and co-operation to the Company or its insurers in the conduct of any Claim, including giving the Company or its insurers any document, authority or direction that the Company or its insurers may reasonably require for the prosecution or advancement of any counterclaim or cross-claim;

- (5) on request by the Company or its insurers, do everything necessary or desirable which the Company reasonably requests to enable the Company or its insurers (so far as it is possible) to be subrogated to and enjoy the benefits of the officer's rights in relation to any counterclaim or cross-claim or any claims against any third party and render such assistance as may be reasonably requested by the Company or its insurers for that purpose; and
- (6) notify any Claim to an insurer or any other person who may be liable to indemnify the officer in respect of that Claim and promptly take all reasonable steps to enforce all the officer's rights against the insurer or other person.

113.5 In rule 113.4 **Claim** means:

- (1) any writ, summons, cross-claim, counterclaim, application or other originating legal or arbitral process against an officer as an officer of the Company;
- (2) any hearing, complaint, inquiry, investigation, proceeding or application commenced or originating against an officer as an officer of the Company; or
- (3) any written or oral demand or threat that might result in the officer reasonably believing that any such process, hearing, complaint, inquiry, investigation, proceeding or application referred to in rule 113.5(1) or 113.5(2) may be initiated.

113.6 If an officer of the Company becomes personally liable for the payment of any sum primarily due from the Company, and the officer may be indemnified under rule 113.1, the directors may, despite the interest (if any) of the directors or any of them, execute or cause to be executed a mortgage, charge or security over or affecting the whole or any part of the assets or undertaking of the Company by way of indemnity to secure the officer so becoming liable from any loss in respect of that liability.

114 Insurance

[compare section 212]

- 114.1 The Company may pay or agree to pay a premium in respect of a contract insuring a person who is or has been an officer of the Company or a related body corporate of the Company against any liability incurred by the person as an officer of the Company or a related body corporate except a liability (other than one for legal costs) arising out of:
- (1) conduct involving a wilful breach of duty in relation to the Company; or
 - (2) a contravention of section 182 or 183 of the Act.

115 Director voting on contract of indemnity or insurance

[compare section 191(2)(vi)]

- 115.1 Subject to the Act, without limiting a person's rights under clause 113, the Company may enter into an agreement with a person who is or has been an officer of the Company or any of the Company's subsidiaries, to give effect to the rights of the person under clause 113 on any terms and conditions that the Board thinks fit.
- 115.2 Despite anything in this constitution, a director is not precluded from voting in respect of any contract or proposed contract of indemnity or insurance, merely because the contract indemnifies or insures or would indemnify or insure the director against a liability incurred by the director as an officer of the Company or of a related body corporate.

116 Liability

- 116.1 An officer of the Company is not liable for the act, neglect or default of any other officer or for joining in any act or for any other loss, expense or damage which arises in the execution of the duties of their office unless it arises through their own negligence, default, breach of duty or breach of trust.

117 Meaning of “officer”

- 117.1 For the purposes of rules 113, 114, 115 and 116, **officer** means a director or secretary or a member of a local committee, board or branch appointed under this constitution.

Winding up

118 Winding up

- 118.1 Subject to rule 118.2, if the Company is wound up or dissolved, the amount that remains after such winding up or dissolution and the satisfaction of all debts and liabilities will be transferred to any one or more organisations with similar objects and purposes that are charitable at law which is not carried on for the profit or gain of its members, as determined by special resolution by the members of the Company.
- 118.2 If the Company is endorsed as a deductible gift recipient by the Commissioner of Taxation under Division 30 of the *Income Tax Assessment Act 1997* and such endorsement is revoked or the Company is wound up or dissolved, the Company must transfer to any one or more organisations which are endorsed as a deductible gift recipient and charitable at law, as determined by special resolution by the members of the Company, any surplus representing:
- (1) gifts of money or property made for the principal purpose of the Company;
 - (2) contributions made in relation to an eligible fundraising event held for the principal purpose of the Company; and
 - (3) money received by the Company because of such gifts and contributions.
- 118.3 If the members do not make the necessary determination under rules 118.1 and 118.2, the Company may apply to the Supreme Court to determine the organisation or organisations to whom the transfers are to be made.
- 118.4 The surplus assets of the Company must not be distributed to any members or former members of the Company unless the member is a not-for-profit entity with purposes that are similar to or inclusive of the objects of the Company that is charitable at law and is endorsed as a deductible gift recipient by the Commissioner of Taxation under Division 30 of the *Income Tax Assessment Act 1997*.

Minutes

119 Minutes to be kept

[compare section 251A]

- 119.1 The directors must keep minute books in which they record within 1 month:
- (1) proceedings and resolutions of meetings of the Company's members;
 - (2) proxy forms given to the chair of the meeting under rule 54;
 - (3) the financial statements submitted to the members;
 - (4) the certificate signed by 2 directors certifying that the financial statements give true and fair view of the financial position and performance of the Company;
 - (5) any audited accounts and auditor's report or report of a review accompanying the financial statements that are required under the Act;
 - (6) proceedings and resolutions of directors' meetings (including meetings of a committee of directors);
 - (7) resolutions passed by members without a meeting; and
 - (8) resolutions passed by directors without a meeting.
- 119.2 The directors must ensure that directors minutes record the following information:
- (1) the names of the directors who attend the meeting;
 - (2) the business considered at the meeting;
 - (3) any resolution on which a vote is taken and the result of the vote; and
 - (4) any material personal interest disclosed under rule 92.
- 119.3 The directors must ensure that minutes of a meeting are signed within a reasonable time after the meeting by 1 of the following:
- (1) the chair of the meeting; or
 - (2) the chair of the next meeting.
- 119.4 The directors must ensure that minutes of the passing of a resolution without a meeting are signed by a director within a reasonable time after the resolution is passed.
- 119.5 Without limiting rule 119.1, the directors must record in the minute books:
- (1) all appointments of officers;
 - (2) the names of the directors present at all meetings of directors and the Company;
 - (3) in the case of a technology meeting, the method by which the meeting was held;
 - (4) all orders resolutions and proceedings of general meetings and of meetings of the directors and of committees formed by the directors;

- (5) proxy votes exercisable and exercised in respect of each resolution at a meeting;
and
- (6) all other matters required by the Act to be recorded in the minute books, including each notice and standing notice given by a director of a material personal interest in a matter that relates to the affairs of the Company.

Inspection of records

120 Rights of inspection

[compare replaceable rule 247D and sections 173, 198F, 247A and 251B]

- 120.1 A member of the Company who is entitled to vote, may on request and free of charge, inspect the Company's:
 - (1) register;
 - (2) minutes of general meetings;
 - (3) circular resolutions of members; and
 - (4) notices of each general meeting.
- 120.2 The Company **may** authorise a member to inspect records of the Company other than those set out in rule 120.1.
- 120.3 The directors may refuse to permit a member to inspect records of the Company that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Company or breach any applicable law including any laws relating to privacy.
- 120.4 The directors must on request make copies of this constitution available to members and applicants for membership free of charge.
- 120.5 Directors have the rights of inspection and access provided by section 198F of the Act.
- 120.6 For the purposes of rule 120.1 relevant documents means the records and other documents, however compiled, recorded or stored, that relate to the incorporation and management of the Company and includes the following:
 - (1) its membership records;
 - (2) its financial statements;
 - (3) its financial records; and
 - (4) records and documents relating to transactions, dealings, business or property of the Company.

121 Confidential information

- 121.1 Except as provided by the Act, no member (not being a director) is entitled to require or receive any information concerning the business, trading or customers of the Company or any trade secret, secret process or other confidential information of or used by the Company.

Accounts, audit and records

122 Accounts

[compare sections 286-291, 296 and 297]

- 122.1 The directors must cause proper accounting and other records to be kept in accordance with the Act.
- 122.2 The directors must distribute copies of every financial statement (including every document required by law to be attached to it) as required by the Act.

123 Audit

[compare sections 301, 327D and 328A-331]

- 123.1 Subject to the Act, a registered company auditor must be appointed.
- 123.2 The remuneration of the auditor must be fixed and the auditor's duties regulated in accordance with the Act.

Financial Matters

124 Source of funds

- 124.1 The funds of the Company may be derived from joining fees, annual subscriptions, donations, fund-raising activities, grants, interest and any other sources approved by the directors.

125 Management of funds

- 125.1 The Company must open an account with a financial institution from which all expenditure of the Company is made and into which all of the Company's revenue is deposited, subject to rule 125.2.
- 125.2 The Company must maintain for its principal purposes a fund 'Gift Fund':
 - (1) to which gifts of money or property for those purposes are to be made; and
 - (2) to which any money received by the Company because of such gifts is to be credited; and
 - (3) that does not receive any other money or property.
- 125.3 The Company must use the following only for its principal purposes:
 - (1) gifts made to the Gift Fund; and
 - (2) any money received because of such gifts.
- 125.4 The directors may authorise the chairperson, , Chair of the Finance and Risk sub committee, chief executive officer or any other person authorised in accordance with the Company's delegation of authority policy to expend funds on behalf of the Company (including by electronic funds transfer) up to a specified limit without requiring approval from the directors for each item on which the funds are expended.

126 Financial records

- 126.1 The Company must keep financial records that:
- (1) correctly record and explain its transactions, financial position and performance; and
 - (2) enable financial statements to be prepared as required by the Act.
- 126.2 The Company must retain the financial records for 7 years after the transactions covered by the records are completed.
- 126.3 The Chair of the Finance and Risk sub committee must keep in their custody, or under their control:
- (1) the financial records for the current financial year; and
 - (2) any other financial records as authorised by the directors.

127 Financial statements

- 127.1 For each financial year, the directors must ensure that the requirements under the Act relating to the financial statements of the Company are met.

Execution of documents

128 Common seal

- 128.1 The Company may, but need not, have a common seal.

129 Use of common seal

[compare sections 127(2) and 129(6)]

- 129.1 If the Company has a common seal the directors must provide for its safe custody.
- 129.2 The common seal may not be fixed to any document except by the authority of a resolution of the directors or of a committee of the directors duly authorised by the directors.
- 129.3 The Company executes a document with its common seal if the fixing of the seal is witnessed by:
- (1) 2 directors of the Company;
 - (2) a director and a company secretary of the Company; or
 - (3) a director and any other person authorised by the directors for that purpose.

130 Execution of documents without common seal

[compare sections 127(1) and 129(5)]

- 130.1 The Company may execute a document without using a common seal if the document is signed by:

- (1) 2 directors of the Company; or
- (2) a director and a company secretary of the Company.

131 Execution of document as a deed

[compare section 127(3)]

- 131.1 The Company may execute a document as a deed if the document is expressed to be executed as a deed and is executed in accordance with rule 129 or rule 130.

132 Execution – general

[compare sections 129(5), 129(6) and 127(4)]

- 132.1 The same person may not sign in the dual capacities of director and secretary.
- 132.2 A director may sign any document as director, with or without the common seal, although the document relates to a contract, arrangement, dealing or other transaction in which they are interested and their signature complies with the requirements of this constitution as to execution despite their interest.
- 132.3 Rules 129 and 130 do not limit the ways in which the directors may authorise documents (including deeds) to be executed on behalf of the Company.

Notices

133 Notices other than notices of meeting

- 133.1 Any notice by the Company to a member may be given in the same way as a notice of meeting may be given under rule 38, and the time the notice is taken to be given is the same as provided in the case of a notice of meeting by rule 39.

Inadvertent omissions

134 Formalities omitted

[compare section 1322]

- 134.1 If some formality required by this constitution is inadvertently omitted or is not carried out the omission does not invalidate anything, including any resolution, which but for the omission would have been valid unless it is proved to the satisfaction of the directors that the omission has directly prejudiced any member financially. The decision of the directors is final and binding on all members.

Alterations

135 Alterations

- 135.1 If the Company is endorsed as an income tax exempt fund, a tax concession charity or a deductible gift recipient by the Australian Taxation Office, before making any alterations to this constitution (in particular rules 3, 5, 6, 107, 108, 109 or 118) the directors must consider:

- (1) whether those alterations may effect the entitlement of the Company to that endorsement; and
 - (2) whether, as a term of the endorsement, the Company is required to notify the Australian Taxation Office or any other government authority of the alterations to this constitution.
- 135.2 This constitution may only be altered by special resolution of a general meeting of the Company.