

Constitution

YWCA Canberra

ABN 48 008 389 151

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Constitution of YWCA Canberra

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Preliminary

1 Defined terms & interpretation

1.1 In this Constitution unless the contrary intention appears:

ACNC Law means the *Australian Charities and Not-for-Profit Commission Act 2012* (Cth), as modified and amended from time to time, and includes any regulations made under and any exemption or modification to the ACNC Law applicable to the Organisation.

Annual Fee means the annual fee payable by Members and determined by the Board from time to time.

Associate Member means any person of any age admitted to membership of the Organisation under clause 6.5.

Auditor means the Organisation's auditor.

Ballot means a postal or electronic ballot conducted in accordance with clause 22.

Board means the Board of Directors, acting collectively under this Constitution.

Business Day means a day except a Saturday, Sunday or public holiday in the Australian Capital Territory.

Casual Vacancy means a vacant Director's position in accordance with clause 34.

Chair means the person fulfilling the position of the Chair of the Organisation pursuant to clause 18.1 or any person appointed to chair a meeting of the Organisation or a meeting of the Directors pursuant to this Constitution.

Chief Executive Officer means the person appointed as chief executive officer of the Organisation by the Directors pursuant to clause 39.2(a).

Committee means a committee established by the Directors pursuant to clause 41.

Company Secretary means a person appointed by the Directors pursuant to clause 37, to perform any of the duties of a secretary of the Organisation and if there are joint secretaries, any one or more of such joint secretaries.

Constitution means this constitution of the Organisation as amended from time to time.

Corporations Act means the *Corporations Act 2001* (Cth) as modified and amended from time to time and includes any regulations made under and any exemptions or modifications to the Corporations Act applying to the Organisation.

Declared Mentally Unfit means the Board has served a notice to the concerned party asking them to produce a medical certificate saying they are mentally fit for duty, and the party has not provided said medical certificate within 7 Business Days, or such other period of time determined reasonable by the Board.

Director means any person occupying the position of director of the Organisation.

Directors means all or some of the Directors acting as a Board in accordance with clause 43.

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

Fees means any money owed by a Member to the Organisation as set out in this Constitution or the Policies, and includes the Annual Fee and any entrance fee.

Honorary Life Member means a Woman nominated by the Board and appointed by the Members to membership of the Organisation under clause 6.4.

Legal Costs of a person means legal costs calculated on a solicitor-and-client basis incurred by that person in defending or resisting any proceedings (whether criminal, civil, administrative or judicial), appearing before or responding to actions taken by any court, tribunal, government authority or agency, other body or commission, a liquidator, an administrator, a trustee in bankruptcy or other authorised official, where that proceeding, appearance or response relates to a Liability of that person.

Liability of a person means any liability including negligence (except a liability for legal costs) incurred by that person in or arising out of the discharge of duties as an officer of the Organisation or in or arising out of the conduct of the business of the Organisation, including as result of appointment or nomination by the Organisation or a subsidiary as a trustee or as a director, officer or employee of another body corporate.

Member means a member of the Organisation under clause 6 whose name is entered in the Register as a member of the Organisation.

Nominations Committee means the nominations committee established in accordance with clause 41, from time to time.

Objects means the objects of the Organisation set out in clause 4.

Office means the Organisation's registered office.

Office-Bearer means the President, two Vice-Presidents and the Treasurer.

Ordinary Member means a Woman aged 16 years or above admitted to membership of the Organisation under clause 6.3.

Organisation means YWCA Canberra ABN 48 008 389 151, a public company limited by guarantee and a Registered Charity.

President means the President of the Board elected by the Members under clause 31.

Policy means a policy implemented pursuant to clause 40.

Register means the register of Members.

Registered Address means the last known address of a Member as noted in the Register.

Registered Charity means a charity that is registered under the ACNC Law.

Relevant Officer means

- (a) a Director;
- (b) a Company Secretary; or
- (c) a person:
 - (i) who makes, or participates in making, decisions that affect the whole or a substantial part, of the business of the Organisation; or
 - (ii) who has the capacity to affect significantly the Organisation's financial standing; or
 - (iii) in accordance with whose instructions or wishes the Directors of the Organisation are accustomed to act (excluding advice given by the person in the proper performance of functions attaching to the person's professional capacity or their business relationship with the Directors or the Organisation).

Treasurer means the Member elected as Treasurer under clause 31.

Vice-President means either of the two Members elected as Vice-Presidents under clause 31 or both.

Woman means a female person, or a person who identifies as a female;

World YWCA means the World Young Women's Christian Association.

Young Woman means a Woman who is not more than 30 years old.

YWCA Australia means Young Women's Christian Association of Australia (ACN 111 663 873).

1.2 In this Constitution, unless the contrary intention appears:

- (a) the singular includes the plural and vice versa and words importing a gender include other genders unless the context requires otherwise;
- (b) a reference to a woman or female, includes people identifying as a woman or female;
- (c) if a word or phrase is given a defined meaning, any other part of speech or grammatical form of that word or phrase has a corresponding meaning;
- (d) the word "includes" in any form is not a word of limitation;
- (e) words importing natural persons include corporations;
- (f) words and expressions defined in the Corporations Act or ACNC Law have the same meaning in this Constitution;
- (g) a reference to something being "written" or "in writing" includes that thing being represented or reproduced in any mode in a visible form;
- (h) a notice or document required by this Constitution to be signed may be authenticated by any other manner permitted by the Corporations Act, ACNC Law or any other law and may be satisfied in relation to any electronic communication of the document in any manner permitted by law relating to electronic transmissions or in any other manner approved by the Directors;
- (i) headings are for ease of reference only and do not affect the construction of this Constitution; and
- (j) a reference to a statute includes its delegated legislation and a reference to a statute or delegated legislation or a provision of either includes consolidations, amendments, re-enactments and replacements.

Application of Corporations Act

2 Application of Corporations Act

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

2.2 In the Constitution:

- (a) In the event that any of the provisions of this Constitution are in breach of any of the provisions of the ACNC Law or the Corporations Act, then the provisions will be read down to the extent that they will comply with the ACNC Law and Corporations Act and provision that is in breach of those acts will be deemed to be struck out and will not form part of this Constitution;
- (b) In the event that the ACNC Law or the Corporations Act permit an act to be done, a decision to be made or a meeting to be held in a way that is more convenient for the Organisation or the Board or is more favourable to the Members or the Board than as required or permitted by this Constitution then the Board may, but will not be obliged to, make the decision, take the action, give the notice or hold the meeting or do the particular thing as permitted and in the time and in the

manner permitted by those Acts as applicable.

Vision & Objects

3 Vision

YWCA Canberra is committed to strengthening communities by carrying out its Objects to support girls and women, through services and advocacy and enriched through affiliation with YWCA Australia and the World YWCA.

4 Objects

4.1 The Objects for which the Organisation is established are, to:

- (a) provide benevolent relief to people experiencing poverty, homelessness, violence or disadvantage, in particular women and children,
- (b) provide services for the development, safety and empowerment of girls and women, including through housing, childcare, counselling, education, training, mentoring, development, support and assistance predominantly in the Australian Capital Territory as well as across other parts of Australia;
- (c) advocate for and provide emergency, social, affordable and community housing and associated support services for the relief of homelessness or to those experiencing a housing crisis;
- (d) promote gender equality and inclusion through the social, economic, intellectual and physical empowerment of girls and women;
- (e) engage with diverse and at-risk people and communities through partnerships, community engagement and advocacy to achieve social, cultural, economic and political participation;
- (f) advance the leadership, wellbeing, participation and empowerment of girls and women;
- (g) conduct, disseminate and promote research and advocacy for the benefit or safety of girls and women;
- (h) advocate for positive change within government policy, based on research and evidence;
- (i) be affiliated with and an active, engaged participant and supporter of the work of YWCA Australia and World YWCA to harness and develop the leadership and collective power of girls and women throughout Australia to achieve justice, peace, health, human rights, freedom, reconciliation and environmental sustainability for all people; and
- (j) do any other activities incidental to the attainment of the Objects or otherwise identified by the Board from time to time as being necessary or desirable to facilitate or advance the Objects.

4.2 Subject to the ACNC Law and Corporations Act, the Organisation has power to do all things necessary or convenient to be done for, or in connection with, the performance of the Objects.

Income and Property of Organisation

5 Income and property of Organisation

- 5.1 The income and property of the Organisation will only be applied towards the promotion of the Objects.
- 5.2 No income or property will be paid or transferred directly or indirectly to any Member of the Organisation except for payments to a Member:
- (a) reasonable and proper remuneration for any services actually rendered or goods supplied to the Organisation in the ordinary and usual course of business of the Organisation;
 - (b) the payment or reimbursement of out-of-pocket expenses incurred by a Member on behalf of the Organisation where the amount payable does not exceed an amount previously approved by the Board;
 - (c) reasonable and proper rent or fees for premises leased or licensed by any Member to the Organisation;
 - (d) money to any Member, being a solicitor, accountant or other person engaged in any profession, for all usual professional or other charges for work done by that person or that person's firm or employer, where the provision of the service has the prior approval of the Board and the amount payable is approved by the Board and is not more than an amount which commercially would be reasonable payment for the service;
 - (e) interest at a rate not exceeding a rate approved by the Board on money borrowed by the Organisation from the Member; or
 - (f) an amount pursuant to clause 58.

Membership

6 Membership

6.1 Number of Members.

- (a) The number of Members is unlimited.

6.2 Categories of Members

- (a) The Organisation may have the following categories of Members:
 - (i) Ordinary Members who have the right to attend, speak and vote at general meetings of the Organisation;
 - (ii) Honorary Life Members who have the right to attend, speak and vote at general meetings of the Organisation;
 - (iii) Associate Members who have the right to attend and speak at general meetings of the Organisation but no right to vote; and
 - (iv) such other category of Member as may be created by the Board in accordance with this Constitution and the Policies with such rights attached as are determined by the Board and set out in the Membership Policy.
- (b) A Member agrees to comply with this Constitution and the Policies and is entitled to any benefits of membership prescribed to apply to Members in this Constitution and the Policies. All Members will be subject to, and submit unreservedly to, the jurisdiction, procedures, Constitution and Policies of the Organisation.

6.3 Ordinary Member

An Ordinary Member is a Member who:

- (a) is a Woman;
- (b) is 16 years or older;
- (c) agrees to uphold and act in accordance with the Objects; and
- (d) has complied with their obligations to pay all relevant Fees on or before the relevant date on which they have become due and payable (unless otherwise resolved by the Board).

6.4 Honorary Life Member

- (a) The Board may nominate any person as an Honorary Life Member if the Board believes that she has made a significant contribution to the women's membership movement and the work and actions of YWCA Canberra.
- (b) A Woman is an Honorary Life Member if, after being nominated by the Directors for such membership, that nominee:
 - (i) accepts such nomination;
 - (ii) agrees to be bound by this Constitution and any Policies;
 - (iii) agrees to support the Organisation in the encouragement and promotion of its Objects; and

upon receipt of that nominee's acceptance and agreement to subclauses 6.4(b)(i) to 6.4(b)(iii), the Board subsequently resolves to appoint that Woman as an Honorary Life Member.

- (c) The appointment of Honorary Life Members will be announced at the annual general meeting following their appointment.
- (d) A Member may provide suggestions to the Board from time to time as to Members to be appointed as an Honorary Life Member.
- (e) An Honorary Life Member shall have the same rights and obligations as an Ordinary Member, save that an Honorary Life Member will not be required to pay the Annual Fee.

6.5 Associate Member

An Associate member is a non-voting Member who:

- (a) is any person of any age; and
- (b) agrees to uphold and act in accordance with the Objects.

7 Applications

7.1 Any person is eligible to apply to become a Member.

7.2 Applications for membership as an Ordinary Member or an Associate Member must be:

- (a) in writing, signed by the applicant, in a form approved by the Board or as delegated in their absolute discretion; and
- (b) accompanied by:
 - (i) payment of the applicant's entrance fee and first Annual Fee; or
 - (ii) if a Member applies for membership of a different category, any increase in the Annual Fee for the new category of membership pro-rated over the

balance of the Annual Fee period.

- 7.3 A person will be admitted to membership of the Organisation only upon meeting the criteria applicable to the relevant category of membership as set out in this Constitution and the Policies and provided the person has submitted an application, which is accepted by the Directors, in which the Member agrees to:
- (a) be bound by this Constitution and the Policies (including any Policies specific to the relevant category of membership);
 - (b) pay the fees and subscriptions determined to apply to the Member; and
 - (c) support the Organisation in the encouragement and promotion of its Objects.
- 7.4 After the receipt of an application for membership, the application will be considered by the Organisation in accordance with this Constitution and the Policies.
- 7.5 The Board determines in its sole and absolute discretion:
- (a) whether an applicant meets the eligibility criteria in clause 6; and
 - (b) if an applicant that meets the eligibility criteria clause 6 whether that applicant may become a Member.
- 7.6 If an application to become a Member is accepted by the Board, the Organisation must give written notice of the acceptance to the applicant and enter the applicant's name in the Register.
- 7.7 If an application to become a Member is rejected by the Board, the Organisation must give written notice of the rejection to the applicant and refund in full the fee (if any) paid by the applicant. The Board is not required to give any reason for the rejection of any application to become a Member.
- 7.8 The Company Secretary will maintain the Register in accordance with the Corporations Act and ACNC Law, as appropriate.
- 7.9 The Board may delegate to the Chief Executive Officer, or any other person pursuant to clause 41.1, membership applications administration.
- 7.10 Failure by the Organisation to comply with any notice requirement in this clause 7.6 or 7.7 does not invalidate the decision regarding an application.

8 No transfers

- 8.1 Membership is personal to each Member. The rights of being a Member are not transferable whether by operation of law or otherwise and terminate on cessation of a Member's membership.

9 Annual Fee

- 9.1 Subject to clauses 9.2 and 9.3, the Directors may from time to time determine the entrance fee and Annual Fee payable by each Member or each category of membership.
- 9.2 There is no Annual Fee payable for an Honorary Life Member.
- 9.3 Directors may waive the entrance fee or Annual Fee payable by an applicant for membership or a category of membership in their absolute discretion.
- 9.4 The Annual Fee period will commence on 1 July of each year, and the Annual Fee will be due in advance within 30 days of this date or as otherwise determined by the Directors.

- 9.5 The Directors may determine that any Member admitted to membership between 1 January and 30 June will pay only one-half of the Annual Fee until the next Annual Fee falls due.

Ceasing to be a Member

10 Cessation

- 10.1 A person ceases to be a Member upon that Member's:
- (a) resignation pursuant to clause 11;
 - (b) death;
 - (c) expulsion as a Member according to this Constitution or the Policies;
 - (d) failure to renew their membership, at the expiry of their membership term;
 - (e) failure to pay the Annual Fee within 30 days of the due date subject to clauses 9.2 and 9.3, ; and
 - (f) without limiting the foregoing, no longer meeting the requirement for membership in accordance with clause 6 or failing to meet relevant criteria in any Policies.
- 10.2 No Member whose membership ceases for any reason has any claim against the Organisation or the Directors for damages or otherwise arising from cessation or termination of membership and forfeits all right in and claim upon the Organisation and the Directors for damages or otherwise.

11 Resignation of a Member

- 11.1 Subject to clause 11.2, a Member may at any time resign as a Member of the Organisation by giving the Organisation notice in writing. Unless the notice provides otherwise, a resignation by a Member takes effect immediately on the giving of that notice to the Organisation.
- 11.2 If there is only one Member and the Member gives proper notice of resignation, or on the same day all of the Members give proper notice of resignation, the notice or notices will be ineffective and the Member or Members cannot resign until either another person is appointed as a Member or the Organisation is wound up.
- 11.3 If a Member validly resigns, the Organisation must remove the Member's name from the Register.

12 Expulsion of a Member

- 12.1 Subject to clause 12.2, if:
- (a) a Member is in breach of a provision of this Constitution; or
 - (b) any act or omission of a Member is, in the opinion of the Board:
 - (i) unbecoming of a Member, or prejudicial to the interests or reputation of the Organisation; or
 - (ii) in breach of a Policy,
- the Organisation may expel the Member by a resolution of the Board and remove the Member's name from the Register.
- 12.2 The Organisation must not expel a Member pursuant to clause 12.1 unless:

- (a) at least 5 Business Days' notice has been given to the Member stating the date, time and place at which the question of expulsion of that Member is to be considered by the Board, and the nature of alleged event giving rise to the expulsion; and
- (b) the affected Member is given the opportunity of explaining to the Board, orally or in writing, why the Member should not be expelled.

13 Effect of cessation

- 13.1 A person who ceases to be a Member remains liable to pay, and must immediately pay, to the Organisation all amounts that at date of cessation were payable by the person to the Organisation as a Member.
- 13.2 The Organisation may by resolution of the Board waive any or all of its rights pursuant to clause 13.1.

General Meetings

14 Calling general meeting

- 14.1 The Directors may convene a general meeting when they think fit and must do so if required by the Corporations Act or ACNC Law.
- 14.2 A Member eligible to vote, may:
 - (a) only request the Directors to call a general meeting in accordance with section 249D of the Corporations Act; and
 - (b) not request or call and arrange to hold a general meeting except under section 249E or 249F of the Corporations Act.
- 14.3 The expenses of a general meeting called in accordance with clause 14.2, must be paid by those Members calling the meeting.
- 14.4 A general meeting must be held at a reasonable time, date and place.

15 Notice of general meeting

- 15.1 Subject to the provisions of the Corporations Act allowing general meetings to be held with shorter notice, at least 21 days written notice (exclusive of the day on which the notice is served or deemed to be served and of the day for which notice is given) must be given to persons referred to in clause 55.1 of any general meeting.
- 15.2 A notice calling a general meeting:
 - (a) must specify a place, date and time of the meeting and if the meeting is to be held in two or more places, the technology that will be used to facilitate this;
 - (b) must state the general nature of the business to be transacted at the meeting; and
 - (c) may specify a place and electronic address for the purposes of proxy appointment.
- 15.3 A notice of an annual general meeting must state the business to be transacted at the meeting. It must include:
 - (a) the consideration of the annual financial report, Directors' report and the Auditor's report;

- (b) the election of Directors, and if applicable the election of Office-Bearers; and
 - (c) the appointment and fixing of the remuneration of the Auditor.
- 15.4 The failure or accidental omission to send a notice of a general meeting (including a proxy appointment form) to any Member or the non-receipt of a notice (or form) by any Member does not invalidate the proceedings at or any resolution passed at the general meeting.

16 Cancellation or postponement of general meeting

- 16.1 The Directors may cancel or postpone, to a date, time and place they determine, any general meeting whenever they think fit (other than a meeting called as the result of a request under clause 14.2).
- 16.2 The Directors must give notice of the postponement or cancellation to all persons referred to in clause 55.1.
- 16.3 The non-receipt of a notice cancelling or postponing a general meeting, or the accidental omission to give a notice of that kind to, a person entitled to receive it, does not invalidate any resolution passed at a postponed meeting or the cancellation or postponement of the meeting.

Proceedings at General Meetings

17 Quorum

- 17.1 No business may be transacted at a general meeting unless a quorum of Members entitled to vote is present when the meeting proceeds to business.
- 17.2 A quorum of Members entitled to vote is 30 Members (excluding Associate Members) present in person or by proxy.
- 17.3 If a quorum is not present within 30 minutes after the time appointed for a general meeting:
- (a) if the general meeting was called on the requisition of Members, it is automatically dissolved; or
 - (b) in any other case:
 - (i) it will stand adjourned to another day, time and place determined by the Directors, and the adjournment will not be for more than 14 days unless a new notice of the resumed meeting is given in accordance with clause 15; and
 - (ii) if at the general meeting resumed after an adjournment a quorum is not present within 30 minutes after the time appointed for the resumed general meeting, the resumed meeting is automatically dissolved.

18 Chair

- 18.1 The President will be the Chair of each general meeting. A Vice President will be the deputy Chair to act as Chair in the President's absence (and in the case of co-Vice Presidents, as agreed between the co-Vice Presidents).
- 18.2 If:
- (a) there is no Chair or deputy Chair;
 - (b) neither the Chair nor deputy Chair is present within 15 minutes after the time

appointed for holding the general meeting; or

- (c) the Chair and deputy Chair are unwilling to act as Chair of the general meeting, the Directors present may (by majority vote) elect a Chair of the general meeting (excluding the Chief Executive Officer).

18.3 If no election is made under clause 18.2, then:

- (a) the Members entitled to vote may elect one of the Directors (excluding the Chief Executive Officer) present as Chair; or
- (b) if no Director is present or is willing to take the chair, the Members entitled to vote may elect one of the Members present, and entitled to vote, as Chair.

18.4 If there is a dispute at a general meeting about a question of procedure, the Chair may determine the question.

18.5 A decision by the Chair under clause 18.4 is final.

18.6 Without limiting the powers conferred by law on the Chair, the Chair of a general meeting:

- (a) has charge of the general conduct of the meeting and of the procedures to be adopted;
- (b) may require the adoption of any procedure which in her opinion is necessary or desirable for proper and orderly debate or discussion or the proper and orderly casting or recording of votes;
- (c) may, having regard where necessary to the Corporations Act and ACNC Law terminate discussion or debate on any matter whenever the Chair considers it necessary or desirable for the proper conduct of the meeting; and
- (d) may nominate a separate meeting place using any technology that:
 - (i) gives Members as a whole in those places a reasonable opportunity to participate in proceedings;
 - (ii) enables the Chair of the general meeting to be aware of proceedings in each place; and
 - (iii) enables the Members in each location to vote on a show of hands and on a poll; and
- (e) may delegate any power conferred by this clause 18.6 to any person.

18.7 If a person is in possession of any:

- (a) electronic recording device;
- (b) placard or banner; or
- (c) another article;

which the Chair reasonably considers to be dangerous, offensive or liable to cause disruption, the Chair may:

- (d) ask that person to leave; and
- (e) if the disruption continues, adjourn the general meeting.

19 Adjournment

19.1 The Chair of a general meeting at which a quorum is present:

- (a) in their discretion may adjourn the general meeting, or any business, motion, question, resolution, debate or discussion, with the meeting's consent; and
 - (b) must adjourn the general meeting, or any business, motion, question, resolution, debate or discussion, if the meeting directs them to do so.
- 19.2 An adjourned general meeting may take place at a different venue to the initial general meeting.
- 19.3 The only business that can be transacted at an adjourned general meeting is the unfinished business of the initial general meeting.
- 19.4 Notice of an adjourned general meeting must be given in accordance clause 15 if a general meeting has been adjourned for 14 days or more.

20 Voting at general meetings

- 20.1 A resolution (other than a special resolution) is carried if a simple majority of the votes cast on the resolution are in favour of the resolution. A special resolution is carried if at least 75% of the votes cast on the resolution are in favour of the resolution.
- 20.2 The Board may determine in its absolute discretion to make electronic voting available to Members for voting on any motions or resolutions.
- 20.3 A resolution put to the vote of a meeting is decided on a show of hands unless a poll is demanded in accordance with the Corporations Act and not withdrawn.
- 20.4 Unless a poll is demanded:
 - (a) a declaration by the Chair that a resolution has been carried, carried by a specified majority, or lost; and
 - (b) an entry to that effect in the minutes of the meeting,are conclusive evidence of the fact without proof of the number or proportion of the votes in favour of or against the resolution.
- 20.5 The demand for a poll may be withdrawn.
- 20.6 A decision of a general meeting may not be impeached or invalidated because a person voting at the general meeting was not entitled to do so.

21 Taking a poll

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

22 Postal or electronic ballots

- 22.1 The Board may determine to hold a postal or electronic Ballot to decide any issue or proposal in accordance with procedures or as set out in the Policies as determined by the Board from time to time.

23 Casting vote of Chair

- 23.1 Where an equal number of votes are cast in favour of or against a resolution, the Chair may exercise a second and a casting vote in addition to the Chair's deliberate vote as a Member.

Votes of Members

24 Entitlement to vote

- 24.1 A Member is not entitled to vote at a general meeting if the member's Annual Fee is more than 30 days in arrears at the date of the meeting.
- 24.2 A Member entitled to vote has one vote or such other voting rights granted pursuant to the Policies from time to time.

25 Objections

- 25.1 An objection to the qualification of a voter may only be raised at the general meeting or adjourned general meeting at which the voter tendered her vote.
- 25.2 An objection must be referred to the Chair, whose decision is final.
- 25.3 A vote which the Chair does not disallow because of an objection is valid for all purposes.

26 Votes by proxy

- 26.1 A Member, entitled to attend and vote at a general meeting of the Organisation, is entitled to appoint a person, who must be an Ordinary Member or an Honorary Life Member, as their proxy to attend the general meeting and vote in their place in accordance with the Corporations Act and ACNC Law.
- 26.2 If a Member appoints a proxy pursuant to clause 26.1, the proxy may not vote on a show of hands.
- 26.3 A proxy may demand or join in demanding a poll.
- 26.4 A proxy may vote on a poll.
- 26.5 A proxy may vote or abstain as she chooses except where the appointment of the proxy directs the way the proxy is to vote on a resolution. If a proxy votes at all, the proxy will be deemed to have voted all directed proxies in the manner directed.
- 26.6 A person must not act as a proxy for more than 10 Members.

27 Document appointing proxy

- 27.1 An appointment of a proxy is valid if it is in the form determined by the Directors from time to time, signed by the Member making the appointment and contains the information required by subsection 250A (1) of the Corporations Act. The Directors may determine that an appointment of proxy is valid even if it only contains some of the information required by section 250A (1) of the Corporations Act.
- 27.2 For the purposes of clause 27.1, an appointment of a proxy received at an electronic address will be taken to be signed by the Member if the appointment of a proxy has been verified in a manner approved by the Directors.
- 27.3 A proxy's appointment is valid at an adjourned or postponed general meeting, unless

the terms of the appointment specify to the contrary.

- 27.4 A proxy may be appointed for all general meetings or for any number of general meetings or for 'a particular purpose'.
- 27.5 Unless otherwise provided for in the proxy's appointment, the appointment of the proxy will be taken to confer authority:
- (a) to vote on:
 - (i) any amendment moved to the proposed resolutions and on any motion that the proposed resolution not be put or any similar motion; and
 - (ii) any procedural motion, including any motion to elect the Chair, to vacate the Chair or to adjourn or postpone the general meeting,even though the appointment may specify the way the proxy is to vote on a particular resolution; and
 - (b) to vote on any motion before the general meeting if the motion is referred to in the appointment.
- 27.6 Subject to clause 26.6, if a proxy appointment is signed by the Member but does not name the proxy in whose favour it is given, the Chair may either cast as proxy or complete the appointment by inserting the name or names of one or more Directors.

28 Lodgement of proxy

- 28.1 The written appointment of a proxy must be received by the Organisation (unless otherwise specified in the notice of meeting to which the proxy relates) at least 48 hours prior to:
- (a) the time for holding the general meeting or adjourned general meeting or adjourned business meeting at which the appointee proposes to vote; or
 - (b) the taking of a poll on which the appointee proposes to vote.
- 28.2 The Organisation receives an appointment of a proxy or other authority under which it was executed when they are received at:
- (a) the Office;
 - (b) an electronic address specified for that purpose in the notice of meeting.

29 Validity

- 29.1 A vote cast in accordance with an appointment of proxy is valid even if before the vote was cast the appointer:
- (a) died;
 - (b) became mentally incapacitated; or
 - (c) revoked the proxy;

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

- 29.2 An appointment of a proxy of a Member is revoked if the Organisation receives a further appointment of a proxy form from that Member which would result in there being more than one proxy of that Member entitled to act at the meeting. The appointment of proxy made first in time is the first to be treated as revoked.

Appointment and Removal of Directors & Office Holders

30 Number of Directors

- 30.1 The Organisation will have a minimum of 6 Directors and up to 12 Directors.
- 30.2 The Directors are to consist of:
- (a) the Office-Bearers;
 - (b) a minimum of 2 ordinary Directors; and
 - (c) the Chief Executive Officer.
- 30.3 The Directors may act even if there are vacancies on the Board.
- 30.4 If the number of Directors is not sufficient to constitute a quorum at a Directors' meeting, the Directors may act only to:
- (a) appoint a Director; or
 - (b) call a general meeting.

31 Election of Directors

- 31.1 Subject to the provisions of this Constitution, the Organisation may elect a person as a Director (other than the Chief Executive Officer) by resolution passed in a general meeting by Members (other than Associate Members) voting in person or by proxy and their election will take effect from the conclusion of the meeting.
- 31.2 The elections will be conducted using a first past the post voting system. For the avoidance of doubt, this means that a director may be elected by a relative majority.
- 31.3 The number of Directors (excluding the Chief Executive Officer) to be elected at an annual general meeting is to be determined in accordance with clause 35.
- 31.4 Notwithstanding any other provision of this Constitution or restriction on terms, the Chief Executive Officer will be a Director for the period of their appointment as Chief Executive Officer.
- 31.5 Only financial Ordinary Members and Honorary Life Members, aged 18 years or over, and who are not an employee of the Organisation, are eligible to be nominated for election or be elected or appointed as Directors, and the nomination or election as the case may be is not valid unless the nominee consents to act. The Board may determine such other eligibility criteria for Directors from time to time in the form of a Policy.
- 31.6 The Board will appoint one of the Directors as a returning officer who will be responsible for the conduct of the election.
- 31.7 There shall be a separate election for each of the following positions:
- (a) President;
 - (b) at least one Vice-President;
 - (c) Treasurer; and
 - (d) Directors (excluding the Chief Executive Officer); in the following order:
 - (e) all Directors to be elected; and

- (f) from their number:
 - (i) President;
 - (ii) up to two Vice-Presidents; and
 - (iii) Treasurer.

31.8 The election of Directors will be conducted in accordance with the following procedure:

- (a) if at the close of nominations and following a recommendation by the Nominations Committee to the Directors for an election to fill one or more Director positions the number of nominees is equal to or less than the number of positions to be filled, then no election is to take place and those eligible nominees will be taken to be elected to fill one or more of the Director positions; and
- (b) if at the close of nominations and following a recommendation by the Nominations Committee to the Board for an election to fill one or more Director positions there are more nominees than the number of positions to be filled, a Ballot will be conducted, in the manner determined by the Board, and the nominee(s) who receives the highest number of votes will be elected to fill the Director position(s). If two or more eligible nominees receive the same number of votes and at the relevant time there is only one Director position to be filled, the Chair may exercise a casting vote in addition to the Chair's deliberate vote.

32 Removal of Directors

32.1 Directors will be removed from office regardless of office bearing or duration of term under the following circumstances; the Director:

- (a) fails to attend two consecutive meetings without prior notice or permission from the Chair, unless otherwise determined by a resolution of the Board;
- (b) ceases to be a Member;
- (c) is indicted on criminal charges;
- (d) is Declared Mentally Unfit;
- (e) fails to comply with Board policies as determined by a resolution of the Board;
- (f) is excluded from sitting on or chairing a board by the Australian Securities and Investments Commission or is prohibited by the Corporations Act from holding office or continuing as a Director;
- (g) is removed from sitting on or chairing a board by a sanction or direction of the Australian Charities and Not-for-profits Commission;
- (h) other than in the case of the Chief Executive Officer, accepts an offer of employment with the Organisation;
- (i) dies;
- (j) resigns by notice in writing to the Organisation; or
- (k) is directly or indirectly interested in any contract or proposed contract with the Organisation and fails to declare the nature of the interest as required by the Corporations Act.

32.2 The Organisation may by resolution passed in general meeting:

- (a) remove any Director before the end of the Director's period of office; and
- (b) appoint another person in the Director's place.

33 Young Women Directors

- 33.1 Subject to the requirements of clause 31.5, at least one-third of the Directors must be Young Women.
- 33.2 During an election of Directors in accordance with clause 31 and from the point at which all remaining Director positions must be filled by Young Women for the Organisation to comply with clause 33.1, Director positions will be filled by Young Women nominees according to the number of votes received in favour of that nominee.
- 33.3 If the number of Young Women nominees is insufficient to allow the Organisation to comply with clause 33.1, the remaining Directors' positions may be filled in accordance with clause 34.
- 33.4 A Young Woman Director who subsequently exceeds the age of 30 during her term in office as a Director is not because of exceeding the age of 30 disqualified from completing her term of office as a Director. Such a Director is considered a Young Woman Director for the balance of her term of office as a Director.

34 Casual Vacancies

- 34.1 Subject to clauses 30.1 and 34.2, the Directors may appoint any Ordinary Member or Honorary Life Member, aged 18 years or over, as a Director to fill a Casual Vacancy.
- 34.2 If a Casual Vacancy of a Director who was a Young Woman Director at the time of her appointment arises, the Directors must appoint an Ordinary Member or Honorary Life Member who is a Young Woman as a Director to fill that Casual Vacancy.
- 34.3 Subject to clause 35.3, a Director appointed under clause 34.1 will hold office until the next general meeting of the Organisation when the Director may be re-elected or reappointed by the Directors if a vacancy exists.

35 Retirement

- 35.1 This clause does not apply to Office-Bearers, which are separately dealt with in clause 36.
- 35.2 A Director must retire from office following the third annual general meeting after the Director was last elected and is eligible for re-election subject to clause 35.3.
- 35.3 A Director retiring under clause 35.2 will be ineligible for re-election after serving two consecutive 3-year terms in office. A period of appointment pursuant to clause 34.1 will be ignored as a term in office for this clause 35.3.
- 35.4 Directors are required to wait three years before becoming eligible to re-elect once their maximum term limit has been reached.

36 Office-Bearers

- 36.1 An Office-Bearer must retire from office as an Office-Bearer following the second annual general meeting after the Office-Bearer was last elected and, subject to clause 36.2, will be eligible for re-election.
- 36.2 A retiring Office-Bearer will be ineligible for re-election in the same Office-Bearer position after serving three consecutive 2-year terms in office in that Office-Bearer position.
- 36.3 If an Office-Bearer ceases to be a Director for any reason, she will also cease to be an

Office-Bearer.

37 Company Secretary

- 37.1 The Board may appoint one or more Company Secretaries, for any period and on any terms as the Board resolves. Subject to any agreement between the Organisation and the Company Secretary, the Board may vary or terminate the appointment of a Company Secretary at any time, with or without cause.

38 Nomination

- 38.1 A person who is within the description referred to in any paragraph of clause 38 is ineligible to be nominated, elected or appointed as a Director.

- 38.2 A person is not eligible for election as a Director at a general meeting unless a written notice, in or to the effect of the form approved and issued by the Directors from time to time, signed by her:

- (a) giving the person's consent to the nomination;
- (b) including a signed nomination by an Ordinary Member or Honorary Life Member which is seconded by a second Ordinary Member or Honorary Life Member; and
- (c) stating either that the person is a candidate for the office of President, Vice-President, Treasurer, as an ordinary Director or that the Member intends to propose the person for election to the office of President, Vice- President, Treasurer or as an ordinary Director;

has been left at the Office.

- 38.3 A person is ineligible to hold more than one Office-Bearer position.

- 38.4 A Member may not nominate herself as a Director.

- 38.5 A notice given in accordance with clause 38.2, must be returned to the Office at least 14 days before the relevant general meeting.

- 38.6 A list referring to all Director vacancies and each candidate for election in alphabetical order, and the positions for which each candidate is nominated must be displayed on the Organisation's website at least seven days before every general meeting at which an election of a Director will take place.

- 38.7 If an insufficient number of candidates is nominated, the Directors may fill the remaining Director vacancies in accordance with clause 34.

Powers and Duties of Directors

39 Powers and duties of Directors

- 39.1 The business of the Organisation is managed by the Directors who may exercise all powers of the Organisation that this Constitution and the Corporations Act and the ACNC Law do not require to be exercised by the Organisation in a general meeting.

- 39.2 Without limiting the generality of clause 39.1, the Directors may exercise all the powers of the Organisation to:

- (a) appoint a Chief Executive Officer. Such an appointment shall be agreed in writing with the Chief Executive Officer, defining the position and conditions of employment;
- (b) sanction the formation of any group or groups within or in conjunction with the

Organisation, ratify the policies and governing rules of any such group and to monitor and develop or discontinue it after consultation with the group concerned;

- (c) nominate Honorary Life Members in accordance with clause 6.4;
 - (d) ensure that the Organisation has leadership by Members committed to promoting the best interests of the Organisation as reflected in the Objects;
 - (e) propose by-laws. By-laws must be confirmed by the Members in a general meeting of the Organisation;
 - (f) borrow or raise money;
 - (g) charge any property or business of the Organisation;
 - (h) issue debentures or give any other security for a debt, liability or obligation of the Organisation or of any other person; and
 - (i) do all things necessary in pursuance of the Objects.
- 39.3 Subject to the Corporations Act and ACNC Law, where this Constitution requires that something be done by a particular time, or within a particular period, or that an event is to occur or a circumstance is to change on or by a particular date, the Directors may at their absolute discretion extend that time, period or date as they think fit.

40 Policies

- 40.1 The Board may from time to time make Policies for the Organisation, and may amend, vary, replace or repeal any Policies provided they are consistent with and subject to this Constitution. The Policies may cover any matters necessary or desirable for the control, administration and management of the Organisation's affairs.
- 40.2 Policies take effect 28 days after notice of the Policy is provided to Members, in accordance with this Constitution, and when in force are binding on all Members and have the same effect as a provision in this Constitution.

Operational Management

41 Operational management

- 41.1 The Directors may provide for the management and transaction of the affairs of the Organisation in any places and in such manner as they think fit.
- 41.2 Without limiting clause 41.1 the Directors may:
- (a) establish local Boards, Committees or agencies for managing any of the affairs of the Organisation in a specified place and appoint any persons to be members of those local Boards, Committees or agencies; and
 - (b) delegate to any person appointed under clause 41.2(a) any of the powers, authorities and discretions which may be exercised by the Directors under this Constitution, on any terms and subject to any conditions determined by the Directors.
- 41.3 The formation and functions of any Committee will be set out in Policies as determined by the Board from time to time and the Board will approve terms of reference for each Committee.
- 41.4 At least two members of any Committee established by the Board must be Directors and at least one-third of Committee members must be Young Women.

- 41.5 The Directors may at any time revoke or vary any delegation under this clause 41.
- 41.6 The Directors may delegate any of their powers, other than those which by law must be dealt with by the Directors as a Board.
- 41.7 A Committee must exercise its powers in accordance with any instructions of the Directors and a power exercised in that way is taken to have been exercised by the Directors.
- 41.8 A Committee may be authorised by the Directors to sub-delegate all or any of the powers for the time being vested in it to a person approved by the Directors.
- 41.9 Meetings of any Committee will be governed by the provisions of this Constitution which deal with Directors' meetings so far as they are applicable and are not inconsistent with any directions of the Directors.

42 Appointment of attorneys and agents

- 42.1 The Directors may from time to time by resolution or power of attorney executed in accordance with the Corporations Act appoint any person to be the attorney or agent of the Organisation:
- (a) for the purposes;
 - (b) with the powers, authorities and discretions (not exceeding those exercisable by the Directors under this Constitution);
 - (c) for the period; and
 - (d) subject to the conditions; determined by the Directors.
- 42.2 An appointment by the Directors of an attorney or agent of the Organisation may be made in favour of:
- (a) any member of any local Board established under this Constitution;
 - (b) any Committee;
 - (c) any company;
 - (d) the members, Directors, nominees or managers of any company or firm; or
 - (e) any fluctuating body of persons whether nominated directly or indirectly by the Directors.
- 42.3 A power of attorney may contain such provisions for the protection and convenience of persons dealing with an attorney as the Directors think fit.
- 42.4 The Directors may appoint attorneys or agents by electronic transmission, telegraph or cable to act for and on behalf of the Organisation.
- 42.5 An attorney or agent appointed under this clause 42 may be authorised by the Directors to sub- delegate all or any of the powers authorities and discretions for the time being vested in it.

Proceedings of Directors

43 Directors' meetings

- 43.1 Directors may meet, adjourn and regulate their meetings as they think fit.
- 43.2 A Director may at any time, and the Company Secretary must on the request of another Director, call a Directors' meeting.

- 43.3 A Directors' meeting must be:
- (a) called on at least 48 hours written notice of a meeting to each Director; and
 - (b) held at a reasonable time, date and place.
- 43.4 Subject to clause 51, a Director who participates in a meeting held in accordance with this Constitution is taken to be present and entitled to vote at the meeting.
- 43.5 A person who attends a meeting of Directors waives any objection that person may have in relation to a failure to give notice of the meeting.
- 43.6 A quorum for a Directors' meeting is six (6) Directors.
- 43.7 Where a quorum cannot be established for the consideration of a matter at a meeting of Directors:
- (a) a general meeting may be called in accordance with clause 14 to deal with the matter; or
 - (b) the Chair may adjourn the meeting and Directors will be notified of the adjourned meeting in accordance with clause 43.3.
- 43.8 Notice of a meeting of Directors may be given in writing or using any technology consented to by all the Directors.
- 43.9 The non-receipt of a notice of a meeting of the Directors or the accidental omission to give notice of a meeting to a person entitled to receive notice does not invalidate any thing done (including the passing of a resolution) at a meeting of Directors.

44 Telecommunication meetings of the Board of Directors

- 44.1 The Directors need not all be physically present in the same place for a Directors' meeting to be held.
- 44.2 Subject to the Corporations Act, a Directors' meeting may be held by the Directors communicating with each other by any technological means by which they are able simultaneously to hear each other and to participate in discussion provided that the number of Directors participating is not less than a quorum required for a Directors' meeting pursuant to clause 43.6.
- 44.3 A person may not leave a meeting held by technological means by disconnecting her telephone, audio-visual or other communication equipment unless that person has previously notified the Chair.
- 44.4 A person may be conclusively presumed to have been present and to have formed part of a quorum at all times during a meeting held by technological means unless that person has previously notified the Chair of leaving the meeting.
- 44.5 A minute of proceeding of a meeting held by technological means is sufficient evidence of the proceedings and of the observance of all necessary formalities if the minute is certified to be a correct minute by the Chair.

45 Chair of Directors meetings

- 45.1 The President will be the Chair of a Directors meeting. A Vice President will be the deputy Chair to act as Chair in the President's absence (and in the case of co-Vice Presidents, as agreed between the co-Vice Presidents).
- 45.2 If:
- (a) there is no Chair or deputy Chair;

- (b) neither the Chair nor deputy Chair is present within 15 minutes after the time appointed for holding the Directors meeting; or
- (c) the Chair and deputy Chair are unwilling to act as Chair of the Directors meeting, the Directors present may (by majority vote) elect a Chair of the Directors meeting (excluding the Chief Executive Officer).

46 Decision on questions

- 46.1 Subject to this Constitution, questions arising at a meeting of Directors are to be decided by a majority of votes of the Directors present and entitled to vote and, subject to clause 51, each Director has one vote on a matter arising for decision by the Directors.
- 46.2 The Chair of the meeting has a casting vote in addition to her deliberate vote.

47 Written resolutions

- 47.1 The Directors may pass a resolution without a Director's meeting being held if written notice of the resolution is given to all Directors and a majority of the Directors, subject to the quorum in clause 43.6 being satisfied, sign a document containing a statement that they are in favour of the resolution set out in the document. The resolution is passed by a majority of votes by Directors on the date the last Director required to achieve a majority signs and submits the resolution pursuant to this clause 47.
- 47.2 For the purposes of clause 47.1, separate copies of a document may be used for signing by Directors if the wording of the resolution and statement is identical in each copy.
- 47.3 Any document referred to in this clause may be in the form of an electronic transmission.
- 47.4 The minutes of Directors' meetings must record that a meeting was held in accordance with this clause 47.

48 Validity of acts of Directors

- 48.1 If it is discovered that:
 - (a) there was a defect in the appointment of a person as a Director or member of a Committee; or
 - (b) a person appointed to one of those positions was disqualified,all acts of the Directors or the Committee before the discovery was made are as valid as if the person had been duly appointed and was not disqualified.

49 Minutes and Registers

- 49.1 The Directors must cause minutes to be made of:
 - (a) the names of the Directors present at all Directors' meetings and meetings of Committees;
 - (b) all proceedings and resolutions of general meetings, Directors' meetings and meetings of Committees;
 - (c) all resolutions passed by Directors in accordance with clause 47;
 - (d) all appointments of officers;
 - (e) all orders made by the Directors and Committees; and
 - (f) all disclosures of interests made under clause 51.4.

- 49.2 Minutes must be signed by the Chair of the meeting or by the Chair of the next meeting of the relevant body.
- 49.3 The Organisation must keep all registers required by this Constitution and the Corporations Act and ACNC Law.

Payments to Directors & Directors Interests

50 Payments to Directors

- 50.1 No payment will be made to any Director other than payment:
- (a) of out of pocket expenses incurred by the Director in the performance of any duty as a Director where the amount payable does not exceed an amount previously approved by the Directors;
 - (b) for any service rendered to the Organisation by the Director in a professional or technical capacity, other than in the capacity as Director, where the provision of the service has the prior approval of the Directors and where the amount payable is approved by the Directors and is not more than an amount which commercially would be reasonable payment for the service;
 - (c) of any salary or wage due to the Director as an employee of the Organisation where the terms of employment have been approved by the Directors; and
 - (d) relating to an indemnity in favour of the Director and permitted by section 199A of the Corporations Act or a contract of insurance permitted by section 199B.

51 Directors' interests

- 51.1 No contract made by a Director with the Organisation and no contract or arrangement entered by or on behalf of the Organisation in which any Director may be in any way interested is avoided or rendered voidable merely because of the Director holding office as a Director or because of the fiduciary obligations arising out of that office.
- 51.2 No Director contracting with or being interested in any arrangement involving the Organisation is liable to account to the Organisation for any profit realised by or under any such contract or arrangement merely because of the Director holding office as a Director or because of the fiduciary obligations arising out of that office.
- 51.3 A Director is not disqualified merely because of being a Director from contracting with the Organisation in any respect.
- 51.4 A Director must declare to the Board any material personal interest or related party transaction or other conflict of interest, as defined by the Corporations Act or ACNC Law, as applicable, as soon as practicable after the Director becomes aware of their conflict of interest in the matter.
- 51.5 Subject to clause 50, a Director or a body or entity in which a Director has a direct or indirect interest may:
- (a) enter into any agreement or arrangement with the Organisation;
 - (b) hold any office or place of profit other than as auditor in the Organisation; and
 - (c) act in a professional capacity other than as auditor for the Organisation,
- and the Director or the body or entity can receive and keep beneficially any remuneration, profits or benefits under any agreement or arrangement with the Organisation or from holding an office or place of profit in or acting in a professional capacity with the Organisation.

- 51.6 A Director who has a material personal interest in a matter that is being considered at a Directors' meeting must not:
- (a) be present while the matter is being considered at the meeting; or
 - (b) vote on the matter,
 - (c) unless permitted by the Corporations Act to do so, in which case the Director may:
 - (i) be counted in determining if a quorum is present at any meeting of Directors considering that contract or arrangement or proposed contract or arrangement;
 - (ii) sign or countersign any document relating to that contract or arrangement or proposed contract or arrangement; and
 - (iii) vote in respect of, or in respect of any matter arising out of, the contract or arrangement or proposed contract or arrangement.
- 51.7 A Director may be or become a Director or other officer of, or otherwise interested in, any related body corporate or any other body corporate promoted by the Organisation or in which the Organisation may be interested as a vendor, shareholder or otherwise and is not accountable to the Organisation for any remuneration or other benefits received by the Director as a Director or officer of, or from having an interest in, that body corporate.

52 Indemnity and Insurance

- 52.1 To the extent permitted by law, the Organisation indemnifies each Relevant Officer against a Liability of that person and the Legal Costs of that person.
- 52.2 The indemnity pursuant to clause 52 is:
- (a) is enforceable without the Relevant Officer having first to incur any expense or make any payment;
 - (b) is a continuing obligation and is enforceable by the Relevant Officer even though the Relevant Officer may have ceased to be an officer of the Organisation; and
 - (c) applies to Liabilities and Legal Costs incurred both before and after this clause became effective.
- 52.3 To the extent permitted by law, the Organisation may make a payment (whether by way of advance, loan or otherwise) to a Relevant Officer in respect of Legal Costs of that person.
- 52.4 To the extent permitted by law, the Organisation may:
- (a) enter, or agree to enter into; or
 - (b) pay, or agree to pay, a premium for,
- a contract insuring a Relevant Officer against a Liability of that person and the Legal Costs of that person.
- 52.5 To the extent permitted by law, the Organisation may enter into an agreement or deed with a Relevant Officer or a person who is, or has been, an officer of the Organisation or a subsidiary of the Organisation, pursuant to which the Organisation must do all or any of the following:
- (a) keep books of the Organisation and allow either or both that person and that person's advisers access to those books on the terms agreed;

- (b) indemnify that person against any Liability and Legal Costs of that person;
- (c) make a payment (whether by way of advance, loan or otherwise) to that person in respect of Legal Costs of that person; and
- (d) keep that person insured in respect of any act or omission by that person while a Relevant Officer or an officer of the Organisation or a subsidiary of the Organisation, on the terms agreed (including as to payment of all or part of the premium for the contract of insurance).

52.6 Despite anything in this Constitution, a Director is not precluded from voting in respect of any proposed agreement or deed of access, indemnity or insurance merely because the contract would grant access, indemnify or insure the Director as contemplated by this clause 52.

Inspection of Records

53 Inspection of records

53.1 Except as otherwise required by the Corporations Act, the Directors may determine whether and to what extent, and at what times and places and under what conditions, the financial records and other documents of the Organisation or any of them will be open for inspection by Members other than Directors.

53.2 A Member other than a Director does not have the right to inspect any financial records or other documents of the Organisation unless the Member is authorised to do so by a court order or a resolution of the Directors.

Notices

54 Service of notices

54.1 Notice may be given by the Organisation to any person who is entitled to notice under this Constitution:

- (a) by serving it on the person; or
- (b) by sending it by post, or electronic notification to the person at the person's address shown in the Register or the address supplied by the person to the Organisation for sending notices to the person.

54.2 A notice sent by post is taken to be served:

- (a) by properly addressing, prepaying and posting a letter containing the notice; and
- (b) on the day after the day on which it was posted.

54.3 A notice sent by electronic transmission is taken to be served:

- (a) by properly addressing the electronic notification and transmitting it; and
- (b) on the day after its dispatch.

54.4 If a Member has no Registered Address a notice will be taken to be served on that Member 24 hours after it was posted on a notice Board at the Office.

54.5 A Member whose Registered Address is not in Australia may specify in writing an address in Australia to be taken to be the Member's Registered Address within the meaning of this clause.

54.6 A certificate in writing signed by a Director, Company Secretary or other officer of the

Organisation that a document or its envelope or wrapper was addressed and stamped and was posted is conclusive evidence of posting.

54.7 Subject to the Corporations Act the signature to a written notice given by the Organisation may be written or printed.

54.8 All notices sent by post outside Australia must be sent by prepaid airmail post.

55 Persons entitled to notice

55.1 Notice of every general meeting must be given to:

- (a) every Member;
- (b) every Director; and
- (c) any Auditor.

55.2 No other person is entitled to receive notice of a general meeting.

Audit and Accounts

56 Audit and accounts

56.1 The Directors must cause the Organisation to keep written financial records in relation to the business of the Organisation in accordance with the requirements of the Corporations Act.

56.2 The Directors must cause the financial records of the Organisation to be audited in accordance with the requirements of the Corporations Act.

Winding Up

57 Extent of Liability

57.1 Each Member undertakes to contribute an amount not exceeding \$10 to the property of the Organisation if the Organisation is wound up at a time when that person is a Member, or within one year of the time that person ceased to be a Member, for:

- (a) payment of the Organisation's debts and liabilities contracted before that person ceased to be a Member;
- (b) payment of the costs, charges and expenses of winding up the Organisation; and
- (c) adjustment of the rights of the contributories among themselves.

58 Winding Up

58.1 On a winding up of the Organisation, if, upon satisfaction of the Organisation's debts and liabilities, there remain any assets, the assets must not be paid or distributed to any Member and the remaining assets must be transferred as follows:

- (a) if the Organisation is registered as a Registered Community Housing Provider on a register (**Register**) established under state, territory or national legislation (**Legislation**), the Organisation must transfer all its Community Housing Assets listed on its list of Community Housing Assets maintained under the Legislation, to another Registered Community Housing Provider or to the Housing Agency in the jurisdiction in which the Community Housing Asset is located; and

- (b) all other remaining assets must be transferred in the following order of priority:
 - (i) where possible to YWCA Australia, provided it is at that date a public benevolent institution for the purposes of any Commonwealth Taxation Act and is a deductible gift recipient within the meaning of the ITAA 1997; or
 - (ii) to one or more bodies corporate, associations or institutions selected by the Members by resolution at or before the dissolution of the Organisation:
 - A. having objects similar to the Objects;
 - B. gifts which are allowable deductions pursuant to the ITAA 1997; and
 - C. whose constitution prohibits the distribution of its or their income or property to no lesser extent than that imposed on the Organisation pursuant to clause 5; or
 - (iii) if there are no bodies corporate, associations or institutions which meet the requirements of clause 58.1(b)(ii), to one or more bodies corporate, associations or institutions selected by the Members by resolution at or before dissolution of the Organisation:
 - A. the objects of which are the promotion of charity; and
 - B. gifts which are allowable deductions pursuant to the ITAA 1997; or
 - (iv) if the Members do not make a selection pursuant to clause 58.1(b)(ii) or 58.1(b)(iii) for any reason, to one or more bodies corporate, associations or institutions meeting the requirement of either clause 58.1(b)(ii) or 58.1(b)(iii) selected by the Board, subject to the Board obtaining court approval pursuant to the Corporations Act to exercise this power.

58.2 If the Organisation has obtained endorsement as a deductible gift recipient under the ITAA 1997 and that endorsement is subsequently revoked by the Commissioner of Taxation, as soon as reasonably possible following the revocation of such endorsement, surplus amounts of:

- (a) gifts of money or property received for the Objects;
- (b) contributions made to the Organisation in relation to an eligible fundraising event held for the Objects; and
- (c) money received by the Organisation because of such Gifts or contributions, must be given or transferred to one or more bodies corporate, associations or institutions selected by resolution of the Board:
 - (d) which have objects which are charitable at law; and
 - (e) gifts to which are allowable deductions pursuant to the ITAA 1997.

58.3 For the purposes of clause 58.2, “fundraising event” has the same meaning as in the ITAA 1997.