

CONSTITUTION

Australian Council of State School Organisations Limited

ACN 611 783 218

As approved at the Annual General Meeting on 12 September 2015

TABLE OF CONTENTS

PART A – THE COMPANY	4
1. Name and type of company	4
2. Definitions and interpretation	4
3. Objects	6
4. Powers	6
5. Application of income and property	6
PART B – MEMBERSHIP	7
6. Membership categories	7
7. Applications for Membership	7
8. Honorary Life Members	8
9. Rights and obligations of Members	8
10. Representatives	8
11. Legal effect of Constitution	9
12. Cessation of Membership	9
13. Rights not transferable	9
14. Membership fees	9
15. Disciplining Members	10
16. Right of appeal of disciplined Member	11
PART C - GENERAL MEETINGS	11
17. Calling of General Meetings	11
18. Using technology to hold meetings	12
19. Business at Annual General Meetings	12
20. Notice of General Meeting	13
21. Cancellation or postponement	13
22. Quorum	13
23. Chair for General Meetings	14
24. Adjournment	14
25. Voting and decisions	14
26. Proxies	15
27. Direct voting	16
28. Attendance of non-members at General Meetings	16
29. Members' resolutions	17
30. Circular resolutions of Full Members	17
PART D - BOARD OF DIRECTORS	18
31. Powers of the Board	18
32. Delegation of powers	18
33. Number of Directors	18
34. Director eligibility	18
35. External Directors	18
36. Terms of office	19
37. Alternate Directors	19
38. Casual vacancies	19
39. Removal of Director	20
40. Office Bearers	20
41. Finance and Audit Committee	20
42. Payments to Directors	21
43. Duties of directors	21
PART E - BOARD MEETINGS	21
44. Calling of Board meetings	21
45. Notice	22
46. Quorum	22
47. Chair	22
48. Voting and decisions	22
49. Conflicts of interest	22
50. Use of technology	23
51. Resolutions made outside of Board meetings	24
52. Validity of acts	24
PART F - RECORDS	24
53. Minutes	24

54.Registers	24
55.Financial and related records	24
56.Inspection of records.....	25
PART G - ADMINISTRATION.....	25
57.Company Secretary	25
58.Alteration of Constitution.....	25
59.Financial year	25
60.Notices	25
61.Indemnity and insurance.....	26
62.Seal and execution of documents.....	26
63.Winding Up	27

Australian Council of State School Organisations Limited Constitution

PART A – THE COMPANY

1. Name and type of company

- 1.1. The name of the Company is Australian Council of State School Organisations Limited.
- 1.2. The Company is a not-for-profit public company limited by guarantee.
- 1.3. The liability of Members is limited to the guarantee amount in clause 1.4.
- 1.4. Each Member must contribute an amount not more than \$5.00 (the guarantee) to the property of the Company if the Company is wound up while the Member is a Member, or within 12 months after they stop being a Member, and this contribution is required to pay for the:
 - a. debts and liabilities of the Company incurred before the Member stopped being a Member, or
 - b. costs of winding up.

2. Definitions and interpretation

- 2.1. In this Constitution unless contrary intention appears:

"ACNC Act" means the Australian Charities and Not-for-profits Commission Act 2012 (Cth).

"Board" means the Board of Directors that is constituted by the persons who hold office as Directors, from time to time.

"Chair" means the person appointed to chair a General Meeting or a Board meeting as the case may be.

"Company" means Australian Council of State School Organisations Limited.

"Constitution" means this Constitution as amended or supplemented from time to time.

"Corporations Act" means the Corporations Act 2001 (Cth).

"Director" means any person holding a position of Director of the Company, including the President and Vice-President, as appointed or elected pursuant to this Constitution.

"General Meeting" means a formal meeting of Members as described in Part C of this Constitution.

“Member” means a Member of the Company in accordance with Part B of this Constitution.

“Member Director” means a person appointed as a Director by a Full Member in accordance with this Constitution.

“Objects” mean the objects of the Company as set out in clause 3.

“Office Bearer” means a person holding the position of President or Vice-President of the Company in accordance with this Constitution.

“President” means the person elected or appointed as President of the Company in accordance with this Constitution.

“Vice President” means the person elected or appointed as Vice President of the Company in accordance with this Constitution.

“Representative” means a natural person appointed to represent a Full Member as described in clause 10.

“Special Resolution” means a resolution for which notice has been given in accordance with this Constitution and that has been passed by at least 75% of the votes cast by Members entitled to vote on the resolution.

2.2. Reading this constitution with the Corporations Act:

- a. The replaceable rules set out in the Corporations Act do not apply to the Company.
- b. While the Company is a registered charity, the ACNC Act and the Corporations Act override any clauses in this Constitution that are inconsistent with those Acts.
- c. If the Company is not a registered charity (even if it remains a charity), the Corporations Act overrides any clause in this Constitution that is inconsistent with that Act.
- d. A word or expression that is defined in the Corporations Act, or used in that Act and covering the same subject, has the same meaning as in this Constitution.

2.3. The following rules of interpretation apply unless contrary intention appears:

- a. a reference to any legislation or to any provision of any legislation includes any regulations made under it and any statutory modification or replacements thereto for the time being in force;
- b. a reference to a clause is a reference to a clause of this Constitution and includes any further embedded content;
- c. the word *person* means a natural person and any company, corporation, association, body or entity whether incorporated or not;

- d. the words *writing* and *written* means printing, typewriting and all other means of representing or reproducing words in visible form;
- e. a gender includes all genders;
- f. singular includes plural and vice versa;
- g. where a word or phrase is defined, its other grammatical forms have corresponding meaning;
- h. headings, bold type and italics are for convenience only and do not affect the interpretation of this Constitution.

3. Objects

- 3.1. The Company is established to promote public education and an understanding of national education issues.
- 3.2. In working to achieve its Objects in clause 3.1 the Company may take actions that include:
 - a. advocating on national education issues and those issues that impact on education;
 - b. developing and promoting national education policies and devising strategies to achieve the goals implicit in those policies;
 - c. monitoring and providing information, analysis, research and reports on national issues relating to education;
 - d. representing parents and carers of children in government schools and their school communities;
 - e. providing support for its Members;
 - f. providing a forum for networking and sharing information and experiences;
 - g. working with other organisations on matters of mutual interest; and
 - h. representing the Company's views on education issues and those that impact on education to government and appropriate organisations, businesses and individuals

4. Powers

- 4.1. The Company has the legal capacity and powers of a company set out under section 124(1) of the Corporations Act and may only exercise such powers to:
 - a. pursue its Objects; and
 - b. do all things incidental or convenient in relation to the exercise of power under sub-clause (a).

5. Application of income and property

- 5.1. The income and property of the Company will only be applied towards the promotion of the Objects.

- 5.2. The Company must not distribute any surplus, income or assets directly or indirectly to its Members in the form of dividends or distribution of profits.
- 5.3. Clause 5.2 does not prevent the Company from paying a Member:
 - a. by way of reimbursement for expenses properly incurred by the Member on behalf of the Company;
 - b. in return for any services rendered or goods supplied in the ordinary course of business to the Company;
 - c. as a Director in accordance with clause 41; or
 - d. for any other bona fide reason or purpose for the attainment of the Objects.

PART B – MEMBERSHIP

6. Membership categories

- 6.1. The membership categories of the Company are:
 - a. Full Members;
 - b. Associate Members; and
 - c. Honorary Life Members.
- 6.2. Any state or territory-wide membership organisation of bodies representing parents and school communities directly associated with government schools may apply to become a Full Member.
- 6.3. Any organisation associated with government schools or with an interest in public education and who does not otherwise satisfy the criteria to become a Full Member may apply to become an Associate Member.
- 6.4. Honorary Life Membership shall be awarded in accordance with clause 8.

7. Applications for Membership

- 7.1. Applications for Full or Associate membership must be made in the form and manner prescribed by the Board from time to time.
- 7.2. The Board may at its discretion decide whether to endorse an application for consideration by the Full Members.
- 7.3. No Full Member or Associate Member shall be admitted without endorsement of the Board and approval of the Full Members in General Meeting or by circular resolution under clause 30. Membership will only be granted:
 - a. for a Full Member application, by a two-thirds majority vote of the Full Members in favour of the application; and

- b. for an Associate Member application, by a majority vote of the Full Members in favour of the application.
- 7.4. Upon acceptance of an applicant to be a Full Member or Associate Member, the applicant must pay any fees in accordance with clause 14 within a period as determined by the Board. If any such payment is not made then the Board may, in its discretion, cancel its acceptance of the applicant for membership.
- 7.5. Subject to clause 7.4, an applicant becomes a Member and is entitled to exercise the rights and privileges of that membership when their name is entered in the register of Members.

8. Honorary Life Members

- 8.1. An individual who has given outstanding services to the Company and/or to the Objects may be awarded Honorary Life Membership.
- 8.2. An individual will be awarded Honorary Life Membership if they:
 - a. are nominated by at least 2 Full Members not being from the same State or Territory; and
 - b. are approved by a majority vote of the Full Members in favour of the proposition either in a General Meeting or by circular resolution in accordance with clause 30.

9. Rights and obligations of Members

- 9.1. For each question arising at a General Meeting and for each proposed circular resolution under clause 30, a Full Member has 1 vote exercised in a manner permitted by this Constitution.
- 9.2. A Full Member is entitled to appoint a Director pursuant to clause 33.1.a.
- 9.3. Associate Members and Honorary Life Members may not exercise any voting rights and are not entitled to appoint a Director.
- 9.4. Every Member shall be bound to further to the best of the Member's ability the Objects, interests, influence and standing of the Company and shall observe the Constitution and the regulations of the Company in force from time to time.

10. Representatives

- 10.1. A Full Member may, by written notice to the Company, appoint an individual as its Representative who may exercise any of the powers the Full Member may exercise under this Constitution including representing and voting on behalf of the Full Member at General Meetings and to sign circular resolutions.
- 10.2. The appointment may be a standing one.

- 10.3. The Full Member may replace its Representative by giving written notice to the Company in the time and manner as prescribed by the Board.

11. Legal effect of Constitution

- 11.1. This Constitution constitutes a contract between:

- a. the Company and each Member;
- b. the Company and each Director and other Officer; and
- c. each Member and each other Member

under which each person referred to above agrees to comply with and be bound by the provisions of this Constitution so far as they apply to that person.

12. Cessation of Membership

- 12.1. A Member's membership of the Company will cease:

- a. upon receipt by the Company of written notice of the Member's resignation from membership;
- b. when the Member no longer meets the criteria for their respective category of membership;
- c. if membership lapses under clause 14.2;
- d. if the Member is expelled from the Company in accordance with clause 15; or
- e. upon the death, bankruptcy or insolvency of that Member.

- 12.2. Any Member who ceases to be a Member:

- a. will not be entitled to any refund or part refund of any membership fee; and
- b. will not be readmitted as a Member until any unpaid monies outstanding at the time they ceased to be a Member are paid including any interest or other charges levied on any outstanding monies.

13. Rights not transferable

- 13.1. A right, privilege or obligation which a person has by reason of being a Member:

- a. is not capable of being transferred or transmitted to another person; and
- b. terminates upon the person ceasing to be a Member.

14. Membership fees

- 14.1. The Board may from time to time charge fees to Members that may include joining fees and annual membership fees. The Board may

determine the amounts of such fees for each Member or each category of membership and the time and manner of payment of such fees.

- 14.2. If a Member fails to pay the fees when they are due, the Member will be notified of the default and if the default is not rectified within 30 days of the Member being notified, then membership will lapse and their name will be removed from the register of members. The Board may make exceptions to this rule in special circumstances.
- 14.3. The Board may at its discretion determine that no fee, in full or in part, is payable by a Member or a particular category of membership.

15. Disciplining Members

- 15.1. In accordance with this clause, the Board may resolve to warn, suspend or expel a Member from the Company if the Board considers that the Member has:
 - a. failed to comply with this Constitution; or
 - b. engaged in conduct prejudicial to the interests of the Company or behaved in a way that causes or is likely to cause harm to the Company.
- 15.2. At least 14 days before the Board meeting at which a resolution under clause 15.1 will be considered, the Company must notify the Member in writing:
 - a. that the Board is considering a resolution to warn, suspend or expel the Member;
 - b. that this resolution will be considered at a Board meeting and the date of that meeting;
 - c. what the Member is said to have done or not done;
 - d. the nature of the resolution that has been proposed; and
 - e. that the Member may provide an explanation to the Board, and details of how to do so.
- 15.3. Before the Board passes any resolution under clause 15.1, the Member must be given a chance to explain or defend themselves by:
 - a. sending the Board a written explanation before that Board meeting; and/or
 - b. speaking at the meeting.
- 15.4. After considering any explanation under clause 15.3, the Board may:
 - a. take no further action;
 - b. warn the Member;
 - c. suspend the Member's rights as a Member for a period of no more than 12 months;

- d. expel the Member; or
 - e. require the matter to be determined at a General Meeting.
- 15.5. The Company must give written notice to the Member of the decision under clause 15.4 as soon as possible.
- 15.6. Disciplinary procedures must be completed as soon as reasonably practical.
- 16. Right of appeal of disciplined Member**
- 16.1. A Member may appeal to the Full Members in General Meeting against a decision of the Board under clauses 15.4.c or 15.4.d, within 30 days after notice of the decision is served on the Member, by lodging with the Company a notice to that effect.
- 16.2. On receipt of a notice from a Member under clause 16.1 or upon a decision of the Board under clause 15.4.e, the Board is to convene a General Meeting to be held within 3 months or as otherwise reasonably determined by the Board.
- 16.3. At a General Meeting convened under clause 16.2:
- a. the Board and the Member must be given the opportunity to state their respective cases orally or in writing, or both; and
 - b. the Full Members present are to vote on the question of whether the resolution should be confirmed.
- 16.4. The matter is to be determined by a majority of the votes cast.
- 16.5. There will be no liability for any loss or injury suffered by the Member as a result of any decision made in good faith under these clauses 15 and 16.

PART C - GENERAL MEETINGS

17. Calling of General Meetings

- 17.1. The Board may call a General Meeting at any time it thinks fit.
- 17.2. Annual General Meetings will be convened by the Board at least once in every calendar year and within 5 months of the end of the financial year.
- 17.3. If at least 2 Full Members make a written request to the Company for a General Meeting to be held, the Board must:
- a. within 21 days of the Full Members' request, give all Members notice of a General Meeting, and
 - b. hold the General Meeting within 2 months of the Full Members' request.

- 17.4. The Full Member/s who make the request for a General Meeting must:
- a. state in the request any resolution to be proposed at the meeting, such resolutions being matters considered appropriate at law and by this Constitution for a determination at a General Meeting; and
 - b. sign the request and give the request to the Company.
- 17.5. If the resolutions being proposed by the Full Members are matters considered appropriate at law and by this Constitution for determination at a General Meeting and the Board does not call the General Meeting within 21 days of being requested, the Full Members who made the request may call and arrange to hold a General Meeting.
- 17.6. To call and hold a General Meeting under clause 17.5, the Full Members must:
- a. as far as possible, follow the procedures for General Meetings set out in this Constitution;
 - b. call the meeting using the list of Members on the Company's member register, which the Company must provide to the Full Members making the request at no cost; and
 - c. hold the General Meeting within three months after the request was given to the Company.
- 17.7. The Company must pay the Full Members who request the General Meeting any reasonable expenses they incur because the Board did not call and hold the meeting.

18. Using technology to hold meetings

- 18.1. A General Meeting may be held at 2 or more places using any technology that gives the Full Members present at those places a reasonable opportunity to participate in the meeting, including to hear and be heard.
- 18.2. Anyone using this technology is taken to be present in person at the meeting.

19. Business at Annual General Meetings

- 19.1. The business of the Annual General Meeting may include the following matters even if not referred to in the notice of meeting:
- a. a review of the Company's activities;
 - b. a review of the Company's finances;
 - c. any auditor's report;
 - d. the announcement or appointment of Directors, and
 - e. the appointment and payment of auditors, if any.

20. Notice of General Meeting

- 20.1. Except where a shorter notice period is permitted by the Corporations Act, at least 21 days' notice of any General Meeting must be given to
 - a. each Member;
 - b. each Director; and
 - c. the auditor.
- 20.2. A notice of a General Meeting must specify:
 - a. the date, time and place of the meeting;
 - b. the general nature of the business to be transacted at the meeting;
 - c. if a Special Resolution is to be proposed, state in full the proposed resolution and the intention to propose it as a Special Resolution;
 - d. if the meeting is to be held in 2 or more places, the technology that will be used to facilitate this; and
 - e. a statement that Full Members have the right to appoint proxies and the relevant proxy form.
- 20.3. The non-receipt of a notice of a General Meeting or the accidental omission to give notice to any person entitled to receive the notice does not invalidate anything done or any resolution passed at the General Meeting.

21. Cancellation or postponement

- 21.1. The Board may cancel, postpone or change the venue of a General Meeting (other than a meeting requisitioned by Members) at any time prior to the meeting. The Board must endeavour to notify each person entitled to receive notices of the meeting of the cancellation, postponement or change of venue.

22. Quorum

- 22.1. No business shall be transacted at a General Meeting unless a quorum is present.
- 22.2. The quorum for any General Meeting will be a majority of Full Members, being half of the number of Full Members plus one, rounded down if not a whole number.
- 22.3. If within half an hour after the appointed time for the commencement of a General Meeting a quorum is not present:
 - a. the meeting if convened upon the requisition of Full Members shall be dissolved;

- b. in any other case the meeting shall stand adjourned to such other day and at such other time and place as the President may determine.

22.4. If at the adjourned meeting the quorum is not present within half an hour after the appointed time for the commencement of the meeting, then the meeting will lapse.

23. Chair for General Meetings

23.1. The President will be the Chair for each General Meeting.

23.2. If the President is not present within 15 minutes after the time appointed for the commencement, or is unable or unwilling to act, the following may chair the meeting (in order of precedence):

- a. the Vice-President;
- b. if the Vice-President is not present or is unable or unwilling to act, any other Director present who has been appointed as Chair by those other Directors present;
- c. if none of the Directors are present or are able or willing to act, then a representative of a Full Member present chosen by a majority of the Full Members present.

23.3. Any question arising at a General Meeting relating to the order of business, procedure or conduct of the meeting must be referred to the Chair of the meeting whose decision is final.

24. Adjournment

24.1. The Chair of a General Meeting at which a quorum is present may in accordance with the law or with the consent of the majority of Full Members present at the meeting adjourn the meeting from time to time and place to place.

24.2. No business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.

24.3. When a General Meeting is adjourned for 28 days or more, new notice must be given of the adjourned meeting to each Member and person entitled to receive the notice.

25. Voting and decisions

25.1. Decisions made at a General Meeting shall be determined by a majority of the votes cast by the Full Members eligible to vote at that meeting, except in the case where a Special Resolution or a two-thirds majority is required by law or this Constitution.

25.2. If the votes are equal, the motion is not carried.

- 25.3. Each Full Member will have 1 vote only on a matter, whether on a show of hands or a poll.
- 25.4. A Full Member will not be entitled to exercise their right to vote if at the time of the meeting, their membership fee is overdue and unpaid pursuant to clause 14.2.
- 25.5. A Full Member or the Chair may only challenge a person's right to vote at a General Meeting at that meeting. If a challenge is made, the Chair must decide whether or not the person may vote. The Chair's decision is final.
- 25.6. At any General Meeting a resolution put to the vote at the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded by:
 - a. the Chair; or
 - b. at least 1 Full Member entitled to vote on the resolution.
- 25.7. On a show of hands, the Chair's decision is conclusive evidence of the result of the vote. The Chair and the meeting minutes do not need to state the number or proportion of the votes recorded in favour or against on a show of hands.
- 25.8. If a poll is duly demanded it will be taken when and how the Chair directs unless clause 25.9 applies.
- 25.9. A poll demanded on the election of a Chair or on the question of an adjournment must be taken immediately.
- 25.10. A demand for a poll may be withdrawn.

26. Proxies

- 26.1. A Full Member who has not appointed a Representative under clause 10 may appoint a proxy to attend and vote at a General Meeting on their behalf.
- 26.2. A proxy does not need to be a Member or a Representative of a Member.
- 26.3. A proxy appointed to attend and vote for a Full Member has the same rights as the Full Member to:
 - a. speak at the meeting;
 - b. vote on a poll (but only to the extent allowed by the appointment);
and
 - c. join in to demand a poll under clause 25.6
- 26.4. An appointment of proxy (proxy form) must be signed by the Full Member appointing the proxy and must contain:
 - a. the Full Member's name and address;

- b. the proxy's name or the name of the office held by the proxy; and
 - c. the meeting(s) at which the appointment may be used.
- 26.5. A proxy appointment may be a standing one.
- 26.6. Proxy forms must be received by the Company at the address stated in the notice under clause 20.2 or at the Company's registered address at least 48 hours before a General Meeting.
- 26.7. A proxy does not have the authority to speak and vote for a Full Member at a meeting while a Representative of the Full Member is at the meeting.
- 26.8. Unless the Company receives written notice at least 48 hours (or any shorter period the Board may permit) before the start or resumption of a General Meeting at which a proxy votes, a vote cast by the proxy is valid even if, before the proxy votes, the appointing Full Member:
 - a. revokes the proxy's appointment; or
 - b. revokes the authority of a representative or agent who appointed the proxy.
- 26.9. A proxy appointment may specify the way the proxy must vote on a particular resolution.
- 26.10. If a person attends a General Meeting representing more than 1 Full Member then the person has 1 vote for each Full Member the person represents, whether on a show of hands or on a poll taken on a resolution.
- 26.11. When a poll is taken on a resolution, a proxy does not need to vote, unless the proxy appointment specifies the way they must vote and if the way they must vote is specified on the proxy form, they must vote that way.
- 26.12. In the event of a Full Member not nominating a particular person as proxy on the proxy form, the proxy may be exercised by the Chair unless the Full Member indicates otherwise.

27. Direct voting

- 27.1. The Board may determine that at any General Meeting, a Full Member who is entitled to vote at that meeting is entitled to a direct vote. A 'direct vote' includes a vote delivered to the Company by post, fax or other electronic means approved by the Board. The Board may specify the form, method and timing of giving a direct vote at a meeting in order for the vote to be valid.

28. Attendance of non-members at General Meetings

- 28.1. The Board may invite any person, whether a Member or not, to attend and/or speak at a General Meeting.

29. Members' resolutions

- 29.1. A Full Member may give written notice to the Company of a resolution that they propose to move at a General Meeting.
- 29.2. If the Company receives a notice under clause 29.1, the resolution is to be considered at the next General Meeting that occurs more than 2 months after the notice is given, provided it is a matter appropriate for consideration at a General Meeting pursuant to the law and this Constitution.
- 29.3. Subject to clause 29.2, the Company must give the Full Members notice of the resolution at the same time, or as soon as practicable afterwards, and in the same way, as it gives notice of a meeting.

30. Circular resolutions of Full Members

- 30.1. Subject to clause 30.3, the Board may put a resolution to the Full Members to pass a resolution without a General Meeting being held (a circular resolution).
- 30.2. Circular resolutions may be used to approve a new Member application.
- 30.3. Circular resolutions cannot be used:
 - a. for a resolution to remove an auditor or to remove a Director;
 - b. for passing a Special Resolution; or
 - c. where the Corporations Act or this Constitution requires a General Meeting to be held.
- 30.4. Except for resolutions which require a two-thirds majority under this Constitution (see clause 7.3), all other circular resolutions are passed if a majority of the Full Members entitled to vote on the resolution sign or agree to the circular resolution, in the manner set out in clauses 30.5 or 30.6.
- 30.5. Full Members may sign:
 - a. a single document setting out the circular resolution and containing a statement that they agree to the resolution, or
 - b. separate copies of that document, as long as the wording is the same in each copy.
- 30.6. The Company may send a circular resolution by email to Full Members and the Full Members may agree or approve the resolution by sending a reply email to that effect, including the text of the resolution in their reply.

PART D - BOARD OF DIRECTORS

31. Powers of the Board

- 31.1. The Board will govern the business and affairs of the Company and may exercise all powers and do all such things that may be exercised or done by the Company, except for anything which must be exercised by the Company in General Meeting as required by the Act or by this Constitution.
- 31.2. The Board may by resolution make, amend or revoke regulations for the purposes of giving effect to any provision of this Constitution or to govern the procedures and activities of the Company. These regulations are binding on the Board and the Members.
- 31.3. Any question, issue or dispute relating to or arising in consequence from this Constitution shall be determined by the Board.

32. Delegation of powers

- 32.1. The Board may delegate any of its powers and/or functions to one or more committees or any employee of the Company or any other person as the Board thinks fit.
- 32.2. In exercising any powers so delegated, the committee, employee or person must comply with any terms and conditions that may be set by the Board.

33. Number of Directors

- 33.1. The Board will comprise:
 - a. 1 Member Director appointed by each Full Member; and
 - b. up to 3 External Directors appointed in accordance with clause 35.1.

34. Director eligibility

- 34.1. A person is not eligible to be a Director if they are ineligible to be a director under the Corporations Act or the ACNC Act.
- 34.2. A person who is an employee of the Company is not eligible to be a Director.

35. External Directors

- 35.1. The Member Directors may by resolution appoint up to 3 additional individuals as External Directors to serve on the Board at any one time, where appropriate skill, experience or knowledge is sought that complement the existing skills on the Board and to enhance the ability of the Board to discharge its duties and advance the Objects of the Company.

36. Terms of office

- 36.1. Member Directors will be appointed by the relevant Full Member for 2-year terms commencing from the end of the Annual General Meeting at which they are appointed.
- 36.2. An External Director will hold office for a term determined by the Member Directors not exceeding 2 years from the date of appointment.
- 36.3. A Director may not serve more than 6 consecutive years as a Director. Upon serving 6 consecutive years, a Director may only stand for re-election or reappointment after a period of at least 2 years following the expiration of their 6th year.

37. Alternate Directors

- 37.1. Alternate Directors are not permitted.

38. Casual vacancies

- 38.1. In the event of a casual vacancy occurring in the position of a Member Director, the vacancy may be filled by the relevant Full Member appointing a replacement.
- 38.2. Any individual so appointed to fill a vacancy of a Member Director will hold office for the remainder of the term of that vacancy.
 - a. The period in this clause to the end of the term of the vacancy does not count in determining the term limits in clause 36.3.
- 38.3. The Board may act even if there are vacancies on the Board. However, if the number of Directors is reduced below the minimum of 3 Directors, the continuing Directors may act only:
 - a. in an emergency;
 - b. for the purposes of appointing additional Directors up to the minimum number; or
 - c. to convene a General Meeting.
- 38.4. A Director stops being a Director if they:
 - a. die;
 - b. are a Member Director and the Full Member that appointed them ceases to be a Full Member;
 - c. become bankrupt or make any arrangement or composition with creditors generally;
 - d. become ineligible to be a director of a company under the Corporations Act or the ACNC Act;
 - e. resign their office by written notice given to the Company;
 - f. are removed from office pursuant to clause 39.1;

- g. become 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;
- h. are absent from 3 consecutive meetings of the Board, unless at the next Board meeting the Board resolves otherwise;
- i. are convicted on indictment of an offence; or
- j. fail to disclose a material personal interest in breach of the law unless at the next Board meeting the Board resolves otherwise.

39. Removal of Director

- 39.1. Full Members may by ordinary resolution in a General Meeting remove any Director from office in accordance with the Corporations Act.

40. Office Bearers

- 40.1. The Office Bearers of the Company are:
 - a. President; and
 - b. Vice President.
- 40.2. The Board will appoint the Office Bearers from amongst its number at the first Board meeting held after the Annual General Meeting or at any time after a vacancy arises.
- 40.3. Each Office Bearer will hold their position:
 - a. for a period of approximately 1 year or until the first Board meeting after the next Annual General Meeting following their appointment, but will be eligible for reappointment;
 - b. until they resign from their position as Office Bearer by written notice to the Company; or
 - c. until they are removed from their position as Office Bearer by resolution of the Board.
- 40.4. The Vice President must be a Member Director.
- 40.5. There will be a term limit on the President of 4 consecutive years. Upon serving 4 consecutive years as President an individual may stand again as President after a period of 1 year has expired following the expiration of their 4th year.
- 40.6. Office Bearers will not hold office beyond their retirement or removal from the Board as a Director.

41. Finance and Audit Committee

- 41.1. The Board will establish a Finance and Audit Committee to be chaired by one of the Directors.

41.2. The Finance and Audit Committee will review and advise the Board on financial management matters.

42. Payments to Directors

42.1. The Company must not pay fees to a Director for acting as a Director.

42.2. The Company may pay a Director for:

- a. reimbursement 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 agreed by the Board; or
- b. any service rendered to the Company by the Director in a professional or technical capacity, other than in the capacity as a Director, where the provision of the service has the prior approval of the Board and is on reasonable commercial terms.

42.3. The Company may pay premiums for insurance indemnifying Directors, as allowed by law and this Constitution.

43. Duties of directors

43.1. The Directors must comply with their duties as directors under legislation and common law (judge-made law), and with the duties described in governance standard 5 of the regulations made under the ACNC Act which are:

- a. to exercise their powers and discharge their duties with the degree of care and diligence that a reasonable individual would exercise if they were a Director of the Company;
- b. to act in good faith in the best interests of the Company and to further the Objects of the Company;
- c. not to misuse their position as a Director;
- d. not to misuse information they gain in their role as a Director;
- e. to disclose any perceived or actual material conflicts of interest in the manner set out in clause 49;
- f. to ensure that the financial affairs of the Company are managed responsibly; and
- g. not to allow the Company to operate while it is insolvent.

PART E - BOARD MEETINGS

44. Calling of Board meetings

44.1. The Board will meet for the dispatch of business, adjourn and otherwise regulate its meetings at such place and time as the Board may determine.

- 44.2. The President or any 2 or more Directors may at any time, and the Company Secretary must on the request of the President and any 2 or more Directors, call a Board meeting.

45. Notice

- 45.1. Subject to clause 45.2, all Directors must be given at least 14 days' notice of a Board meeting.
- 45.2. In cases of urgency, a meeting can be held without notice being given in accordance with clause 45.1 provided that as much notice as practicable is given to each Director by the quickest means practicable.
- 45.3. Notice may be given orally or in writing and using any technology.

46. Quorum

- 46.1. No business shall be transacted by the Board unless a quorum is present. The quorum for a meeting of the Board shall be half of the number of Directors currently in office, rounded up if not a whole number.

47. Chair

- 47.1. At a meeting of the Board, the President shall preside as Chair. If the President is absent or unwilling to act, then the Vice President shall preside and if the Vice President is not present or is unwilling to act, the remaining Directors shall choose another Director to preside as Chair at the meeting.
- 47.2. Despite anything in clause 47.1, if the President (or as applicable Vice President) later attends a Board meeting or is later willing to act then they must take the role of Chair of the meeting.

48. Voting and decisions

- 48.1. Decisions made at a meeting of the Board will be determined by a majority of votes cast by Directors present and eligible to vote at the meeting. Each Director has 1 vote.
- 48.2. In the event of an equality of votes on any question, the Chair does not have a second or casting vote.

49. Conflicts of interest

- 49.1. A Director must disclose the nature and extent of any actual or perceived material conflict of interest in a matter that is being considered at a Board meeting (or that is proposed in a resolution made outside of a Board meeting):
- a. to the other Directors; or

- b. if all of the Directors have the same conflict of interest, to the Members at the next General Meeting, or at an earlier time if reasonable to do so.
- 49.2. The disclosure of a conflict of interest by a Director must be recorded in the minutes of the meeting.
- 49.3. Each Director who has a material personal interest in a matter that is being considered at a Board meeting (or that is proposed in a resolution made outside of a Board meeting) must not, except as provided under clause 49.4:
 - a. be present at the meeting while the matter is being discussed, or
 - b. vote on the matter.
- 49.4. A Director may still be present and vote if:
 - a. their interest arises because they are a Member of the Company, and the other Members have the same interest;
 - b. their interest relates to an insurance contract that insures, or would insure, the Director against liabilities that the Director incurs as a Director of the Company (see clause 61);
 - c. their interest relates to a payment by the Company under clause 61 (indemnity), or any contract relating to an indemnity that is allowed under the Corporations Act;
 - d. the Australian Securities and Investments Commission (ASIC) makes an order allowing the Director to vote on the matter; or
 - e. the Directors who do not have a material personal interest in the matter pass a resolution that:
 - i. identifies the Director, the nature and extent of the Director's interest in the matter and how it relates to the affairs of the Company; and
 - ii. says that those Directors are satisfied that the interest should not stop the Director from voting or being present.

50. Use of technology

- 50.1. A Board meeting may be held using any technology consented to by all the Directors. The consent may be a standing one.
- 50.2. A Director may only withdraw their consent to the use of technology proposed for a Board meeting if they do so at least 48 hours before the meeting.
- 50.3. A Board meeting held by means of technology is to taken to be held at the place where Chair of the meeting is, or at such other place as determined by the Chair of the meeting provided that at least 1 of the Directors involved was at that place for the duration of the meeting.

50.4. A Director who participates in a Board meeting permitted under clause 50.1 is taken to be present at the meeting and is entitled to vote.

51. Resolutions made outside of Board meetings

51.1. The Board may pass a resolution without a Board meeting being held. The resolution may be passed by written or electronic communication.

51.2. The resolution is passed if at least a majority of Directors entitled to vote on the resolution sign or authorise a document stating that they are in favour of the resolution proposed. The resolution is taken to be passed when the last Director who constitutes a majority in favour signs or authorises the document.

51.3. Any such resolution may consist of multiple copies of the same document, each signed or authorised by one or more of the Directors. The document may be in the form of a facsimile transmission or electronic communication.

52. Validity of acts

52.1. Any act done by the Board is valid and effective despite any defect that may afterwards be discovered in the appointment or qualification of any Director.

52.2. A procedural defect in decisions made by the Board will not result in such decisions being invalidated.

PART F - RECORDS

53. Minutes

53.1. The Board must ensure that minutes are made and kept of

- a. proceedings and resolutions of General Meetings of Members;
- b. minutes of circular resolutions of Members;
- c. proceedings and resolutions of Board meetings;
- d. resolutions passed by the Board without a meeting; and
- e. proceedings and resolutions of any committees of the Board.

54. Registers

54.1. The Company must keep all registers required by this Constitution and the Corporations Act.

54.2. The registers must be made available as required by the Corporations Act.

55. Financial and related records

- 55.1. The Company must make and keep written financial records that:
- a. correctly record and explain its transactions and financial position and performance; and
 - b. enable true and fair financial statements to be prepared and to be audited.
- 55.2. The Company must also keep written records that correctly record its operations.
- 56. Inspection of records**
- 56.1. A Member is not entitled to inspect the financial records or other documents of the Company unless authorised by the Board or the Corporations Act.

PART G - ADMINISTRATION

57. Company Secretary

- 57.1. There must be at least 1 Company Secretary appointed by the Board on any terms as the Board sees fit. The Board may remove or terminate such appointment subject to law.

58. Alteration of Constitution

- 58.1. This Constitution may only be altered by the Full Members passing a Special Resolution.

59. Financial year

- 59.1. The Company's financial year is from 1 July to 30 June, unless the Board passes a resolution to change the financial year.

60. Notices

- 60.1. Any notice required to be given to a Member under this Constitution may be given:
- a. by handing the notice to the Member personally; or
 - b. by sending it by post to the Member at the address recorded in the register of members; or
 - c. by email or facsimile transmission to an address or number provided by the Member.
- 60.2. Any notice required to be given to the Company may be given:
- a. by sending the notice by post to the registered address; or
 - b. by leaving the notice at the registered address; or
 - c. by email to the email address nominated by the Company for that purpose; or

- d. by facsimile transmission to the facsimile number of the Company.
- 60.3. A notice is taken, unless the contrary is proved, to have been given or served:
- a. in the case of a notice given or served personally, on the date on which it is received by the Member or the Company;
 - b. in the case of a notice sent by post, on the day it would be delivered in the ordinary course of post; and
 - c. in the case of a notice sent by electronic or facsimile transmission:
 - i. on a business day, on the date it was sent; or
 - ii. on a day that is not a business day, on the next business day.

61. Indemnity and insurance

- 61.1. For the purposes of this clause 61, 'officer' has the same meaning as in the Corporations Act including a person who is or has been a Director or Company Secretary.
- 61.2. The Company indemnifies each officer of the Company out of the assets of the Company, to the relevant extent, against all losses and liabilities (including costs, expenses and charges) incurred by that person as an officer of the Company.
- 61.3. In clause 61.2, 'to the relevant extent' means:
- a. to the extent that the company is not precluded by law (including the Corporations Act) from doing so; and
 - b. for the amount that the officer is not otherwise entitled to be indemnified and is not actually indemnified by another person (including an insurer under an insurance policy).
- 61.4. The indemnity is a continuing obligation and is enforceable by an officer even though that person is no longer an officer of the Company.
- 61.5. To the extent permitted by law (including the Corporations Act), and if the Board considers it appropriate, the Company may pay or agree to pay a premium for a contract insuring a person who is or has been an officer of the Company against any liability incurred by the person as an officer of the Company.

62. Seal and execution of documents

- 62.1. If the Company has a common seal, the seal shall be kept in the custody of the Company Secretary or their nominee.
- 62.2. The seal shall not be affixed to any instrument except by authority of the Board and the affixing thereof shall be attested by the signatures of:
- a. 2 Directors; or

b. a Director and the Company Secretary,
and that attestation is sufficient for all purposes that the seal was
affixed by authority of the Board.

62.3. Notwithstanding clauses 62.1 and 62.2, the Company may execute a document without use of the seal or in any other manner as permitted by law.

63. Winding Up

63.1. In the event of the winding up or the cancellation of the incorporation of the Company, the surplus assets of the Company must not be distributed to any Members or former Members in their capacity as Members.

63.2. Subject to the Act and any court order made under the Act, the surplus assets must be given to a body that:

- a. has similar objects to the Company and whose constitution requires it to apply its income in promoting those objects; and
- b. whose constitution prohibits it from making distributions to its members to at least the same extent as in clause 5.

63.3. The body to which the surplus assets are to be given is to be determined by Full Members at or before the time of winding up, or failing that, by the Board at or before the time of winding up, and failing such determination, by application to a court that has jurisdiction in the matter.