



CONSTITUTION

Approved [#]

NATIONAL ASSOCIATION OF WOMEN IN CONSTRUCTION



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Constitution

1. DEFINITIONS AND INTERPRETATION

1.1 Definitions

The following words have these meanings in this Constitution unless the contrary intention appears.

"ACNC Act" means the *Australian Charities and Not for profits Commission Act 2012* (Cth), or any other legislation relating to the establishment or operation of an Australian charities commission and any rulings or requirements of the Commissioner of the Australian Charities and Not for profits Commission under that Act, or any commissioner or body under any other such legislation, having application to the Company.

"Annual General Meeting" means an Annual General Meeting held pursuant to clause 6.1.

"Applicable Not for Profit Law" means any law relating to the regulation of charities or not for profit entities applicable to the Company, including the ACNC Act, the *Charities Act 2013* (Cth), each Charitable Fundraising Act, the Tax Act, section 150 of the Corporations Act and any Rulings or requirements of any commissioner or body under any such law, having application to the Company.

"Appointed Director" means a Director appointed under clause 9.8.

"Annual Membership Subscription" means the annual membership subscription payable by a Member under clauses 4.2(a) and 4.2(b).

"Auditor" means the auditor for the time being of the Company.

"Board" and **"Board of Directors"** means any Director or Directors acting as a Board of Directors of the Company for the time being.

"Chairperson" or **"Chair"** means the person elected as chair of the Company by the Directors under clause 13.6.

"Chapter" means a state, regional or territory based chapter, division or affiliated body of at least five (5) Full Members of the Company, subject to the provisions set out in clause 24.

"Chapter Council" means the Council of members elected to represent the interests of the members of a Chapter.

Charitable Fundraising Act means the legislation of any State or Territory of Australia, or the Commonwealth of Australia, regulating the raising of funds for charitable purposes and applicable to the Company, which may include, relevantly, *Charitable Fundraising Act 1991* (NSW).

"Chief Executive Officer" means a person appointed as chief executive officer under clause 14.

"Company" means the National Association of Women in Construction.



"Company Secretary" means a person appointed as a company secretary of the Company by the Directors under clause 16.

"Constitution" means this Constitution as altered or added to from time to time and a reference to a provision of this Constitution is a reference to that provision as altered or added to from time to time.

"Corporations Act" means the *Corporations Act 2001* (Cth) except to the extent of any exemption, modification, declaration or order made in respect of that legislation which applies to the Company.

"Councillor" means an elected member of a Chapter Council.

"Director" means a Director of the Company and includes both an Appointed Director and Elected Director (as applicable).

"Directors" means all or some of the Directors of the Company for the time being.

"Elected Director" means a Director elected under clause 9.

"General Meeting" means a meeting of Members and, except in clause 6.1(a), includes an Annual General Meeting.

"Chair of the Finance and Audit Committee" means the Chair of the Finance and Audit Committee of the Company for the time being.

"Joining Fee" means the joining fee payable by a person under clause 4.1.

"Manual" means the Policy and Procedures Manual published by or on behalf of the Company and containing rules and guidelines relevant to the Company which may be revoked, substituted, deleted or amended from time to time at the absolute discretion of the Directors.

"Member" means a member of the Company.

"Objects" means the objects of the Company in clause 2.3.

"Registered Office" means the registered office for the time being of the Company.

"Representative" means a representative appointed by a Corporate Member in accordance with the Corporations Act.

"Seal" means the common seal of the Company and any official seal of the Company.

"State" means any state or territory of Australia.

"Tax Act" means the *Income Tax Assessment Act 1997* (Cth) as modified or amended from time to time and includes any regulations made under that Act and any rulings or requirements of the Commissioner of Taxation of the Commonwealth of Australia having application to the Company.

"Telecommunication Meeting" means a meeting held by telephone, video or any other technology (or any combination of these technologies) which permits attendees to communicate with any other participant, and in the case of a



General Meeting, includes a meeting held in accordance with clause 6.2(a).

“**Vice-Chair**” means the person elected as vice-chair of the Company by the Directors under clause 13.6.

“**Voting Member**” means, in relation to a General Meeting, those Members present and entitled to vote.

1.2 Interpretation

- (a) In this Constitution unless the contrary intention appears:
- (i) the word person includes a firm, a body corporate, an unincorporated association or an authority;
 - (ii) the singular includes the plural and vice versa;
 - (iii) where a word or phrase is given a particular meaning, other parts of speech and grammatical forms of that word or phrase have corresponding meanings;
 - (iv) a reference to writing includes any mode of representing or reproducing words, figures or symbols in a lasting and visible form;
 - (v) a reference to an clause is a reference to one of the clauses of this Constitution;
 - (vi) a reference to a section is a reference to a section of the Corporations Act;
 - (vii) a reference to a law includes regulations and instruments made under the law and any amendment to the law from time to time; and
 - (viii) the meaning of general words is not limited by specific examples introduced by including, for example or similar expressions.
- (b) Headings are inserted for convenience and do not affect the interpretation of this Constitution.

2. PRELIMINARY

2.1 Nature of the Company

The Company is a public company limited by guarantee.

2.2 Replaceable rules

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

2.3 Objects

The Objects for which the Company is established and maintained are to drive changes that will aid in the increased recruitment, retention and further vocational development of women within all facets of the construction industry.



2.4 Application of income and property

- (a) Subject to clause 2.4(b) and clause 10.2, the Company will only apply the income and property of the Company in promoting the Objects, and the Company will not be carried on for the profit or gain of Members, either while it is operating or on winding up.
- (b) No income, profits or assets (whether in money, property or other benefits) will be paid, distributed or transferred directly or indirectly to any Member of the Company except as genuine compensation for services provided to, or reasonable expenses incurred on behalf of, the Company, or such other payments, distributions or transfers as may be permitted by the Applicable Not-for-Profit Laws.

2.5 Receipts

- (a) If the Company accepts a gift, contribution or donation of money or property, the Company must issue receipts if and as required by, and otherwise comply with, all applicable laws in relation to any such gift, contribution or donation, including without limitation the Applicable Not-for-Profit Laws.
- (b) The Company may seek gifts, contributions or donations of money or property from the public.

2.6 Applicable Not-for-Profit Laws

The Company will at all times comply with the Applicable Not-for-Profit Laws (to the extent applicable to the Company).

2.7 Amendment of this Constitution

This Constitution may be amended in accordance with the requirements of the Corporations Act.

3. MEMBERSHIP

3.1 Becoming a Member

Subject to any provisions in this Constitution with respect to the eligibility of persons to become a Member of the Company, the Directors may (but are not obliged to) admit any person as a Member on the person agreeing to be bound by this Constitution and paying the Joining Fee (if any) and the initial Annual Membership Subscription to the Company.

3.2 Members

- (a) The Company can have an unlimited number of Members.
- (b) The Members of the Company are:
 - (i) the persons who consented to be a Member in the application for registration of the Company; and
 - (ii) any other persons, corporations or organisations who are admitted to membership in accordance with this Constitution,



and whose membership has not ceased pursuant to clause 3.6.

3.3 Classes of Members

Members of the Company will fall into one of the following categories:

- (a) **“Individual Member”** is a natural person who is actively involved in or affiliated with the building or construction industry and meets such other eligibility criteria as set out in the Manual from time to time. Each Individual Member will, subject to this Constitution, have the right to receive notice and to be present and vote at General Meetings;
- (b) **“Student/Apprentice Member”** is a natural person who is either an apprentice employed in the building and construction industry or person who is enrolled in a full time or part time course of study or training in a building or construction related field and meets such other eligibility criteria as set out in the Manual from time to time. Each Student/Apprenticeship Member will, subject to this Constitution, have the right to receive notice and to be present and vote at General Meetings;
- (c) **“Honorary Life Member”** which may be conferred by resolution of the Board upon a person who has rendered outstanding service to the Company. Each Honorary Life Member will, subject to this Constitution, have the right to receive notice and to be present and to debate and vote at General Meetings. An Honorary Member shall be exempt from the payment of Annual Membership Subscriptions;
- (d) **“Corporate Member”** is a legal entity which is actively involved in or affiliated with the building or construction industry and meets such other eligibility criteria as set out in the Membership Policy from time to time. All individuals that are registered by the Corporate Member will, subject to this Constitution, have the right to receive notice of General Meetings and to be present and vote at General Meetings; and
- (e) such new or other categories of Members as may be established by the Directors. Any new category of Member established by the Directors cannot be granted voting rights without the approval of the Company in General Meeting.

3.4 Classes of Members

Subject to this Constitution and applicable law (including the Corporations Act), the Directors may from time to time determine, vary and replace:

- (a) the classes of membership of the Company (including the rights attaching, or not attaching, to a particular class of membership) provided that such a determination, variation or replacement will have no effect unless and until it is approved by a resolution of the Company passed in general meeting by not less than a majority of the Members entitled to vote on the resolution; and
- (b) the qualifications for admission, and continued membership, in a particular class of membership (including any membership fees payable on application or on a periodic basis).



3.5 Applications for membership

An application for membership must be in writing, signed and in a form approved by, and containing the information required by, the Directors in their absolute discretion, and must include an undertaking by the applicant to:

- (a) be bound by this Constitution and the regulations, rules and policies of the Company;
- (b) pay the fees and subscriptions as determined by the Company from time to time; and
- (c) support the Company in the promotion of its Objects.

3.6 Ceasing to be a Member

- (a) A Member ceases to be a Member on:
 - (i) if the Member gives the Company written notice of resignation, the date of receipt of that notice or on a specified date occurring not more than six months after receipt of the notice;
 - (ii) death;
 - (iii) becoming bankrupt or insolvent or making an arrangement or composition with creditors of the person's joint or separate estate generally;
 - (iv) becoming of unsound mind or a person whose person or estate is liable to be dealt with in any way under a law relating to mental health;
 - (v) failure to pay any required membership fees after 3 months from the due date, unless the Directors by resolution agree to extend the timeframe for payment of the fees;
 - (vi) if a corporation, being dissolved or otherwise ceasing to exist, having a liquidator or provisional liquidator appointed to it, or being unable to pay its debts; or
 - (vii) a resolution that the Member's membership (including a Corporate Member's membership) be terminated being passed at a meeting of the Board of Directors by a majority of not less than three quarters of all Directors at the time of that resolution, provided that the person has the right to be heard at that meeting before the decision is taken.

4. MEMBERSHIP FEES

4.1 Joining Fee

The Directors may from time to time prescribe a non-refundable Joining Fee payable by a person as a condition to that person becoming a Member.



4.2 Annual Membership Subscriptions

- (a) The Directors may from time to time prescribe such annual membership subscription to be payable by Members as it may determine in its absolute discretion.
- (b) Annual Membership Subscriptions shall be due and payable on 1 July in each year.
- (c) Any taxes (including goods and services tax) payable by the Company in respect of Membership Joining Fees or Annual Membership Subscriptions are not included in such fees or subscriptions and are to be borne by the Member liable to pay such fees or subscriptions in addition thereto.

5. REGISTER OF MEMBERS

The Company must set up and maintain a Register containing the following information:

- (a) the name and address of each Member;
- (b) the date on which the entry of the Member's name in the Register is made;
- (c) the name and details of each person who ceased to be a Member within the last 7 years; and
- (d) the date on which the person ceased to be a Member.

6. GENERAL MEETINGS

6.1 Power to convene General Meeting

- (a) The Directors must call and arrange to hold a General Meeting of the Company on the request of the Members made in accordance with the Corporations Act.
- (b) Subject to the Corporations Act and clause 6.1(c), the Directors may convene a General Meeting whenever they think fit.
- (c) To the extent required by the Corporations Act, the Company shall hold an Annual General Meeting at least once in each calendar year and within five months of the end of its financial year. The business of the Annual General Meeting shall include that set out in clause 7.1.

6.2 Use of technology to hold General Meetings

- (a) Despite anything in this Constitution, the attendees need not all be physically present in the same place for a General Meeting to be held in accordance with this Constitution. A General Meeting may be held by all attendees communicating with each other by any technological means which gives all Members as a whole a reasonable opportunity to participate in the General Meeting. For the avoidance of doubt, the Company can hold a General Meeting by:
 - (i) all attendees physically attending the meeting at one or more designated locations;



- (ii) using virtual meeting technology that allows all attendees to simultaneously hear each other and participate in discussion; or
 - (iii) using a combination of the above methods.
- (b) A Director, Member or any other attendee who attends a Telecommunication Meeting is taken to be present and is entitled to vote at the meeting (to the extent they are entitled to vote in accordance with this Constitution).
- (c) Despite anything in this Constitution, the means by which voting at a Telecommunication Meeting will occur will be determined by the Directors, ensuring that all attendees of a Telecommunication Meeting have a mechanism for adequate participation.

6.3 Notice of General Meeting

- (a) Subject to the provisions of the Corporations Act allowing General Meetings to be held with shorter notice, at least 21 days' notice of a General Meeting must be given in writing to each Member.
- (b) A notice convening a General Meeting of the Company or of any class of Members:
 - (i) must specify the place, date and time of the meeting (and if the meeting is a Telecommunication Meeting, the technology that will be used to facilitate this);
 - (ii) must state the general nature of the business to be transacted at the meeting, other than the matters specified in clause 7.1;
 - (iii) must state that a Member entitled to attend and vote is entitled to appoint a proxy (that does not need to be a member); and
 - (iv) must specify an electronic address or other electronic means for the purposes of proxy appointment; and
 - (v) if a special resolution is to be proposed at the meeting, must include the text of the resolution and specify an intention to propose the resolution as a special resolution.
- (c) 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.

6.4 Auditor's and Director's rights to attend General Meetings

- (a) The Auditor or an agent authorised by the Auditor in writing for the purpose is entitled to attend any General Meeting, to receive all notices of and other communications relating to any General Meeting which a Member is entitled to receive and to be heard at any General Meeting on any part of the business of the meeting which concerns the Auditor in that capacity and is entitled to be heard notwithstanding that the Auditor retires at that meeting or a resolution to remove the Auditor from office is passed at that meeting.



- (b) A Director is entitled to attend any General Meeting, to receive all notices of and other communications relating to any General Meeting which a Member is entitled to receive and to be heard at any General Meeting on any part of the business of the meeting.

6.5 Cancellation or postponement of General Meeting

- (a) Where a General Meeting is convened by the Directors, they may, whenever they think fit, cancel the meeting or postpone the holding of the meeting to a date and time determined by them.
- (b) Written notice of postponement of a General Meeting must be given to all persons entitled to receive notices of General Meetings from the Company at least three days before the date for which the meeting is convened and must specify the reason for postponement.
- (c) A notice postponing the holding of a General Meeting must specify:
 - (i) a date and time for the holding of the meeting; and
 - (ii) a place for the holding of the meeting, which may be either the same as or different from the place specified in the notice convening the meeting.
- (d) The number of days from the giving of a notice postponing the holding of a General Meeting to the date specified in that notice for the holding of the meeting may not be less than the number of days' notice of the meeting required to be given by this Constitution or the Corporations Act.
- (e) The only business that may be transacted at a General Meeting which is postponed is the business specified in the notice convening the meeting.
- (f) The accidental omission to give notice of a postponement or cancellation of a meeting to, or the non-receipt of any such notice by, any person entitled to notice does not invalidate that postponement or any resolution passed at a postponed meeting:
- (g) If:
 - (i) by the terms of an instrument appointing a proxy or an attorney, or of an appointment of a Representative, a proxy or an attorney or Representative is authorised to attend and vote at a General Meeting to be held on a specified date or at a General Meeting or General Meetings to be held on or before a specified date; and
 - (ii) the date for holding the meeting is postponed to a date later than the date specified in the instrument of proxy, power of attorney or appointment of Representative, then, by force of this clause, that later date is substituted for and applies to the exclusion of the date specified in the instrument of proxy, power of attorney or appointment of Representative, unless the Member appointing the proxy, attorney or Representative gives to the Company Secretary notice in writing to the contrary before the time to which the holding of the meeting has been postponed.



- (h) Clauses 6.5(a) to 6.5(g) do not apply to a General Meeting convened by the Directors in accordance with a requisition of Members under clause 6.1(a) or the Corporations Act.

7. PROCEEDINGS AT GENERAL MEETINGS

7.1 Business of the Annual General Meeting

The business of an Annual General Meeting is to include:

- (a) consideration of the profit and loss account, the balance sheet and the reports of the Directors and the Auditor;
- (b) the election of Directors; and
- (c) if applicable, the appointment and fixing of remuneration of the Auditor.

7.2 Quorum

- (a) Subject to clause 7.2(d), ten (10) Members, present in person or by proxy, attorney or Representative, are a quorum at a General Meeting.
- (b) An item of business may not be transacted at a General Meeting unless a quorum is present when the meeting proceeds to consider it, but if a quorum is present at the beginning of a meeting it is to be deemed present throughout the meeting unless the Chair of the meeting on the Chair's own motion or at the instance of a Member, proxy, attorney or Representative who is present otherwise declares.
- (c) If within 30 minutes after the time appointed for a meeting a quorum is not present, the meeting:
 - (i) if called by the Members under clause 6.1(a), is dissolved; and
 - (ii) in any other case stands adjourned to the same day in the next week and the same time and place, or to such other day, time and place as the Directors appoint by notice to the Members and others entitled to notice of the meeting.
- (d) At any such adjourned meeting ten (10) persons each being a Member, proxy, attorney or Representative present at the meeting are a quorum and, if a quorum is not present within 30 minutes after the time appointed for the adjourned meeting, the meeting is dissolved.

7.3 Chairperson

- (a) The Chair is entitled to preside as Chairperson at General Meetings, but if the Chair is not present and able and willing to act within 30 minutes after the time appointed for a meeting or has signified an intention not to be present and able and willing to act, the following may preside (in order of entitlement): the Vice-Chair, a Director chosen by a majority of the Directors present, the only Director present, a Member, proxy, attorney or Representative chosen by a majority of the Members, proxies, attorneys and Representatives present.
- (b) If there is an equality of votes, whether on a show of hands or on a poll, the Chairperson of the meeting is entitled to a casting vote in addition to any votes



to which the Chairperson is entitled as a Member or proxy or attorney or Representative of a Member. The Chairperson has a discretion both as to whether or not to use the casting vote and as to the way in which it is used.

- (c) If there is a dispute at a General Meeting about a question of procedure, the Chairperson may determine the question.
- (d) The Chairperson of an Annual General Meeting must allow a reasonable opportunity for the Members as a whole at the meeting to ask questions about or make comments on the management of the Company.

7.4 How questions are decided

- (a) Subject to the Corporations Act and this Constitution in relation to special resolutions, a resolution is carried if a majority of votes cast on the resolution by Members entitled to vote are in favour of the resolution.
- (b) Every question submitted to a meeting is to be decided by a show of hands, unless before or on the declaration of the result of the show of hands a poll is demanded by:
 - (i) the Chairperson of the meeting;
 - (ii) not less than five Members present in person or by proxy, attorney or Representative and having the right to vote at the meeting; or
 - (iii) a Member or Members so present representing not less than 10% of the total voting rights of all the Members having the right to vote at the meeting,and the demand for the poll is not withdrawn.
- (c) Unless a poll is so demanded and the demand is not withdrawn:
 - (i) a declaration by the Chairperson that a resolution has been carried, carried by a particular majority, or lost; and
 - (ii) an entry to that effect in the minutes of the meeting,are conclusive evidence of that fact and it is not necessary to prove the number or proportion of votes cast in favour of or against the motion.
- (d) A poll must be taken in such manner as the Chairperson of the meeting determines and the result of the poll is to be deemed the resolution of the meeting at which the poll was demanded.
- (e) A poll may not be demanded on the election of a Chairperson of a meeting and a poll demanded on a question of adjournment is to be taken at the meeting and without adjournment.
- (f) A demand for a poll does not prevent the continuance of the meeting for the transaction of any business other than the question on which the poll has been demanded.
- (g) The Chairperson may determine any dispute about the admission or rejection of a vote.



7.5 Objection to voting qualification

- (a) 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 its vote.
- (b) An objection must be referred to the Chairperson of the General Meeting, whose decision made in good faith is final.
- (c) A vote which the Chairperson does not disallow because of an objection is valid for all purposes.

7.6 Adjournment

- (a) Subject to the Corporations Act, the Chairperson of a meeting may with the consent of the meeting adjourn the meeting from time to time and place to place, but the only business that may be transacted at an adjourned meeting is the business left unfinished at the meeting from which the adjournment took place.
- (b) If a meeting is adjourned for more than 21 days, notice of the adjournment must be given in accordance with clause 6.3.

8. VOTES OF MEMBERS

8.1 Voting rights

Subject to the rights and any restrictions attached to or affecting any class of Members and to any other restrictions in this Constitution, each Member present in person or by proxy, attorney or Representative has one vote (on a poll or show of hands).

8.2 Right to appoint proxy

A Member entitled to attend at a meeting of the Company or of any class of Members is entitled to appoint another person (who must also be a Member) as proxy to attend in the Member's place at the meeting and a proxy has the same right as the Member to speak and vote at the meeting.

8.3 Instrument of proxy

- (a) An appointment of a proxy is valid if it is signed, or authenticated in accordance with the Corporations Act, 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 a proxy is valid even if it only contains some of the information required by section 250A(1) of the Corporations Act.
- (b) The Company may send a proxy appointment form to Members in a form which has been approved by the Directors.
- (c) A proxy's appointment is valid at an adjourned General Meeting.
- (d) A proxy or attorney may be appointed for all General Meetings or for any number of General Meetings or for a particular purpose.



- (e) Unless otherwise provided for in the proxy's appointment or in any instrument appointing an attorney, the appointment of the proxy will be taken to confer authority:
 - (i) to vote on:
 - (A) any amendment moved to the proposed resolutions and on any motion that the proposed resolutions not be put or any similar motion; and
 - (B) any procedural motion, including any motion to elect the chairperson, to vacate the chair or to adjourn the General Meeting,

even though the appointment may specify the way the proxy or attorney is to vote on a particular resolution; and
 - (ii) to vote on any motion before the General Meeting whether or not the motion is referred to in the appointment.
- (f) If a proxy appointment is signed or authenticated by the Member but does not name the proxy or proxies in whose favour it is given, the Chairperson may either act as proxy or complete the proxy appointment by inserting the name or names of one or more Directors or the Secretary.

8.4 Right to appoint attorney

A Member may by power of attorney duly executed in the presence of at least one witness and (if necessary) duly stamped appoint an attorney (who must also be a Member) to act on the Member's behalf at all or any meetings of the Company or of any class of Members.

8.5 Right to appoint Authorised Representative

A Corporate Member may appoint a person who is an employee or other person duly authorised in writing by the Corporate Member to represent and (if the Corporate Member is a Full Member) to vote on behalf of the Corporate Member at meetings of the Company and to be the contact person for service of notices by the Company on the Corporate Member. Such appointment shall be by written notice to the Company Secretary of the Company and shall stand unless and until the Corporate Member notifies the Company that such appointment has been revoked or that the appointee has been replaced.

8.6 Receipt of proxy and other instruments

To be effective, an instrument appointing a proxy and any power of attorney under which it is executed or a copy (verified by statutory declaration as a true copy) of the power of attorney, or an instrument appointing an attorney, in either case together with such evidence of due stamping (if necessary) and execution and non-revocation of the power of attorney as the Directors may require, must be received by the Company Secretary:

- (a) at the Registered Office; or
- (b) a facsimile number at the Registered Office; or



- (c) a place, facsimile number or electronic address as is specified for that purpose in the notice convening the meeting:

48 hours before the time appointed for the meeting or adjourned or postponed meeting or poll which the appointee proposes to attend or on which the appointee proposes to vote.

8.7 Validity of vote in certain circumstances

- (a) A vote cast by a proxy, attorney or Representative is valid notwithstanding the previous revocation of that person's authority by the death of the principal or otherwise, unless an intimation in writing of the revocation has been received at the Registered Office or by the Chair of the meeting before the vote is cast.
- (b) No Member or proxy, attorney or Representative of a Member may vote at any General Meeting or in the course of any postal vote under this clause 8, unless all moneys due and payable by the Member to the Company have been paid.

9. DIRECTORS

9.1 Number of Directors

- (a) The Company must have no less than three or more than ten Directors, unless otherwise determined by the Company in General Meeting.
- (b) Subject to clause 9.1(a), not more than six Directors are to be elected by the Members (**Elected Directors**), and not more than four Directors are to be appointed under clause 9.8 (**Appointed Directors**).

9.2 Eligibility

- (a) An Elected Director under clause 9.6 must be a Member.
- (b) A person who:
 - (i) is an employee of the Company; or
 - (ii) serves on a Chapter Council or is the chair of any Chapter Council committee;

may not hold office as a Director.

9.3 Term

- (a) Subject to provisions in this Constitution relating to earlier retirement or removal of Directors, Elected Directors shall be elected for a term of three years and remain in office from the conclusion of the Annual General Meeting at which the election occurred until the conclusion of the second Annual General Meeting following.
- (b) Should any adjustment to the term of Elected Directors be necessary to ensure rotational terms in accordance with this Constitution, this shall be determined by the Board by agreement or, failing that, by lot.



9.4 Maximum term of office for Elected Directors

- (a) Subject to clause 9.4(b):
 - (i) an Elected Director must not serve more than two consecutive terms as a Director, except as varied by clause 9.4(b);
 - (ii) an Elected Director who has served a maximum term in accordance with clause 9.4(a)(i) shall not be eligible to be a Director for six years following the completion of their maximum term; and
 - (iii) an Elected Director shall not be eligible to serve more than three terms in any fifteen-year period.
- (b) Where an Elected Director is appointed as Chair, and that Elected Director's tenure expires less than 12 months from the appointment as Chair, that Elected Director's tenure may be extended for one further term of 12 months by approval of the Board.

9.5 Nomination for election

- (a) At least 45 days prior to the proposed date of the Annual General Meeting at which a resolution or resolutions will be proposed to fill a vacancy in an Elected Director position, the CEO will request from Members nominations (which comply with this clause 9.5) for elections to positions falling vacant, which must be received no less than 28 days prior to the AGM.
- (b) Any Member may nominate a person to fill a vacancy in an Elected Director position that is to be the subject of an election at the next AGM.
- (c) A nomination must:
 - (i) be in the form required by the Directors; and
 - (ii) signed by the nominator and nominee.

9.6 Elected Director elected at General Meeting

- (a) At a General Meeting:
 - (i) at which an Elected Director retires; or
 - (ii) at the commencement of which there is a vacancy in the office of an Elected Director,there will be a vote of the Members conducted in accordance with this clause.
- (b) Elections for Elected Directors shall be by ballot in accordance with this clause at the relevant General Meeting on papers prepared by the Company Secretary (or other person authorised by the Board for the purpose).
- (c) The ballot for an election to fill one or more Elected Director positions will be conducted in accordance with the following procedure:
 - (i) if at the close of nominations for an election to fill one or more Elected Director positions the number of eligible 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 Elected Director positions; and

- (ii) if at the close of nominations for an election to fill one or more Elected Director positions there are more eligible nominees than the number of positions to be filled, a ballot will be conducted as a poll and the eligible nominee/s who receives the highest number of votes will be elected to fill the Elected Director positions prior to a General Meeting. If two or more nominees get the same number of votes and at the relevant time there is only one Elected Director position to be filled then the Company Secretary (or other person authorised by the Board for the purpose) is to draw the name of one of those nominees by lot. That nominee is to be elected as an Elected Director.

9.7 Casual vacancy in ranks of Elected Directors

- (a) The Directors may at any time appoint a person to fill a casual vacancy in the rank of the Elected Directors.
- (b) A person appointed under clause 9.7(a) holds office until the next Annual General Meeting at which time they can offer themselves for re-election.

9.8 Appointed Directors

- (a) In addition to the Elected Directors, the Directors may appoint up to four persons to be Directors because of their special business acumen and/or technical skills (**Appointed Directors**).
- (b) Subject to clause 11.2, an Appointed Director holds office for a term determined by the Directors not to exceed two years and the appointment will be on such other terms as the Directors determine.
- (c) A person may only serve two terms as an Appointed Director (for a period of 2 years for each appointed term as per 9.8(b)) but, subject to the other requirements of this Constitution, are otherwise eligible to be elected to an Elected Director position for a further single term of three years (as per 9.4(a)).
- (d) The Directors may at any time appoint a person to fill a casual vacancy in the rank of the Appointed Directors on whatever terms the Directors decide.

10. REMUNERATION AND EXPENSES

10.1 Restrictions on payments to Directors

Subject to clause 10.2, the Company must not pay fees or other remuneration to a Director.

10.2 Payments to Directors with Board approval

With the approval of the Board the Company may pay to a Director:

- (a) reasonable expenses (including travelling and accommodation) incurred in carrying out duties as a Director;



- (b) reasonable payment for services provided by the Director to the Company other than in the capacity as Director, where the amount payable is no more than an amount which commercially would be reasonable payment for the service;
- (c) reasonable rent for premises leased by the Director to the Company; 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 of the Corporations Act.

11. VACATION OF OFFICE AND CONFLICT OF INTEREST

11.1 Removal of Director

- (a) Subject to the provisions of the Corporations Act, the Company may in General Meeting by ordinary resolution remove any Director prior to the expiration of that Director's term of office.
- (b) Unless otherwise resolved at a General Meeting, a Director removed in accordance with clause 11.1(a) cannot be re-appointed as a Director within two years of their removal.

11.2 Vacation of office

The office of a Director is automatically vacated if the Director:

- (a) is removed in accordance with clause 11.1;
- (b) ceases to be a Director by virtue of, or becomes prohibited from being a Director because of an order made under, the Corporations Act or the ACNC Act;
- (c) becomes bankrupt or insolvent or makes an arrangement or composition with creditors of the Director's joint or separate estate generally;
- (d) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under a law relating to mental health;
- (e) resigns office by notice in writing to the Company;
- (f) is not present personally at the meetings of the Directors for a continuous period of three months within a six month period without leave of absence from the Directors;
- (g) has not paid any required membership fees after 3 months from the due date, unless the Directors by resolution agree to extend the timeframe for payment of the fees.

11.3 Suspension of Directors

- (a) If the conduct, position or circumstances of any Director is such that continuance in office appears to the majority of the Directors to be prejudicial to the interests of the Company, a majority of Directors at a meeting of the Directors specifically called for that purpose may suspend that Director.
- (b) Within 14 days of any suspension under clause 11.3(a), the Directors must call a General Meeting, at which the Members entitled to vote may either confirm



the suspension and remove the Director from office in accordance with clause 11.1, or annul the suspension and reinstate the Director.

11.4 Director's interests

- (a) A Director may:
 - (i) hold an office in the Company, on any terms as the Directors resolve;
 - (ii) hold an office or otherwise be interested in other body corporate in which the Company is interested; or
 - (iii) act, or the Director's firm may act, in any professional capacity for the Company (except as auditor),

and retain the benefits of doing so if the Director discloses in accordance with the Corporations Act the interest giving rise to those benefits.

- (b) If a Director discloses the interest of the Director in accordance with the Corporations Act:
 - (i) the Director may contract or make an arrangement with the Company in any matter in any capacity;
 - (ii) the Director may, subject to the Corporations Act, be counted in a quorum for a meeting of Directors considering the contract or arrangement;
 - (iii) the Director may, subject to the Corporations Act, vote on whether the Company enters into the contract or arrangement, and on any matter that relates to the contract or arrangement;
 - (iv) the Director may sign on behalf of the Company, or witness the affixing of the common seal of the Company to, any document in respect of the contract or arrangement;
 - (v) the Director may retain the benefits under the contract or arrangement; and
 - (vi) the Company cannot avoid the contract or arrangement merely because of the existence of the Director's interest.

12. POWERS OF DIRECTORS

- (a) The business of the Company is managed by the Directors who may exercise all powers of the Company that this Constitution and the Corporations Act do not require to be exercised by the Company in general meeting.
- (b) Without limiting the generality of clause 12(a), the Directors may exercise all the powers of the Company to:
 - (i) borrow money;
 - (ii) charge any property or business of the Company;
 - (iii) issue debentures or give any other security for a debt, liability or obligation of the Company or of any other person; and



- (iv) guarantee or to become liable for the payment of money or the performance of any obligation by or of any other person.

13. PROCEEDINGS OF DIRECTORS

13.1 Meetings

The Directors may meet for the dispatch of business, adjourn and otherwise regulate their meetings and proceedings as they deem necessary.

13.2 Convening meetings

- (a) A Director may, and the Company Secretary on the request of a majority of Directors must, convene a meeting of Directors, by giving not less than 48 hours written notice to all Directors, including an agenda of matters for discussion and resolution. The Directors may unanimously waive the requirement of notice or unanimously agree to such shorter notice as they think fit.
- (b) A Director who is not in Australia remains entitled to receive notice of a meeting of Directors.

13.3 Technology

- (a) 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.
- (b) The Directors need not all be physically present in the same place for a Directors' meeting to be held.
- (c) A Director who participates in a Telecommunications Meeting is taken to be present and entitled to vote at the meeting.

13.4 Quorum

- (a) A majority of Directors constitutes a quorum.
- (b) The quorum must be present at all times during the meeting.

13.5 Effect of vacancy

The continuing Directors may act notwithstanding a vacancy in their number for the purpose of filling vacancies to the extent necessary to bring their number up to that minimum or calling a General Meeting.

13.6 Chair and Vice-Chair

- (a) The Directors must elect a Chair and a Vice-Chair and determine the period for which the Chair and Vice-Chair will hold office, and may by resolution remove the Chair or Vice-Chair from office.
- (b) The Chair is entitled to preside at meetings of the Directors but, if the Chair is not present and able and willing to act within 15 minutes after the time appointed for a meeting or has signified an intention not to be present and able



and willing to act, the following may preside (in order of entitlement): the Vice-Chair, a Director chosen by a majority of the Directors present.

13.7 How questions are decided

Subject to this Constitution, questions arising at a meeting of the Directors are to be decided by a majority of votes.

13.8 Delegation

- (a) The Directors may delegate any of their powers, other than those which by law must be dealt with by the Directors as a board to:
 - (i) a committee (which may include persons other than Directors in addition to at least one Director);
 - (ii) a Director;
 - (iii) an employee of the Company; or
 - (iv) any other person.
- (b) A committee or person to which powers have been delegated must exercise its powers in accordance with any directions of the Directors and a power exercised in that way is taken to have been exercised by the Directors.
- (c) A committee or person to which any powers have been delegated may be authorised to sub-delegate all or any of the powers for the time being vested in it.
- (d) The Directors may at any time revoke any delegation of power.
- (e) The meetings and proceedings of any committee will be governed by the provisions of this Constitution as to the meetings and proceedings of the Directors so far as they are applicable and are not inconsistent with any directions of the Directors.

13.9 Written resolution

- (a) The Directors may pass a resolution without a Directors' meeting being held if all the Directors entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document. The resolution is passed when the last Director entitled to vote signs.
- (b) 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.
- (c) Any document referred to in this clause may be in the form of a facsimile or electronic transmission or notification.
- (d) The minutes of Directors' meetings must record that a resolution was passed in accordance with this clause.
- (e) This clause applies to meetings and resolutions of Directors' committees as if all members of the committee were Directors.



13.10 Validity of acts of Directors

All acts of the Directors, or a person acting as a Director are valid notwithstanding that it is afterwards discovered that there was some defect in the appointment, election or qualification of them or any of them or that they or any of them were disqualified or had vacated office.

14. CHIEF EXECUTIVE OFFICER

14.1 Appointment and removal

The Directors may appoint a person to the office of Chief Executive Officer or equivalent for a fixed term agreed to by the Directors and may remove a person so appointed and appoint another instead.

14.2 Remuneration

The Directors may determine the remuneration of a Chief Executive Officer or equivalent.

14.3 Powers

The Directors may confer on a Chief Executive Officer or equivalent such of the powers conferred on the Directors by these clauses, for such time, to be exercised for such purposes, on such terms and with such restrictions as they think fit and all or any of those powers may be conferred collaterally with but not to the exclusion of the powers of the Directors and may be revoked or varied by the Directors.

15. POWER OF ATTORNEY

15.1 Powers of attorney

- (a) The Directors may by revocable or irrevocable power of attorney under the common seal of the Company appoint a person to be the attorney of the Company for such purposes and with such powers (not exceeding those conferred on the Directors by this Constitution) and for such period and subject to such conditions as the Directors think fit.
- (b) Any such appointment may be made in favour of the members or any of the members of a local board or in favour of a body corporate or of the members, directors, nominees or managers of a body corporate or firm or in favour of a fluctuating body of persons whether nominated directly or indirectly by the Directors and any such power of attorney may contain such provisions for the protection or convenience of persons dealing with the attorney as the Directors think fit.

16. COMPANY SECRETARY

16.1 Appointment of Company Secretary

There must be at least one Company Secretary who is appointed by the Directors.



16.2 Suspension of Company Secretary

The Directors may suspend or remove a Company Secretary from that office.

16.3 Powers, duties and authorities of Company Secretary

A Company Secretary holds office on such terms and conditions (including as to remuneration) and with the powers, duties and authorities, delegated to them by the Directors.

17. AUTHENTICATION OF DOCUMENTS

17.1 Company seals

If the Company has a common seal:

- (a) the Directors must provide for the safe custody of the common seal;
- (b) the common seal must not be used without the authority of the Directors or a Directors' committee authorised to use the common seal;
- (c) every document to which the common seal is affixed must be signed by a Director and be countersigned by another Director, the Secretary or another person appointed by the Directors to countersign the document.

17.2 Negotiable instruments

Cheques, bills of exchange, promissory notes and other negotiable instruments maybe signed, accepted, drawn, made or endorsed on behalf of the Company in such manner and by such persons (whether Directors or officers of the Company or not) as the Directors determine but not otherwise.

18. INSPECTION OF BOOKS

- (a) Subject to the Corporations Act and any resolution of the Company in General Meetings, the Directors may determine whether and to what extent and at what times and places and under what conditions and regulations the books and documents of the Company or any of them will be open to inspection by the members and other persons.
- (b) A Member or other person, not being a Director, has no right to inspect any of the books or documents of the Company except as conferred by statute or authorised by the Directors or by a resolution of the Company in General Meeting.

19. AUDIT AND ACCOUNTS

- (a) The Directors must cause the Company to keep written financial records in relation to the business of the Company, and to prepare financial documents and reports, in accordance with the requirements of the Corporations Act and any other applicable laws.
- (b) The Directors must cause the financial records and financial documents of the Company to be audited to the extent required by, and in accordance with the requirements of, the Corporations Act and any other applicable laws.



20. SERVICE OF DOCUMENTS

- (a) Subject to the Corporations Act, a notice or other document may be delivered or served by the Company either personally or by sending it:
- (i) in the case of a Member who does not have a registered address in Australia, by airmail post; and
 - (ii) in any other case, by ordinary post, or by sending it to the fax number or electronic mail address nominated by that Member,
- and is at the risk of the addressee as soon as it is given or posted.
- (b) A Member whose registered address is not in Australia may specify in writing an address in Australia to be deemed the Member's registered address within the meaning of clause 20.
- (c) A document sent by post is to be deemed received or served on the day next following that on which it was posted and in proving delivery or service it is sufficient to prove that the envelope or wrapper containing the document was properly addressed and stamped and was posted.
- (d) A certificate in writing signed by a Director, Company Secretary or other officer of the Company that a document or its envelope or wrapper was properly addressed and stamped and was posted is conclusive evidence of those facts.
- (e) A notice may be served by the Company on a Member or other person receiving notice under this Constitution by sending it by facsimile or electronic mail to that person at the person's registered address. A notice so sent is to be deemed served on the day following production of a transmission report by the machine or computer from which the facsimile or electronic mail was sent which indicates that the facsimile or electronic mail was sent in its entirety to the person's facsimile number or electronic mail address (as the case may be).
- (f) Subject to the Corporations Act:
- (i) If a given number of days' notice or notice extending over any other period is required to be given, the day on which the notice is to be deemed served and in case of a notice convening a meeting the day on which the meeting is to be held are to be excluded in calculating the number of days or other period;
 - (ii) if this Constitution requires or permits a notice to be given by the Company, the Directors, a Director or the Company Secretary, neither accidental omission to give the notice nor non-receipt of the notice invalidates the meeting, resolution, procedure or matter to which the notice relates;
 - (iii) the signature to a written notice need not be handwritten; and
 - (iv) all summonses, notices, process, judgments and orders in relation to any legal proceedings by the Company or its liquidator against a Member not in Victoria may be served by certified or registered post (the foregoing provisions as to notices applying with necessary changes) and that service is to be deemed personal service.



21. DISPUTE RESOLUTION

- (a) Disputes between Members (in their capacity as Members), disputes between Members and the Company and disputes between Directors that the parties have not been able to themselves resolve (after following any internal dispute procedures the Directors may specify or adopt) are to be referred to such mediator as the Directors may determine.
- (b) At least seven days before such a mediation session is to commence, the parties are to exchange statements of the issues that are in dispute between them and supply copies to the mediator.
- (c) Any internal dispute procedures the Directors may specify or adopt may include, without limitation:
 - (i) the appointment of an independent person to arbitrate on the dispute; and
 - (ii) processes to bring the parties together to help resolve the dispute at an early stage,and should allow all parties a full and fair opportunity to present their case.

22. INDEMNITY

22.1 Indemnities

- (a) To the extent permitted by law:
 - (i) every person who is or has been an Officer of the Company or of a subsidiary of the Company will be indemnified out of the property of the Company against any liability to another person where the liability is incurred by the Officer in his or her capacity as an Officer of the Company or a subsidiary of the Company provided that this indemnity shall not apply where the liability:
 - (A) is to the Company or a related body corporate of the Company;
 - (B) arises out of conduct involving a lack of good faith;
 - (C) is for a contravention of any of the provisions of the Corporations Act specified in section 1317E of that Act;
 - (D) is for a pecuniary penalty under section 1317G of the Corporations Act;
 - (E) is for compensation under section 1317H of the Corporations Act;
 - (ii) every person who is or has been an Officer of the Company or of a subsidiary of the Company will be indemnified out of the property of the Company against any liability for costs and expenses incurred by that person in defending or resisting any proceedings in which judgment is given in that person's favour or in which the person is acquitted or in connection with an application in relation to any proceedings in which the court grants relief to the person under the Corporations Act,



provided always that this indemnity shall not apply where the legal costs are incurred in defending or resisting an action:

- (A) for a liability that is excluded from the indemnity in clause 22.1(a)(i) of this Constitution;
- (B) for criminal proceedings where the person is found guilty;
- (C) brought by the Australian Securities and Investments Commission or a liquidator for a court order if the grounds for making the order are found by the court to have been established; or
- (D) for relief to the person under the Corporations Act in which the court denies relief.

22.2 Insurance

The Company may pay a premium in respect of a contract insuring a person who is or has been an Officer of the Company or a subsidiary against liability incurred by the person as an Officer, except in circumstances prohibited by the Corporations Act.

22.3 Interpretation

In this clause 22 the term "Officer" has the meaning given to that term in section 9 of the Corporations Act.

23. EXECUTION OF DOCUMENTS

The Company may execute a document:

- (a) in accordance with section 127(1) of the Corporations Act; and
- (b) in any other way approved by the Directors and permitted by law.

24. CHAPTERS

- (a) The Directors may from time to time publish policies and/or guidelines concerning any aspect of the Chapters including (but not limited to) rules or guidelines with respect to:
 - (i) the formation and dissolution of Chapters;
 - (ii) the election of Councillors and office bearers within Chapters;
 - (iii) the role of Chapter Councils;
 - (iv) the funding of Chapters and the reimbursement of expenses incurred by Chapters;
 - (v) eligibility for membership of Chapters; and
 - (vi) eligibility of persons for representation of or election as an office bearer of Chapters,

provided always that such rules must not be inconsistent with the provisions of



this Constitution. In the event of any such inconsistency, the provisions of this Constitution will prevail.

- (b) A Chapter cannot be formed unless it has obtained written approval for its formation from the Company.
- (c) The business of a Chapter is subject to the ongoing and overriding discretion of the Company.
- (d) Rules and/or guidelines made by the Directors under this clause 24 may be published by the Company in the Manual and made available to the Members on request.
- (e) The published policies and/or guidelines shall be binding on the Company and its Members until such time as they are revoked, substituted, deleted or amended by the Board.

25. WINDING UP

25.1 Winding up

- (a) Each Member undertakes to contribute to the Company's property if the Company is wound up whilst a Member or within one year of ceasing to be a Member, for:
 - (i) payment of the Company's debts and liabilities contracted before ceasing to be a Member;
 - (ii) the costs, charges and expenses of winding up; and
 - (iii) for adjustment of the rights of the contributories amongst themselves, such amount as may be required not exceeding \$10.00 (and otherwise has no liability for the payment of debts and liabilities of the Company nor obligation to contribute to the property of the Company).
- (b) If the Company is endorsed as a deductible gift recipient under Subdivision 30-BA of the Tax Act then on the winding up or revocation of endorsement of the Company any surplus of the following assets, namely:
 - (i) gifts of money or property for the principal purpose of the Company;
 - (ii) contributions described in item 7 or 8 of the table in section 30-15 of the Tax Act in relation to a fundraising event held for the principal purpose;
 - (iii) money received by the Company because of such gifts or contributions; will, as required by section 30-125 of the Tax Act, be given or transferred to a fund authority or institution gifts to which are deductible under Division 30 of the Tax Act and which, by its constitution, is:
 - (iv) required to pursue charitable purposes only (being charitable purposes similar, as far as possible, to those of the Company);
 - (v) required to apply its income in promoting its charitable purposes; and



- (vi) prohibited from making any distribution to its members and paying fees to its directors, to at least the same extent of such prohibitions under this Constitution,

such fund authority or institution to be determined by the Members, and in default, by application to the Supreme Court of New South Wales for determination.

- (c) Subject to clause 25.1(b), on the winding up of the Company, any other surplus remaining following the satisfaction of all debts and liabilities of the Company will not be paid to or distributed amongst Members, but will, unless otherwise required by law, be given or transferred to another corporation or body which, by its constitution, is:

- (i) required to pursue charitable purposes only (being charitable purposes similar, as far as possible, to those of the Company);
- (ii) required to apply its income in promoting its charitable purposes; and
- (iii) prohibited from making any distribution to its members and paying fees to its directors, to at least the same extent of such prohibitions under this Constitution,

such corporation or body to be determined by the Members, and in default, by application to the Supreme Court of New South Wales for determination.