

CONSTITUTION
OF
AUSTRALIAN WAR WIDOWS
QUEENSLAND

ACN 009 708 810



PREAMBLE

The current members of the company, its directors and staff acknowledge, with profound appreciation, the legacy of the founder of War Widow associations throughout Australia. Mrs Jessie Vasey CBE, through her drive, commitment and vision, has been the foundation upon which this company has flourished. We are proud to continue her work and dedicate our work in her beloved memory.

DATED: 22nd August 2019

Constitution

of

Australian War Widows Queensland ACN 009 708 810

[an amalgamated union of the

War Widows' Guild of Australia (Queensland) Inc.

and

The Queensland Vasey Housing Auxiliary (War Widows' Guild)]



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Corporations Act 2001

Company limited by guarantee

Constitution
of
Australian War Widows Queensland
ACN 009 708 810

Introduction

1. Replaceable Rules Excluded

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

2. Definitions and Interpretation

2.1 Definitions

In this Constitution:

- (1) **ACNC** means the Australian Charities and Not-for-Profits Commission;
- (2) **ACNC Act** means the *Australian Charities & Not-for-Profits Commission Act 2012*;
- (3) **Act** means the *Corporations Act 2001* and includes any amendment or re-enactment of it or any legislation passed in substitution for it;
- (4) **Annual General Meeting** means the meeting of members to be convened each year as provided for in clause 62.2;
- (5) **ASIC** means the Australian Securities and Investments Commission;
- (6) **Board** means the body of directors elected or appointed;
- (7) **Bulletin** means the publication distributed to members from time to time;
- (8) **Business day** means a day that is not a Saturday, a Sunday or a public holiday in the place where the Company has its registered office;
- (9) **Company** means **Australian War Widows Queensland ACN 009 708 810**;
- (10) **Directors** means the directors for the time being of the Company or the directors assembled as a board;



- (11) **Member Directors** means those directors who are war widows;
- (12) **Independent Directors** means those non-member directors appointed by the Board.
- (13) **Secretary** means the person appointed to perform the duties of secretary of the Company;
- (14) **State President** means the person elected by the members to the office of State president;
- (15) **War Widow** means the partner of any person who has lost or who shall lose their life through enemy action, wounds, injury, accident, illness or other disability while serving or as a result of having served in the armed forces of Australia as defined by the Department of Veterans' Affairs of the Commonwealth of Australia during any war, hostilities or peacekeeping duties in which the armed forces of Australia have been or shall be engaged and whose death has been or shall be accepted by the Department of Veterans' Affairs of the Commonwealth of Australia.

2.2 Interpretation

- (1) Reference to:
 - (a) one gender includes the other; and
 - (b) the singular includes the plural and the plural includes the singular.
- (2) Except so far as the contrary intention appears in this Constitution:
 - (a) an expression has in this Constitution the same meaning as in the Act; and
 - (b) if an expression is given different meanings for the purposes of different provisions of the Act, the expression has, in a provision of this Constitution that deals with a matter dealt with by a particular provision of the Act, the same meaning as in that provision of the Act.
- (3) "Including" and similar expressions are not words of limitation.
- (4) Headings and any table of contents or index are for convenience only and do not form part of this Constitution or affect its interpretation.
- (5) A reference to a law includes regulations and instruments made under law.
- (6) A reference to a law or provision of a law includes amendments, re-enactments or replacements of that law or the provision, whether by a state or the Commonwealth of Australia or otherwise.

3. Objects

- 3.1 The objects for which the Company is established are:



- (1) To watch over and protect the interests of members and in particular but without limiting the generality of the foregoing.
- (2) To enhance the welfare of members by facilitating access to their full entitlements as war widows and, where appropriate, by providing direct welfare support and assistance.
- (3) To provide suitable housing accommodation for members when such allocation is necessary.
- (4) To remunerate any person employed by the Company in connection with any of these objects and to reimburse to any person all travelling and other expenses properly incurred by such person whilst engaged in the business of the Company from the funds of the Company.
- (5) To engage professional assistance of any kind and to remunerate any person for services rendered or to be rendered to the Company or the conduct of its affairs.
- (6) To receive funds from members of the Company or by voluntary subscription from the public or from any corporation or government body.
- (7) To collect and circulate statistics and any information in relation to the activities of the Company and matters affecting members.
- (8) To borrow and raise any moneys required for the purposes of the Company upon such terms and conditions and upon such securities or mortgages debentures or charges over assets of the Company as may be determined.
- (9) To invest or otherwise deal with moneys of the Company, not immediately required upon, in such securities including shares stocks debentures unsecured notes and other securities of any company and in such manner from time to time as may be determined by the Board.
- (10) To establish and carry on sub-branches and social clubs in any part of the State of Queensland and to regulate and discontinue the same.
- (11) To encourage and provide avenues for fellowship through periodical gatherings and re-unions of members.
- (12) To identify and promote all those matters which shall contribute to the general welfare and well-being of War Widows.
- (13) Generally, to do all such acts matters and things as necessary for the purpose of carrying out the objects of the Company and as are incidental or conducive to the attainment thereof.

4. Powers

- 4.1 The Company has all the powers of an individual and a body corporate but does not have the power to issue shares.
- 4.2 Despite clause 4.1 the powers of the Company are ancillary to and exercisable only to pursue the objects of the Company set out in clause 3.



5. Application of Income and Property

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

6. No Distribution to Members

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

- 6.2 Clause 6.1 does not prevent:

- (1) the payment in good faith of remuneration to any officer, servant or member of the Company in return for any services actually rendered to the Company or for goods supplied in the ordinary and usual way of business; or
- (2) the reimbursement of expenses incurred by any member on behalf of the Company.

7. Limited Liability

- 7.1 The liability of the members is limited.

8. Guarantee

- 8.1 Every member of the Company undertakes to contribute an amount not exceeding \$10.00 to the property of the Company in the event of its being wound up while the member is a member or within 1 year after the member ceases to be a member, if required for payment:

- (1) of the debts and liabilities of the Company (contracted before the member ceases to be a member);
- (2) of the costs, charges and expenses of winding up; and
- (3) for the adjustment of the rights of the contributories among themselves.

Membership

9. Membership

- 9.1 The members of the Company are:

- (1) Any person who from time to time is an eligible War Widow. The number of members is unlimited.
- (2) Any person admitted to membership of the Company shall be entitled to all the privileges and benefits and be subject to all the obligations of a War Widow under these rules.



Associate Members

- (3) Associate members are persons who are ineligible under the provisions of clause 9.1 but whose interests are in accordance with the aims and objects of the Company.
- (4) An Associate Member shall:
 - (a) be liable for fees as determined by the Board;
 - (b) be entitled to the social privileges of the Company; but
 - (c) is ineligible to vote, nominate for or to hold office.

9.2 Applications for Associate Membership are subject to approval by the Board.

10. Membership Fees

- 10.1 Members shall pay an annual membership fee of such amount as shall be determined by the Board.
- 10.2 A financial member is a member who is not indebted to the Company in respect of annual subscription.
- 10.3 Only financial members shall be entitled to speak or vote upon any motion at any general meeting of the Company.

11. Admission and Rejection of Members

- 11.1 An application for membership shall be made in writing, signed by the applicant, or their assigns and shall be in such form as the Board prescribes and shall be accompanied by payment of the annual subscription for the current year.
- 11.2 On receipt of any application and the fee payable for membership, such application shall be advised to the Board.
- 11.3 Should the Board reject an application for associate membership by a simple majority, the Chief Executive Officer shall forthwith give the applicant notice in writing of the Board's decision. There is no right of appeal.

12. Resignation or Termination of Membership

- 12.1 A member may resign from the Company by giving appropriate notice of resignation to the Secretary.
- 12.2 The resignation shall take effect at the time the notice or advice is received by the Secretary unless a later date is specified.



- 12.3 If a member:
- (a) is convicted of an indictable offence; or
 - (b) fails to comply with any of the provisions of these rules; or
 - (c) has membership fees in arrears for at least two years; or
 - (d) conducts themselves in a manner considered to be injurious or prejudicial to the character or interests of the Company;

the Board shall consider whether the member's membership shall be terminated.

- 12.4 Before the Board terminates a membership the Board shall give the member concerned a full and fair opportunity to show cause why the membership should not be terminated. If the Board resolves to terminate the membership it shall instruct the Chief Executive Officer to advise the member in writing of the decision.

13. Appeal against Rejection or Termination of Membership

- 13.1 A person whose application for membership has been rejected or a member whose membership has been terminated by the Board may within one month of receiving written notification, lodge with the Chief Executive Officer a written notice of intention to appeal against the decision.
- 13.2 Upon receipt of a notification, the Chief Executive Officer shall convene within three months of the date of receipt of such notice a general meeting to determine the appeal.
- 13.3 At any such meeting the applicant shall be given the opportunity to fully present their case. The Board or those members thereof who rejected the application for membership or terminated the membership subsequently, shall likewise have the opportunity of presenting its or their case.
- 13.4 The appeal shall be determined by the majority vote of the members present at such meeting.
- 13.5 If a person whose application for membership has been rejected does not appeal against the decision within one month after receiving written notice of the decision, or the person appeals but the appeal is unsuccessful, the membership fee paid by the person shall be refunded as soon as practicable.

14. Register of Members

- 14.1 The Company shall maintain a register in which shall be entered the names and residential addresses, phone numbers and email addresses of all persons currently admitted to membership of the Company and their admission dates together with particulars of deaths, resignations, terminations and reinstatements of membership.

15. Notification by Members

- 15.1 Each member must promptly notify the Secretary in writing of any change in their qualification to be a member of the Company.



16. Effect of Cessation of Membership

- 16.1 If any member ceases to be a member under this Constitution, the member remains liable to pay to the Company for any money which, at the time of the member ceasing to be a member, the member owes to the Company on any account and for any sum not exceeding \$10.00 for which the member is liable under clause 8 of this Constitution.

Appointment of directors

17. Number of Directors

- 17.1 There will be nine (9) directors but the number of directors must never be less than five (5).
- 17.2 The Company in general meeting may by resolution increase or reduce the number of directors referred to in clause 17.1 but not below five (5). The majority of directors at any time must consist of War Widows.

18. Directors' Qualifications and Appointment

- 18.1 The management of the Company shall be vested in a Board of Directors;
- 18.2 The Board shall comprise at all times not less than five members of the Company of whom one shall be the State President for the time being of the Company and all of whom shall be members of the Company.
- (1) Each year two (2) of the members (excluding the State President) referred to in this Constitution shall retire on a rotational basis at the time of the next Board meeting of the Company following the next Annual General Meeting of the Company.
 - (2) The first two (2) members to retire shall be those members who have held the office of Director for the longest period since their initial appointment or if they have been re-appointed pursuant to this Constitution since their re-appointment.
 - (3) Any member retiring shall be eligible for re-election including any retiring State President of the Company.
 - (4) If any vacancy shall occur on the Board during the year in relation to the Company members referred to in this Constitution, such vacancy will be filled by a person nominated by the Board at the next Board meeting following the vacancy arising and such person shall hold office until the date that such Board member being replaced was due to retire in accordance with clause 18.2(1).
- 18.3 The remaining four directors of the Board ("the Independent Directors") shall consist of persons appointed by the Board who shall possess individual skills, capabilities and experience to assist the more efficient disposition of the business of the company from time to time and it shall not be necessary for such persons or any of them to be members of the Company. If a vacancy shall arise on the Board in relation to the Independent Directors, then such vacancy shall be filled by a person nominated by the



Board and the appointment shall be a term of 12 months or such longer or shorter period as shall extend to the first Board Meeting after the Annual General Meeting and every such appointed Director shall be eligible for re-appointment.

- (1) At the first Board Meeting after the Annual General Meeting in each year, two (2) Independent Directors of the Board shall retire on a rotational basis and shall be eligible for re-appointment.
- (2) The two (2) Independent Directors to retire at such meeting in the previous subsection will be such members as shall have held the office of Director for the longest period since their appointment or re-appointment as the case may be.
- (3) Any voting for re-appointment shall be by way of ballot.

19. Time Appointment or Retirement Takes Effect

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

20. Office Bearers

- 20.1 The office bearers of the Company are:
 - (1) the Chair who shall be appointed by the Board;
 - (2) the State President of the Australian War Widows Queensland; and
 - (3) the Secretary who shall be appointed by the Board.

21. Duties of the State President

- 21.1 The State President shall represent the Company at all public functions, ceremonies and State occasions to which the Company has been invited.
- 21.2 Should the State President be unable to attend then she is to arrange attendance by a member, as her delegate, from any one of more of the War Widow Members.
- 21.3 The Board has responsibility for the oversight of the Company's business.
- 21.4 The State President shall represent the Company in respect of all attendances with sister organisations in other States.
- 21.5 The State President shall be an ex-officio member of all Board Sub-Committees.
- 21.6 For all purposes pursuant to this Constitution where there is provision for a casting vote that casting vote will be exercised by the State President.



22. Election of War Widow Directors

22.1 Election of State President

The State President shall be elected biennially by postal vote of the members with the result of the vote to be declared at the next Annual General Meeting. The President shall be entitled to re-nominate and be eligible to hold office for two further two year terms.

22.2 The election of four (4) War Widow directors and the State President shall take place in the following manner:

- (a) Any two financial members of the Company may nominate any other financial member to serve as a Director of the Company or as State President.
- (b) The nomination, agreed to by the nominee, shall be in writing and signed by the nominee's proposer and seconder and shall be lodged with the Secretary within the time specified on the nomination form which will be distributed in the relevant edition of the *Bulletin*. Nominees will be vetted as per the prescribed organisational policy and in line with ACNC requirements.
- (c) A list of candidates' names in alphabetical order, with the proposers' and seconders' names, shall be posted in a conspicuous place for thirty days in the office of the Company and published in the relevant edition of the *Bulletin* and distributed to members preceding the date of close of voting.
- (d) Voting papers shall be prepared (if necessary) containing the names of the candidates in order of drawing. Each member shall be entitled to vote for a number of candidates not exceeding the number of vacancies.
- (e) Postal ballot papers shall be inserted in the relevant edition of the *Bulletin*.
- (f) The Chief Executive Officer will act as Returning Officer and will close the voting register on a nominated date prior to the counting of votes.
- (g) Scrutineers shall be approved by the Board.
- (h) All votes shall be returned to the office of the Company at a date to be published in the relevant *Bulletin*, which is not less than 2 weeks prior to the Annual General Meeting.
- (i) At the Annual General Meeting, the Chair shall declare the results of the vote.

Appointment of Directors between AGMs

23. Casual Vacancies

- 23.1 The Board may at any time appoint a person qualified to be a director, either to fill a casual vacancy or as an addition to the existing directors, but so that the total number of directors does not at any time exceed the number fixed in accordance with this Constitution.



- 23.2 Any director appointed under clause 23.1 holds office until the termination of the next Annual General Meeting of the Company and is then eligible for re-election.

24. Insufficient Directors

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

Powers of Directors

25. Validation of Acts of Directors and Secretaries

- 25.1 The acts of a director or Secretary of the Company are valid despite any defect that may afterwards be discovered in his or her appointment or qualification.
- 25.2 Where a person whose office as director of the Company is vacated under a provision of the Act purports to do an act as a director of the Company, that act is as valid, in relation to a person dealing with the Company in good faith and for value and without actual knowledge of the matter because of which the office was vacated, as if the office had not been vacated.
- 25.3 Any sale or disposal by the Board of the Company's whole assets or of the Company's principal assets shall be subject to ratification by the Company and on any such sale or disposal no commission of fee shall be payable to any member of the Board.
- 25.4 Without limiting the generality of the powers conferred by this Constitution it is expressly declared that the Board shall have the following powers that is to say:
- (1) to expend the funds of the Company in such manner as the Board shall consider most beneficial for the purposes and objects of the Company and to invest in the name of the Company such part thereof as the Board may see fit and to direct the sale or transportation of any such investment and to expend the proceeds of any such sale for the purposes of the Company;
 - (2) to acquire in the name of the Company by purchase lease or otherwise build upon pull down rebuild add or alter repair improve sell dispose of lease grant licenses in respect to or otherwise deal with any land buildings or premises for the use of the Company or of the benefits as defined in the Constitution of the Company and in case the Company shall take hold any property which may be subject to any trusts the name shall be only dealt with in such manner as shall be permissible at law having regard to such trusts;
 - (3) to enter into Contracts on behalf of the Company;
 - (4) to borrow money upon the security of any of the property of the Company and to grant or direct to be granted mortgage debentures charges and other securities of the assets or any of the assets of the Company for securing the same;



- (5) subject to the consent of the Company in general meeting and to transfer all or any part of the property assets or liabilities and engagements of the Company to any one or more of the companies institutions societies or associations with which the Company is authorised to amalgamate provided that in the event of any transfer as aforesaid a condition therefore shall be that the property or fund transferred shall bear a name embodying reference to The Queensland Vasey Housing Auxiliary (War Widows' Guild), War Widows' Guild of Australia (Qld) Inc. or the Company;
- (6) to make and from time to time repeal or alter regulations as to the management of the Company and the affairs thereof and as to the duties of any officers or servants of the Company as to the conduct of business by the Board or any Committee of the Board or as to any matters or things within the powers of or under the control of the Board provided the same shall not be inconsistent with the Constitution; and
- (7) generally, to do all things necessary or expedient for the due conduct of the affairs of the Company not herein otherwise provided for.

26. General Business Management

- 26.1 The business of the Company is to be managed by or under the direction of the Directors.
- 26.2 The Directors may exercise all the powers of the Company except any powers that the Act or this Constitution requires the Company to exercise in general meeting.
- 26.3 A rule made or resolution passed by the Company in general meeting does not invalidate any prior act of the Directors which would have been valid if that rule or resolution had not been made or passed.

27. Appointment of Attorney

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

28. Negotiable Instruments

- 28.1 Any two (2) Directors may sign, draw, accept, endorse or otherwise execute a negotiable instrument provided that one of the directors must be a War Widow director.
- 28.2 The Directors may determine that a negotiable instrument, including a class of negotiable instrument, may be signed, drawn, accepted, endorsed or otherwise executed in a different way such as electronic transfer of funds.



Chief Executive Officer

29. Power to Appoint

- 29.1 The Directors may appoint any person, not being a director, to the position of Chief Executive Officer for the period and on the terms (including as to remuneration) the Directors see fit.

30. Not a Member of the Board

- 30.1 The Chief Executive Officer is not a member of the Board of the Company but may attend meetings of the Directors except where the Directors otherwise request.

31. Powers

- 31.1 The Directors may, upon terms and conditions and with any restrictions they see fit, confer on an Chief Executive Officer any of the powers that the Directors can exercise.
- 31.2 Any powers so conferred may be concurrent with, or to the exclusion of, the powers of the Directors.

32. Withdrawal of Appointment or Powers

- 32.1 The Directors may revoke or vary:
- (1) an appointment; or
 - (2) any of the powers conferred on an Chief Executive Officer.

33. Temporary Appointments

- 33.1 If an Chief Executive Officer becomes incapable of acting in that capacity the Directors may appoint any other person, not being a director, to act temporarily as Chief Executive Officer.

Committees of Directors

34. Committees of Directors

- 34.1 The Directors may delegate any of their powers to a committee of Directors.
- 34.2 Directors may co-opt others who are not Directors to any committee of Directors from time to time having regard to requisite skills and knowledge required for the committee concerned.



- 34.3 A committee must exercise the powers delegated to it in accordance with any directions of the Directors. The effect of the committee exercising a power in this way is the same as if the Directors exercised it.
- 34.4 The meetings and proceedings of any committee consisting of two (2) or more Directors are governed by the provisions in this Constitution regulating the meetings and proceedings of the Directors.

Removal and Resignation of Directors

35. Removal of Directors

- 35.1 Subject to the Act the Company may by resolution remove a director from office.

36. Resignation of Director

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

37. Vacation of Office of Director

- 37.1 In addition to any other circumstances in which the office of a director becomes vacant under the Act, the office of a director becomes vacant if the director:
- (1) becomes bankrupt or suspends payment or compounds with his or her creditors;
 - (2) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
 - (3) is not present at three (3) consecutive meetings of Directors without special leave of absence from the Directors and the Directors declare his or her seat to be vacant;
 - (4) becomes disqualified from being a director under the Act or a responsible entity under the ACNC Act or any order made under the Act or the ACNC Act;
 - (5) is removed from office in accordance with clause 35; or
 - (6) resigns from office in accordance with clause 36.



Directors' Interests

38. Prohibition on being Present or Voting

- 38.1 Except where permitted by the Act a director who has a material personal interest in a matter that is being considered at a meeting of Directors:
- (1) must not be counted in a quorum;
 - (2) must not vote on the matter; and
 - (3) must not be present while the matter is being considered at the meeting.
- 38.2 If a director who has a material personal interest in a matter that is being considered at a meeting of the Directors is not prohibited by the Act from being present at the meeting and voting, the director may be present, be counted in the quorum and may be heard but may not vote on the matter.

39. Director to Disclose Interests

- 39.1 A director who is in any way, whether directly or indirectly, interested in a contract or proposed contract with the Company must, as soon as practicable after the relevant facts have come to the director's knowledge, declare the nature of the interest at a meeting of the Directors or by written notice to the Secretary of the Company.
- 39.2 A director who holds any office or possesses any property by which, whether directly or indirectly, duties or interests might be created in conflict with his or her duties or interests as director must declare at a meeting of the directors of the Company or by written notice to the Secretary of the Company the fact and the nature, character and extent of the conflict.
- 39.3 For the purposes of clauses 39.1 and 39.2, a director's interest or any conflict must be disregarded if it arises from or relates solely to:
- (1) a guarantee to be given by the director (or by persons including the director or by a body corporate of which the director is a member or officer) in respect of a loan to the Company; or
 - (2) the position of the director as a director of a related body corporate.

40. Effect of Interest in Contract

- 40.1 If a director has an interest in a contract or proposed contract with the Company (other than as a member), or a conflicting interest or duty in relation to any other matter being considered by the Directors, and the director discloses the nature and extent of the interest or duty at a meeting of the Directors or by written notice to the Secretary of the Company:
- (1) the contract may be entered into; and
 - (2) if the disclosure is made before the contract is entered into:



- (a) the director may retain benefits under the contract even though the director has an interest in the contract;
- (b) the Company cannot avoid the contract merely because of the existence of the interest; and
- (c) the director is not disqualified from the office of director.

40.2 For the purposes of clause 40.1 **contract** includes an arrangement, dealing or other transaction.

41. Other Interests

41.1 Without limiting clauses 39 and 40 a director may to the extent permitted by the Act:

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

Remuneration of Directors

42. No Directors' Remuneration

42.1 Despite clause 6.2 no member director may receive any remuneration for his or her services in his or her capacity as a director of the Company.

43. Directors' Expenses

43.1 Despite clause 42 the Company may pay the directors' travelling and other expenses that they properly incur:-

- (1) in attending directors' meetings or any meetings of committees of Directors;
- (2) in attending any general meetings of the Company; and
- (3) in connection with the Company's business.

43.2 The Directors must approve all payments the Company makes to its directors.

44. Financial Benefit

44.1 To the extent, if any, required by the Act, a director must ensure that the requirements of the Act are complied with in relation to any financial benefit given by the Company to the director or to any other related party of the director.



Secretary

45. Terms of Office of Secretary

- 45.1 A Secretary of the Company holds office on the terms and conditions (including as to remuneration) that the Directors determine and need not be a member of the Company.

Indemnity and Insurance

46. Indemnity

- 46.1 To the extent permitted by the Act, the Company indemnifies:

- (1) every person who is or has been an officer of the Company; and
- (2) where the board of Directors considers it appropriate to do so, any person who is or has been an officer of a related body corporate of the Company;

against any liability incurred by that person in his or her capacity as an officer of the Company or of the related body corporate (as the case may be).

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

- (1) any of the following liabilities incurred as an officer of the Company:
 - (a) a liability owed to the Company or a related body corporate;
 - (b) a liability for a pecuniary penalty order under section 1317G of the Act or a compensation order under section 1317H of the Act; or
 - (c) a liability that is owed to someone other than the Company or a related body corporate and did not arise out of conduct in good faith; or
- (2) legal costs incurred in defending an action for a liability incurred as an officer of the Company if the costs are incurred:
 - (a) in defending or resisting proceedings in which the person is found to have a liability for which they could not be indemnified under clause 46.2(1);
 - (b) in defending or resisting criminal proceedings in which the person is found guilty;
 - (c) in defending or resisting proceedings brought by the Australian Securities and Investments Commission, Australian Charities and Not-for-profits Commission or a liquidator for a court order if the grounds for making the order are found by the court to have been established; or



- (d) in connection with proceedings for relief to the person under the Act in which the court denies the relief.

Clause 46.2(2)(c) does not apply to costs incurred in responding to actions taken by the Australian Securities and Investments Commission or a liquidator as part of an investigation before commencing proceedings for a court order.

- (3) For the purposes of clause 46.2(2) the outcome of proceedings is the outcome of the proceedings and any appeal in relation to the proceedings.

46.3 An officer must;

- (1) give notice to the Company promptly on becoming aware of any claim against the officer that may give rise to a right to be indemnified under clause 46.1;
- (2) take such action as the Company reasonably requests to avoid, dispute, resist, appeal against, compromise or defend any claim or any adjudication of a claim;
- (3) not make any admission of liability in respect of or settle any claim without the prior written consent of the Company;
- (4) allow the Company or its insurers to assume the conduct, negotiation or defence of any claim and, on request by the Company, render all reasonable assistance and co-operation to the Company or its insurers in the conduct of any claim, including giving the Company or its insurers any document, authority or direction that the Company or its insurers may reasonably require for the prosecution or advancement of any counterclaim or cross-claim;
- (5) on request by the Company or its insurers, do everything necessary or desirable which the Company reasonably requests to enable the Company or its insurers (so far as it is possible) to be subrogated to and enjoy the benefits of the officer's rights in relation to any counterclaim or cross-claim or any claims against any third party and render such assistance as may be reasonably requested by the Company or its insurers for that purpose; and
- (6) notify any claim to an insurer or any other person who may be liable to indemnify the officer in respect of that claim and promptly take all reasonable steps to enforce all the officer's rights against the insurer or other person.

46.4 In clause 46 **Claim** means:

- (1) any writ, summons, cross-claim, counterclaim, application or other originating legal or arbitral process against an officer as an officer of the Company;
- (2) any hearing, complaint, inquiry, investigation, proceeding or application commenced or originating against an officer as an officer of the Company; or
- (3) any written or oral demand or threat that might result in the officer reasonably believing that any such process, hearing, complaint, inquiry, investigation, proceeding or application referred to in clause 46 may be initiated.



47. Insurance

- 47.1 The Company may pay or agree to pay a premium in respect of a contract insuring a person who is or has been an officer of the Company or a related body corporate of the Company against any liability incurred by the person as an officer of the Company or a related body corporate except a liability (other than one for legal costs) arising out of::
- (1) conduct involving a wilful breach of duty in relation to the Company; or
 - (2) a contravention of section 182 or 183 of the Act.
- 47.2 In the case of a director, any premium paid under this clause is not remuneration for the purpose of clause 42.

48. Director Voting on Contract of Insurance

- 48.1 Despite anything in this Constitution, a director is not precluded from voting in respect of any contract or proposed contract of insurance, merely because the contract insures or would insure the director against a liability incurred by the director as an officer of the Company or of a related body corporate.

49. Liability

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

50. Meaning of "Officer"

- 50.1 For the purposes of clauses 47, 48, 49 and 50, **officer** means a director or Secretary.

Inspection of Records

51. Rights of Inspection

- 51.1 The Directors of the Company, or the Company by a resolution passed at a general meeting, may authorise a member to inspect the books of the Company.
- 51.2 A member other than a director does not have the right to inspect any document of the Company, other than the minute books for the meetings of its members and for resolution of members passed without meetings, except as provided by law or authorised by the directors or by the Company in general meeting.
- 51.3 Directors have the rights of inspection and access provided by section 198F of the Act.



52. Confidential Information

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

Directors' Meetings

53. Circulating Resolutions

- 53.1 The directors may pass a resolution without a directors' meeting being held if all the Directors entitled to vote on the resolution (except a director absent from Australia who has not left a facsimile number and/or email address at which he or she may be given notice) sign a document containing a statement that he or she is in favour of the resolution set out in the document.
- 53.2 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.
- 53.3 The resolution is passed when the last director signs.
- 53.4 A facsimile and/or email addressed to or received by the Company and purporting to be signed or sent by a director for the purpose of this clause 53 must be treated as a document in writing signed by that director.

54. Meetings of Directors

- 54.1 The Directors may meet together for the despatch of business and adjourn and otherwise regulate their meetings as they see fit.

55. Calling Directors' Meetings

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

56. Notice of Meeting

- 56.1 Reasonable notice of every Directors' meeting must be given to each director except that it is not necessary to give notice of a meeting of Directors to any director who:
- (1) has been given special leave of absence; or
 - (2) is absent from Australia and has not left a facsimile number and/or an email address at which he or she may be given notice.
- 56.2 Any notice of a meeting of Directors may be given in writing or orally, and whether by facsimile, telephone, electronic mail or any other means of communication.



57. Technology Meeting of Directors

- 57.1 A Directors' meeting may be held using telephone or, if consented to by all Directors, other technology. The consent may be a standing one. A director may only withdraw the consent within a reasonable period before the meeting.
- 57.2 If a Directors' meeting is held using any technology and all the Directors take part in the meeting, they must be treated as having consented to the use of the technology for that meeting.
- 57.3 The following provisions apply to a technology meeting:
- (1) each of the Directors taking part in the meeting must be able to hear and be heard by each of the other Directors taking part in the meeting; and
 - (2) at the commencement of the meeting each director must announce his or her presence to all the other Directors taking part in the meeting.
- 57.4 If the Secretary is not present at a technology meeting one (1) of the Directors present must take minutes of the meeting or arrange the appointment of a minutes secretary to take the minutes.
- 57.5 A director may not leave a technology meeting by disconnecting his or her link to the meeting unless that director has previously notified the chair of the meeting.
- 57.6 A director is conclusively presumed to have been present and to have formed part of a quorum at all times during a technology meeting unless that director has previously obtained the express consent of the chair to leave the meeting.

58. Chairing Directors' Meetings

- 58.1 The Chair is the chair of all meetings of the Directors.
- 58.2 At a meeting of Directors if:
- (1) no Chair has been elected as provided by clause 20; or
 - (2) the Chair is not present within 10 minutes after the time appointed for the holding of the meeting or is unwilling to act;
- the State President is the Chair of the meeting, but if:"
- (3) the State President is not present within 10 minutes after the time appointed for the holding of the meeting or is unwilling to act;
- the Directors present must elect a director present to chair the meeting.

59. Quorum

- 59.1 The quorum for a Directors' meeting is four (4) directors of whom two (2) must be Member Directors entitled to vote or a greater number determined by the Directors. The quorum must be present at all times during the meeting.



60. Passing of Directors' Resolutions

- 60.1 A resolution of the Directors must be passed by a majority of the votes cast by Directors entitled to vote on the resolution.
- 60.2 If the State President is absent from any directors' meeting then the Chair has a casting vote, if necessary, in addition to any vote he or she has as a director. The Chair has a discretion both as to whether or not to use the casting vote and as to the way in which it is used.

Meetings of Members

61. Circulating Resolutions

- 61.1 This clause 61 applies to resolutions which the Act, or this Constitution, requires or permits to be passed at a general meeting, except a resolution under section 329 of the Act to remove an auditor.
- 61.2 The Company may pass a resolution without a general meeting being held if all the members 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.
- 61.3 Separate copies of a document may be used for signing by members if the wording of the resolution and statement is identical in each copy.
- 61.4 The resolution is passed when the last member signs.
- 61.5 If the Company receives by facsimile, electronic mail or any other means of communication a copy of a document referred to in this clause 61 it is entitled to assume that the copy is a true copy.

62. Calling of General Meeting

- 62.1 A majority of Directors may call a general meeting whenever they see fit.
- 62.2 Except as permitted by law, a general meeting, to be called the **Annual General Meeting**, must be held at least once in every calendar year.
- 62.3 Except as provided in the Act, no member or members may call a general meeting.

63. Amount of Notice of Meeting

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



64. Persons Entitled to Notice of General Meeting

- 64.1 Written notice of a meeting of the Company's members must be given individually to:
- (1) each member entitled to vote at the meeting by a notice published in the Company *Bulletin*;
 - (2) each director; and
 - (3) the Company's auditor.
- 64.2 No other person is entitled to receive notice of general meetings.

65. How Notice is Given

- 65.1 The Company may give the notice of meeting to a member:
- 65.2 Personally:
- (1) by sending it by post to the address for the member in the register of members or the alternative address (if any) nominated by the member;
 - (2) by sending it to the facsimile number or electronic address (if any) nominated by the member;
 - (3) by sending it by other electronic means (if any) nominated by the member; or
 - (4) by notifying the member in accordance with clause 66.2.
- 65.3 If the member nominates:-
- (1) an electronic means (**nominated notification means**) by which the member may be notified that notices of meeting are available; and
 - (2) an electronic means (**nominated access means**) the member may use to access notices of meeting;
- the Company may give the member notice of the meeting by notifying the member (using the nominated notification means):
- (3) (c)that the notice of meeting is available; and
 - (4) (d)how the member may use the nominated access means to access the notice of meeting.

66. When Notice is Given

- 66.1 A notice of meeting sent by post is taken to be given five (5) business days after it is posted.
- 66.2 Except as provided by clause 66.3, a notice of meeting given to a member under clause 65.1(2) is taken to be given on the business day after the day on which it is sent.



- 66.3 A notice of meeting given to a member under clause 65.1(2) is not effective if
- (1) in the case of service by facsimile, the Company's facsimile machine issues a transmission report that the transmission was unsuccessful;
 - (2) in the case of service by electronic mail, the Company's computer reports that delivery has failed; or
 - (3) in either case the addressee notifies the Company immediately that the notice was not fully received in a legible form.
- 66.4 A notice of meeting given to a member under clause 65.1(2) is taken to be given on the business day after the day on which the member is notified that the notice of meeting is available.
- 66.5 A certificate signed by the Secretary or other officer of the Company that the notice was posted or given in accordance with this clause 66 is conclusive evidence of the matter.

67. Period of Notice

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

68. Contents of Notice

- 68.1 A notice of a general meeting must::
- (1) set out the place, date and time for the meeting (and, if the meeting is to be held in two (2) or more places, the technology that will be used);
 - (2) state the general nature of the meeting's business;
 - (3) if a special resolution is to be proposed at the meeting, set out an intention to propose the special resolution and state the resolution; and
 - (4) be worded and presented in a clear, concise and effective manner.

69. Notice of Adjourned Meeting

- 69.1 When a meeting is adjourned, a new notice of the resumed meeting must be given if the meeting is adjourned for one (1) month or more.

70. Accidental Omission to Give Notice

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



71. Postponement of General Meeting

- 71.1 The Directors may postpone the holding of any general meeting whenever they see fit (other than a meeting requisitioned by members as provided by the Act) for not more than 42 days after the date for which it was originally called.
- 71.2 Whenever any meeting is postponed (as distinct from being adjourned under clause 73.2 or clause 74.3) the same period of notice of the meeting must be given to persons entitled to receive notice of a meeting as if a new meeting were being called for the date to which the original meeting is postponed.

72. Technology

- 72.1 The Company may hold a meeting of its members at two (2) or more venues using any technology that gives the members as a whole a reasonable opportunity to participate.

73. Quorum

- 73.1 The quorum for a meeting of the Company's members is 15 persons entitled to vote and the quorum must be present at all times during the meeting.
- 73.2 If a quorum is not present within 30 minutes after the time for the meeting set out in the notice of meeting:
- (1) where the meeting was called by the members or upon the requisition of members, the meeting is dissolved; or
 - (2) in any other case, the meeting is adjourned to the date, time and place the Directors specify. If the Directors do not specify one (1) or more of those things, the meeting is adjourned to:
 - (a) if the date is not specified – the same day in the next week;
 - (b) if the time is not specified – the same time; and
 - (c) if the place is not specified – the same place.
- 73.3 If no quorum is present at the resumed meeting within 30 minutes after the time for the meeting, the meeting is dissolved.

74. Chair at General Meetings

- 74.1 The Chair of the Company, if present, presides as chair at every general meeting.
- 74.2 Where a general meeting is held and:
- (1) there is no chair of the Company; or
 - (2) the Chair is not present within 30 minutes after the time appointed for the holding of the meeting or is unwilling to act;



the State President of the Company if present presides as chair of the meeting or, if the State President present or is unwilling to act, the Directors present may appoint one (1) of their number to be chair of the meeting and in default of their doing so the members present may appoint any one (1) of their number to be chair of the meeting.

- 74.3 The Chair must adjourn a meeting of the Company's members if the members present with a majority of votes at the meeting agree or direct that the Chair must do so.

75. Business at Adjourned Meetings

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

Voting at Meetings of Members

76. Voting Rights

- 76.1 At all general meetings, the right to vote may be exercised in person or by proxy.

77. Appointment of Proxies

- 77.1 A member may appoint one proxy who is another member for a particular general meeting by executing the form approved by the Board for this purpose or a form to like effect.
- 77.2 Every appointment of a proxy continues in force for the particular meeting for which it has been given and for every adjournment of that meeting, but for no longer.
- 77.3 An instrument appointing a proxy must be delivered to the Secretary not less than 48 hours before the time set down for the holding of the meeting in respect of which the proxy has been appointed.
- 77.4 The instrument may, in addition to any other method, be sent to the Secretary by facsimile or email.
- 77.5 Immediately after taking the chair at the meeting, the Chairperson must announce the proxies to the meeting.
- 77.6 For the purposes of sub-clauses (1) and (4), an instrument appointing a proxy received at an electronic address specified in the notice of general meeting for the receipt of proxy appointments is taken to be signed if the appointment:
- (a) includes or is accompanied by the personal identification code allocated by the Company to the member making the appointment;
 - (b) is electronically signed; or
- has been authorised by the member in another manner approved by the Board and specified in or with the notice of meeting.



78. Manner of Voting by Proxies

- 78.1 An instrument appointing a proxy may specify the manner in which the proxy is to vote on a particular resolution and, where an instrument of proxy so provides, the proxy must not vote on the resolution except as specified in the instrument.

79. Determination of Questions

- 79.1 A question at a general meeting is decided by a majority of the votes of members present.

80. How Vote May be Exercised

- 80.1 At any general meeting of members, each member has one (1) vote and the vote must be exercised in person or by proxy.

81. Objections to Right to Vote

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

82. How Voting is Carried Out

- 82.1 A resolution put to the vote at a meeting of the Company's members must be decided on a show of hands unless a poll is demanded.
- 82.2 On a show of hands, a declaration by the Chair is conclusive evidence of the result. Neither the Chair nor the minutes need to state the number or proportion of the votes recorded in favour or against.
- 82.3 Unless otherwise required by this Constitution or the Act, all resolutions of the Company are ordinary resolutions which are resolutions passed by more than 50% of the votes cast by members entitled to vote on the resolutions.

83. Matters on Which a Poll May be Demanded

- 83.1 A poll may be demanded on any resolution.
- 83.2 A demand for a poll may be withdrawn.

84. When a Poll is Effectively Demanded

- 84.1 At a meeting of the Company's members, a poll may be demanded by;



- (1) at least three (3) members entitled to vote on the resolution; or
- (2) the Chair.

84.2 The poll may be demanded;

- (1) before a vote is taken;
- (2) before the voting results on a show of hands are declared; or
- (3) immediately after the voting results on a show of hands are declared.

85. When and How Polls Must be Taken

85.1 A poll demanded on a matter other than the election of a chair or the question of an adjournment must be taken when and in the manner the Chair directs.

85.2 A poll on the election of a chair or on the question of an adjournment must be taken immediately.

85.3 The demand for a poll does not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.

85.4 The result of the poll is the resolution of the meeting at which the poll was demanded.

86. Chair's Casting Vote

86.1 Subject to clause 21.6 in the case of an equality of votes, whether on a show of hands or on a poll, the chair of the meeting has a casting vote in addition to any vote he or she may have in his or her capacity as a member or proxy.

86.2 The Chair has a discretion both as to use of the casting vote and as to the way in which it is used.



Annual General Meeting

87. Business of an Annual General Meeting

87.1 The business of an Annual General Meeting may include any of the following, even if not referred to in the notice of meeting:

- (1) the consideration of the annual financial report, Directors' report and auditor's report; and
- (2) the appointment of the auditor.

All other business transacted at an Annual General Meeting and all business transacted at any other general meeting is special business.

87.2 The business of the Annual General Meeting also includes any other business which under this Constitution or the Act ought to be transacted at an Annual General Meeting.

87.3 The Chair of the Annual General Meeting must allow a reasonable opportunity for the members as a whole at the meeting to ask questions about or make comments on the management of the Company.

87.4 If the Company's auditor or the auditor's representative is at the meeting, the Chair of an Annual General Meeting must allow a reasonable opportunity for the members as a whole at the meeting to ask the auditor or that representative questions relevant to the conduct of the audit and the preparation and content of the auditor's report.

88. Resolutions Proposed by Members

88.1 A member may not at any general meeting move any resolution relating to special business unless:

- (1) members with at least 5% of the votes that may be cast on the resolution have given the Company notice of the resolution or the requirements of section 249N of the Act have otherwise been satisfied, and two (2) months' notice has elapsed since the notice was given; or
- (2) the resolution has previously been approved by the directors.

Minutes

89. Minutes to be Kept

89.1 The Directors must keep minute books in which they record:

- (1) proceedings and resolutions of meetings and of the Annual General Meeting;
- (2) proceedings and resolutions of Directors' meetings (including meetings of a committee of Directors);



- (3) resolutions passed by members without a meeting; and
 - (4) resolutions passed by Directors without a meeting.
- 89.2 The Directors must ensure that minutes of a meeting are signed at the next meeting of the Directors by one (1) of the following-
- (1) the Chair of the meeting; or
 - (2) the Chair of the next meeting.
- 89.3 The Directors must ensure that minutes of the passing of a resolution without a meeting are signed by a director within a reasonable time after the resolution is passed.
- 89.4 Without limiting clause 89.1 the Directors must record in the minute books:
- (1) all appointments of officers;
 - (2) the names of the Directors present at all meetings of Directors and the Company;
 - (3) in the case of a technology meeting, the nature of the technology; and
 - (4) all other matters required by the Act to be recorded in the minute books, including each notice and standing notice given by a director of a material personal interest.

Accounts, Audit and Records

90. Accounts

- 90.1 The Directors must cause proper accounting and other records to be kept in accordance with the Act or the ACNC Act as the case may be.
- 90.2 The Directors must distribute copies of every profit and loss account, balance sheet and statement of cash flows (including every document required by law to be attached to them) as required by the Act or the ACNC Act as the case may be.
- 90.3 All moneys received by or on behalf of the Company shall be paid into an account in the name of the Company at such Bank as the Board shall determine. All payments shall be made by order of the Board by cheques and/or signed authorisations to permit the electronic transfer of funds signed by two or more signatories authorised by the Board.. All negotiable instruments shall be drawn made signed or endorsed in such manner as the Board may from time to time resolve.
- 90.4 The Board may delegate authority for the management of accounts as the Board resolves to enhance the efficient despatch of the business of the Company.

91. Audit

- 91.1 A registered company auditor must be appointed if required by the Act or the ACNC Act as the case may be.



- 91.2 The remuneration of the auditor must be fixed and the auditor's duties regulated in accordance with the Act or the ACNC Act as the case may be.

Execution of Documents

92. Common Seal

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

93. Use of Common Seal

- 93.1 If the Company has a common seal the Secretary must provide for its safe custody.
- 93.2 The common seal may not be fixed to any document except by the authority of a resolution of the Directors or of a committee of the Directors duly authorised by the Directors.
- 93.3 The Company executes a document with its common seal if the fixing of the seal is witnessed by:
- (1) two (2) Directors of the Company; or
 - (2) a director and the Secretary of the Company.

94. Execution of Documents without Common Seal

- 94.1 The Company may execute a document without using a common seal if the document is signed by:
- (1) two (2) Directors of the Company; or
 - (2) a director and the Secretary of the Company.

95. Execution of Document as a Deed

- 95.1 The Company may execute a document as a deed if the document is expressed to be executed as a deed and is executed in accordance with clause 94 or clause 95.

96. Execution – General

- 96.1 The same person may not sign in the dual capacities of director and Secretary.
- 96.2 A director may sign any document as director, with or without the common seal, although the document relates to a contract, arrangement, dealing or other transaction in which he or she is interested and his or her signature complies with the requirements of this Constitution as to execution despite his or her interest.



- 96.3 Clauses 94 and 95 do not limit the ways in which the Directors may authorise documents (including deeds) to be executed on behalf of the Company.

Inadvertent Omissions

97. Formalities Omitted

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

Alterations

98. Alterations

- 98.1 If the Company is approved as a public benevolent institution by the ACNC, the ACNC must be notified in writing of any alterations to this Constitution.

Winding up

99. Winding Up

- 99.1 If upon the winding up or dissolution of the Company any property remains, after satisfaction of all its debts and liabilities, that property must not be paid to or distributed among the members of the Company but must be given or transferred to some other institution or institutions determined by the members of the Company at or before the time of dissolution which has similar objects to the Company and which is approved by the Commissioner of Taxation as a public benevolent institution for the purposes of any Commonwealth Taxation Act.
- 99.2 If the members do not make the necessary determination under clause 99.1, the Company may apply to the Supreme Court to determine the institution or institutions.

