CONSTITUTION

Australian Catholic Primary Principals' Association Limited

Ratified at the Annual General Meeting in Perth on 18 September 2018
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PART A – PRELIMINARY

1. Name and Type of Company

1.1. The name of the Company is Australian Catholic Primary Principals Association Limited ACN 629 946 185

1.2. The Company is a not-for-profit public company limited by guarantee which is established to be, and to continue as, a charity.

2. Definitions and Interpretation

2.1. In this Constitution unless a contrary intention appears:

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

   Act means the Corporations Act 2001 (Cth).

   Affiliate means an individual or organisation that is an affiliate of the Company in accordance with clause 13.

   Annual General Meeting has the meaning given to it in the Act.

   ASIC means the Australian Securities and Investments Commission.

   Associate Member has the meaning given to it in clause 12.

   Association means an unincorporated or incorporated association located in any Australian State or Territory, including but not limited to:

   (a) associations of Catholic Primary School Principals; and

   (b) any other associations established to promote the interests of Australian Catholic Primary School Principals.

   Board means the board of directors that is constituted by the individuals who hold office as Directors, from time to time.

   Catholic Primary School Principal means a person who either:

   (a) has authority to manage a Catholic primary school,

   (b) has authority to manage Catholic joint primary and secondary school; or

   (c) is the department head (howsoever named) of the primary department of a Catholic joint primary and secondary school,
but does not include anyone with authority to manage an early learning centre associated with a Catholic school (unless that person also occupies any of the positions specified at (a), (b) and (c) above.

Chair means the individual appointed to chair:

(a) a General Meeting under clauses 27.1 and 27.2; or
(b) a Board meeting under clause 50.

Company means Australian Catholic Primary Principals Association Limited.

Company Secretary means an individual appointed to perform the role of company secretary for the Company in accordance with clause 62.1.

Constitution means this Constitution as amended or supplemented from time to time pursuant to clause 63.

Director means any individual appointed or elected as a director of the Company pursuant to this Constitution, including the President and Vice President.

Founding Member means a Member listed in Schedule 1.

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

Member means an:

(a) Organisation Member; or
(b) Associate Member.

Objects mean the charitable objects of the Company as set out in clause 4.

Office means the registered office for the time being of the Company which must always be located in Australia.

Officer has the meaning given to it in the Act.

Organisation Member has the meaning given to it in clause 9.

President means the individual elected as President of the Company in accordance with clause 41.

Register means the register of Members to be kept in accordance with clause 18.

Representative means an individual appointed to represent an Organisation Member in accordance with clause 10.
**Special Resolution** has the meaning given to it in the Act, which at the date of adoption of this Constitution means a resolution:

(a) for which notice has been given in accordance with the Act; and

(b) which has been passed by at least 75% of the votes cast by Members entitled to vote on the resolution.

**Vice President** means an individual elected as Vice President of the Company in accordance with clause 41.

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

(a) a reference to any legislation or to any provision of any legislation includes any regulations made under it and any statutory modification or replacements thereto for the time being in force;

(b) a reference to a word or phrase that is given a meaning in the Act has the same meaning in this Constitution;

(c) a reference to a clause of this Constitution and includes any further embedded content;

(d) the word person means a natural person and any company, corporation, association, body or entity whether incorporated or not;

(e) the words writing and written means printing, typewriting and all other means of representing or reproducing words in visible form;

(f) a gender includes all genders;

(g) singular includes plural and vice versa;

(h) where a word or phrase is defined, its other grammatical forms have corresponding meaning;

(i) headings, bold type and italics are for convenience only and do not affect the interpretation of this Constitution.

3. **Replaceable Rules**

The replaceable rules in the Act do not apply to the Company except to the extent that they are repeated in this Constitution.

**PART B – CHARITABLE OBJECTS AND POWERS**

4. **Objects**

The Objects of the Company are to advance education by:

(a) providing representation and support for Catholic Primary School Principals for the benefit of their respective Catholic primary
schools as they lead and inspire the heart, mind and spirit of Catholic primary school education;

(b) promoting the overall aims of Catholic education in all dioceses of Australia;

(c) making submissions, distributing information and working actively for the continuous improvement of Catholic primary school education;

(d) promoting the further education and enhancement of teaching and educational skills of principals in Catholic primary schools;

(e) promoting an understanding of the role and significance of the principals in Catholic education;

(f) providing a forum for the exchange of ideas to promote the Catholic education and the welfare of students;

(g) facilitating communication between Associations across Australia;

(h) providing the means by which Catholic Primary School Principals, through their local Associations may liaise with other groups which have an impact on the effective operation of Catholic primary schools throughout Australia;

(i) promoting dialogue and understanding with other international principals associations; and

(j) undertaking any other activities in furtherance of the above.

5. **Powers**

5.1. The Company has the legal capacity and powers of a company set out under section 124(1) of the Act.

5.2. The Company may only exercise the powers in section 124(1) of the Act to:

   (a) pursue the Objects of the Company; and

   (b) do all things incidental or convenient in relation to the exercise of power under clause 5.2(a).

6. **Application of income and property**

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

6.2. The Company must not distribute any surplus, income or assets directly or indirectly to its Members in the form of dividends, distribution of profits or otherwise.

6.3. **Clause 6.2** does not prevent the Company from making a payment to a Member in good faith:
(a) by way of reimbursement for expenses properly incurred by the Member on behalf of the Company;
(b) in return for any services rendered or goods supplied in the ordinary course of business to the Company; or
(c) for any other bona fide reason or purpose for the attainment of the Objects.

PART C - MEMBERS

7. Membership
The Members of the Company are:
(a) the Founding Members; and
(b) any other person admitted as a Member in accordance with this Constitution.

8. Membership Categories
The Membership categories of the Company are:
(a) Organisation Members (State and Territories); and
(b) Associate Members (all Catholic Primary Principals).

9. Organisation Members
9.1. Organisation Members are:
(a) the Founding Members categorised as Organisation Members on the registration of the Company; and
(b) persons eligible to be admitted as Organisation Members under clause 9.3 and admitted as Organisation Members in accordance with clause 9.7.

9.2. The number of Organisation Members from each State or Territory shall not exceed 2.

9.3. A person is eligible to apply for admission as an Organisation Member if the person:
(a) is an Association; and
(b) supports the Objects.

9.4. A person may apply to become an Organisation Member by writing to the Company Secretary stating that they:
(a) want to become an Organisation Member;
(b) support the Objects; and
(c) agree to comply with the Constitution.

9.5. The application must be submitted to the Company Secretary at least 2 months prior to a General Meeting so that the application can be considered at that General Meeting.

9.6. The application shall be considered by Members at the General Meeting.

9.7. An applicant will be admitted to Organisation Membership if more than 50% of the Members who are present and entitled to vote at the General Meeting resolve to admit the applicant.

9.8. Subject to clause 9.7, an applicant becomes an Organisation Member and is entitled to exercise their rights under the Constitution when their name is entered into the Register by the Board.

10. Organisation Member Representatives

10.1. An Organisation Member may, by written notice, to the Company Secretary, appoint 1 individual as its Representative who:

(a) may exercise any of the rights that the Organisation Member may exercise under this Constitution including speaking and voting on behalf of the Organisation Member at General Meetings; and

(b) will be the contact person to receive notices and communications from the Company on behalf of the Organisation Member, unless the Organisation Member indicates otherwise.

10.2. The appointment of an Organisation Member Representative may be a standing one and may be made by reference to a position held by the Organisation Member Representative.

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

10.4. The Organisation Member Representative must abide by this Constitution and support the Objects of the Company as if he/she were a Member himself/herself.

11. Voting by Organisation Members

11.1. If:

(a) there is only 1 Organisation Member in a State or Territory, that Organisation Member shall have 2 votes at a General Meeting; and

(b) there are 2 Organisation Members in a State or Territory, each of these Organisation Members shall have 1 vote.
11.2. Organisation Members may, in addition to its Representative or proxy, send observers to a General Meeting who will have no entitlement to speak or vote at that General Meeting.

12. **Associate Members**

12.1. Associate Members are:

(a) the Founding Members categorised as Associate Members on the registration of the Company; and

(b) persons eligible to be admitted as Associate Members under clause 12.2 and admitted as Associate Members under clause 12.5.

12.2. A person is eligible to be admitted as an Associate Member if the person:

(a) is a Catholic Primary School Principal from any State or Territory; and

(b) supports the Objects.

12.3. A person may apply in writing to the Company Secretary to become an Associate Member in the form and manner prescribed by the Board from time to time, stating that they:

(a) want to become an Associate Member;

(b) support the Objects; and

(c) agree to comply with the Constitution.

12.4. The Board may at its discretion:

(a) admit or reject the applicant as an Associated Member; or

(b) require the applicant to supply evidence of eligibility as it considers reasonably necessary.

12.5. An applicant will be admitted to Associate Membership if at least 75% of Directors who are present and entitled to vote at a Board meeting resolve to admit the applicant.

12.6. Upon acceptance of an application in accordance with clause 12.5, the applicant must pay any fees in accordance with clause 15 within the period determined by the Board and notified to the applicant. If any such payment is not made, the Board may in its discretion revoke the acceptance of the application.

12.7. Subject to clause 12.6, an applicant becomes an Associate Member and is entitled to exercise their rights under the Constitution when their name is entered into the Register by the Board.

12.8. Associate Members:
(a) will be provided with such communication and information about the Company as the Board sees fit; and
(b) are entitled to attend General Meetings but not to speak or vote at General Meetings.

13. **Affiliate**

13.1. Any individual or organisation that supports the Objects of the Company may apply in writing to the Board become an Affiliate.

13.2. The Board has the right but not the obligation (in its sole discretion) from time to time:

(a) to invite Affiliates to attend or speak at General Meetings;
(b) to provide Affiliates with information relating to the Company;
(c) to invite Affiliates to participate in any activities or events carried out by the Company; or
(d) to authorise communication with Affiliates in any manner and regarding any subject as it sees fit.

13.3. For the avoidance of doubt, Affiliates are not Members of the Company and as such are not entitled to any right or privilege of a Member.

14. **Rights Not Transferable**

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

(a) is not capable of being transferred or transmitted to another person; and
(b) terminates upon cessation of the person's Membership.

15. **Membership Subscriptions**

15.1. The Board may from time to time determine at its discretion:

(a) the amount of the annual membership subscription or other fees payable by each category of Membership; and
(b) the time and manner of payment of such annual membership subscriptions and other fees.

15.2. If a Member fails to pay its annual membership subscription or other fees by the time they are due, the Member will be notified of the default. If the default is not rectified within 30 days of the Member being notified:

(a) that Member's Membership will lapse;
(b) that Member will not be entitled to exercise its rights under the Constitution; and
(c) the Member's name will be removed from the Register, unless the Board resolves otherwise.

16. **Members' Obligations**

16.1. This Constitution constitutes a contract between the Company, each Director and each of the Members. Each Member agrees to be bound by this Constitution and any by-laws, determination, resolution or policy that may be made or passed by the Board or by Organisation Members in a General Meeting.

16.2. Members agree to operate with mutual trust and confidence in pursuit of the Objects and to do all things reasonably necessary to enable the Objects to be achieved within constraints of the law.

17. **Cessation of Membership**

17.1. A person will cease to be a Member of the Company:

(a) upon receipt by the Company of written notice of the Member’s resignation from Membership;

(b) if their Membership lapses under **clause 15.2**;

(c) if the Member is expelled from the Company in accordance with **clause 19**;

(d) upon the bankruptcy or insolvency of that Member;

(e) if the Member becomes of unsound mind or a person who is, or whose estate is, liable to be dealt with in any way under the law relating to mental health;

(f) upon the death of that Member; or

(g) if the Member is convicted of an indictable offence unless the Board resolves otherwise.

17.2. A person who ceases to be a Member:

(a) will not be entitled to any refund or partial refund of any annual membership subscription or other fees paid under **clause 15**; and

(b) will not be readmitted as a Member until any unpaid monies outstanding at the time they ceased to be a Member are paid including any interest or other charges levied on any outstanding monies.

18. **Register of Members**

18.1. The Company must establish and maintain a Register of Members. The Register must be kept by the Company Secretary and must contain:

(a) for each current Member:
(i) name;
(ii) address (which may also include an electronic address such as email);
(iii) any alternative address nominated by the Member for the service of notices (which may also include an electronic address such as email);
(iv) the date the Member was entered on to the Register; and
(v) the Member’s category of Membership; and
(vi) for Organisation Members only, the State or Territory in which they are located.

(b) for each person who stopped being a Member in the last 7 years:
(i) name;
(ii) address (which may also include an electronic address such as email);
(iii) any alternative address nominated by the Member for the service of notices (which may also include an electronic address such as email);
(iv) the dates on which its Membership started and ended;
(v) the Member’s category of Membership; and
(vi) for Organisation Members only, the State or Territory in which they are located.

18.2. The Company must give current Members reasonable access to the Register.

18.3. Information that is accessed from the Register must only be used in a manner relevant to the interest or rights of Members.

PART D – DISCIPLINARY PROCEDURES AND DISPUTE RESOLUTION

19. Disciplining Members

19.1. The Board may resolve by at least 75% votes of all Directors to suspend or expel a Member (or their Representative) if the Board considers that they:

(a) have persistently refused or neglected to comply with this Constitution; or

(b) have persistently and wilfully acted in a manner prejudicial to the interests of the Company.
19.2. Where the Board passes a resolution under **clause 19.1**, the Company Secretary will, as soon as practicable, send a notice in writing to the Member or its Representative:

(a) setting out the resolution of the Board and the grounds on which it is based;
(b) stating that the Member or Representative may address the Board at a meeting to be held not earlier than 30 days after giving the notice;
(c) stating the date, place and time of that meeting; and
(d) informing the Member or Representative that the Member or Representative may do either or both of the following:
   (i) attend and speak at that meeting; or
   (ii) submit to the Board at or prior to the date of that meeting written representations relating to the resolution.

19.3. At a meeting of the Board held as referred to in **clause 19.2**, the Board will:

(a) give the Member or Representative an opportunity to make oral representations;
(b) give due consideration to any written representations submitted to the Board by the Member or Representative at or prior to the meeting; and
(c) vote on the question whether to confirm the resolution previously made under **clause 19.1**

19.4. Where the Board resolve by at least 75% of the votes of all Directors confirm a resolution previously made under clause 19.1, the Company Secretary will, within 7 days after that confirmation, by notice in writing inform the Member or Representative of the confirmation of the resolution.

19.5. A resolution that has been passed by the Board in accordance with **clause 19.1** and confirmed by the Board under **clause 19.3** does not take effect:

(a) until the end of the period within which the Member is entitled to appeal against the resolution in accordance with **clause 20** if the Member does not exercise the right of appeal within that period; or
(b) if the Member exercises any right of appeal in accordance with **clause 20**, until the resolution is confirmed by Members at a General Meeting in accordance with **clause 20.4**.
20. Right to Appeal against Suspension or Expulsion

20.1. A Member may appeal to the Members in General Meeting against a resolution of the Board under clause 19.3, within 30 days after notice of the resolution is given to the Member, by lodging with the Company Secretary a written notice to that effect.

20.2. The notice may be accompanied by a statement of the grounds on which the Member intends to rely for the purposes of the appeal.

20.3. On receipt of a notice from a Member under clause 20.1, the Board is to convene a General Meeting to be held within 3 months (or as otherwise reasonably determined by the Board) after receiving the notice from the Member.

20.4. At a General Meeting convened under clause 20.3:

(a) no business other than the question of the appeal is to be transacted;

(b) the Board and the Member must be given the opportunity to state their respective cases orally or in writing, or both; and

(c) the Members present (excluding the appealing Organisation Member, if applicable) are to vote on the question of whether the Board's resolution should be confirmed.

20.5. The appeal is to be determined by a resolution of more than 50% of the votes cast by the Members who are present and entitled to vote (excluding the appealing Organisation Member, if applicable).

PART E - GENERAL MEETINGS

21. Calling of General Meetings

21.1. The Board may convene a General Meeting at any time it thinks fit.

21.2. Annual General Meetings will be convened by the Board in accordance with the Act.

21.3. Organisation Members may request or call and arrange to hold a General Meeting in accordance with the relevant provisions of the Act.

21.4. A General Meeting may be held at 2 or more places using any technology that gives the Members present at those places a reasonable opportunity to participate in the meeting.

22. Business at Annual General Meetings

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

(a) consideration of the annual financial report, directors’ report and auditor’s report; and
(b) appointment of the auditor.

23. **Notice of General Meetings**

23.1. Except where a shorter notice period is permitted under the Act, at least 21 days’ notice of any General Meeting must be given to:

(a) every Member entitled to vote at the General Meeting;
(b) every Director; and
(c) the auditor for the time being of the Company.

23.2. A notice of a General Meeting must specify:

(a) the date, time and place of the meeting;
(b) the general nature of the business to be transacted at the meeting;
(c) if a Special Resolution is to be proposed, state in full the proposed resolution and the intention to propose it as a Special Resolution;
(d) if the meeting is to be held in 2 or more places, the technology that will be used to facilitate this; and
(e) any other information required by the Act.

23.3. The non-receipt of a notice of a General Meeting or the accidental omission to give notice to any person entitled to receive the notice does not invalidate anything done or any resolution passed at the General Meeting.

24. **Notices of Motion**

24.1. An Organisation Member may give to the Company Secretary a written notice of motion of a resolution that they propose to move at a General Meeting.

24.2. If the Company receives a notice of motion under **clause 24.1**, the resolution is to be considered at the next General Meeting that occurs more than 2 months after the notice is given, provided it is a matter appropriate for consideration at a General Meeting pursuant to the Act and this Constitution.

24.3. Subject to **clause 24.2**, the Company must give other Organisation Members notice of the resolution at the same time, or as soon as practicable afterwards, and in the same way, as it gives notice of the General Meeting.

25. **Cancellation or Postponement**

The Board may cancel or postpone a General Meeting or change the venue of a General Meeting (other than a meeting requisitioned by
26. **Quorum**

26.1. No business will be transacted at a General Meeting unless a quorum is present.

26.2. The quorum for any General Meeting is the number that constitutes a majority of Organisation Members entitled to vote.

26.3. An Organisation Member is taken to be present at a General Meeting if the Organisation Member is present by a Representative or by proxy.

26.4. If within 30 minutes after the appointed time for the commencement of a General Meeting a quorum is not present:

   (a) the meeting if convened upon the request of Organisation Members will be dissolved; and

   (b) in any other case the meeting will stand adjourned to such other day and at such other time and place as the Board may determine by notice to the Members.

26.5. If at the adjourned meeting the quorum is not present within 30 minutes after the appointed time for the commencement of the meeting, then the meeting will lapse.

27. **Chair**

27.1. The President will be the Chair of each General Meeting.

27.2. If the President is not present within 15 minutes after the time appointed for the commencement, or is unable or unwilling to act, the following may be Chair of the General Meeting (in order of precedence):

   (a) the Vice President;

   (b) any other Director present elected by a majority of those other Directors present; or

   (c) a Representative present chosen by a majority of the Organisation Members that are present and entitled to vote.

27.3. Despite anything in clause 27.2, if the President and/or Vice President and/or any other Director or Directors later attend a General Meeting or is willing to act, the senior of them (elected if necessary as outlined in clause 27.2 where 2 or more Directors are later in attendance) from time to time who is willing to act must take over as Chair of the General Meeting.
28. **Conduct of General Meetings**

28.1. The Chair of a General Meeting may at any time they consider it necessary or desirable for the proper and orderly conduct of the meeting, subject to the Act:

(a) impose a limit on the time that a person may speak on a motion or other item of business, question, motion or resolution being considered by the meeting;

(b) terminate debate or discussion; or

(c) adopt any procedures for casting or recording votes at the meeting whether on a show of hands or a poll.

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

28.3. The Chair of a General Meeting may take any action they consider appropriate for the safety of persons attending the meeting or the orderly conduct of the meeting and may refuse admission to, or require to leave and remain out of, the meeting any person who the Chair considers to be disruptive to the meeting or who is in attendance as an observer.

28.4. The Chair of the General Meeting may delegate powers conferred by clause 28.3 to any person they think fit.

28.5. Nothing in these clauses 28.1 to 28.4 (inclusive) limits the powers conferred on the Chair by law.

29. **Adjournment**

29.1. The Chair of a General Meeting at which a quorum is present may at any time during the course of the meeting, and must if so directed by the meeting, adjourn the meeting or any business, motion, question or resolution being considered or remaining to be considered by the meeting either:

(a) to a later time at the same meeting; or

(b) to an adjourned meeting to be held at a time and place determined by the Chair of the meeting.

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

29.3. When a General Meeting is adjourned for 28 days or more, notice of the adjourned meeting must be given to each Organisation Member stating the place, date and time of the adjourned meeting and the nature of the business to be transacted at that meeting.
30. **Voting at General Meetings**

30.1. Decisions made at a General Meeting will be determined by more than 50% votes cast by Organisation Members that are present and entitled to vote, except in the case where a Special Resolution is required by the Act or this Constitution.

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

30.3. At any General Meeting a resolution put to the vote at the meeting will be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded by:

   (a) the Chair; or

   (b) the lesser of at least 2 Organisation Members entitled to vote on the resolution or Organisation Members with at least 5% of the votes that may be cast on the resolution on a poll.

30.4. Unless a poll is so demanded, a declaration by the Chair that a resolution has been carried on a show of hands or carried unanimously or by a particular majority or lost and an entry to that effect in the minutes of the proceedings of the General Meeting will be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour or against the resolution.

30.5. If a poll is duly demanded it will be taken in such manner and either at once or after an interval or adjournment or otherwise as the Chair directs and the result of the poll will be the resolution of the meeting at which the poll was demanded.

30.6. A poll demanded on the election of a Chair or on the question of an adjournment must be taken immediately.

31. **Challenge to a Member's Right to Vote**

31.1. A Member or the Chair may only challenge a person's right to vote at a General Meeting at that meeting.

31.2. If a challenge is made under clause 31.1, the Chair must decide whether or not the person may vote. The Chair's decision is final.

32. **Appointing a Proxy**

32.1. An Organisation Member that is entitled to vote at a General Meeting may appoint a person as their proxy to attend and vote at a General Meeting on their behalf and such person need not to be a Member.

32.2. The instrument of proxy is valid if it contains the information required by the Act which at the date of this Constitution is the following information:

   (a) the name and address of the Organisation Member;
(b) the name of the Company;
(c) the proxy's name or the name of the office of the proxy; and
(d) the meetings at which the instrument of proxy may be used.

32.3. The instrument of proxy is valid if it is in accordance with the Act or in a form prescribed or accepted by the Board from time to time.

32.4. An instrument of proxy may be expressed to be a standing appointment. An instrument of proxy for a specified meeting is only valid for that meeting and any postponement or adjournment of that meeting.

32.5. An instrument of proxy shall not be treated as invalid merely because it does not specify all of the information required by this clause 32.2.

32.6. An instrument of proxy may be revoked at any time by notice in writing to the Company.

32.7. An instrument of proxy must be deposited at the Office or at such place as is specified for that purpose in the notice convening the General Meeting no later than 48 hours (or such shorter period as the Board may allow) before the time scheduled for the holding of the General Meeting or adjourned General Meeting as the case may be, at which the person named in the instrument proposes to vote and in default the instrument of proxy will not be treated as valid.

32.8. A vote exercised pursuant to an instrument of proxy is valid notwithstanding:

(a) the bankruptcy or liquidation of the Organisation Member; and
(b) the revocation of the instrument of proxy,

unless the Company has received at its Office written notice of the death, unsoundness of mind, bankruptcy, liquidation or revocation at least 48 hours (or such shorter period as the Board may allow) prior to the time appointed for the holding of the General Meeting or adjourned meeting, as the case may be, at which the instrument of proxy is exercised.

33. Voting by Proxy

33.1. A proxy is not entitled to vote on a show of hands, but may demand or join in demanding a poll

33.2. When a vote in writing is held, a proxy:

(a) does not need to vote, unless the proxy appointment specifies the way they must vote;

(b) if the way they must vote is specified on the proxy form, must vote that way; and
(c) if the proxy is also a Member or holds more than one proxy, may cast the votes held in different ways.

33.3. A proxy will not be revoked by the appointor attending and taking part in any General Meeting, but if the appointor votes on a resolution either on a show of hands or on a poll the person acting as proxy for the appointor shall not be entitled to vote in that capacity in respect of the resolution.

34. **Circulating Resolution**

34.1. Subject to clause 34.3, the Board may put a resolution to the Organisation Members to pass a resolution without a General Meeting being held.

34.2. The Board must notify the auditor (if any) as soon as possible that a circulating resolution has or will be put to Organisation Members, and set out the wording of the resolution.

34.3. Circulating resolutions cannot be used where the Act or this Constitution requires a meeting to be held.

34.4. A circulating resolution is passed if a majority of Organisation Members or in the case of a Special Resolution at least 75% of Organisation Members entitled to vote on the resolution, sign or agree to the circulating resolution, in the manner set out in clauses 34.5 or 34.6.

34.5. Organisation Members may sign:

(a) a single document setting out the circulating resolution and containing a statement that they agree to the resolution; or

(b) separate copies of that document, as long as the wording is the same in each copy.

34.6. The Company may send a circulating resolution by email to Organisation Members and Organisation Members may agree by sending a reply email to that effect, including the text of the resolution in their reply.

35. **Attendance of Non-members at General Meetings**

The Board may invite any person to attend and/or speak at a General Meeting (including an Associate Member or an Affiliate).

**PART D - BOARD OF DIRECTORS**

36. **Powers of the Board**

36.1. The Board is responsible for managing the business and affairs of the Company and may exercise all powers and do all such things that may be exercised or done by the Company, except for anything which must
be exercised by the Members in a General Meeting as required by the Act or by this Constitution.

36.2. The Board may by resolution make, amend or revoke by-laws for the purposes of giving effect to any provision of this Constitution or to govern the procedures and activities of the Company. Such by-laws are binding on the Board and the Members.

36.3. Subject to clause 20, any question, issue or dispute relating to or arising in consequence from this Constitution will be determined by the Board.

37. **Delegation of Powers**

37.1. The Board may delegate any of its powers and/or functions, other than powers required by law to be dealt with by the Board, to one or more committees or any employee of the Company or any other person as the Board thinks fit.

37.2. In exercising any powers so delegated, the committee or person must comply with any terms and conditions set by the Board.

37.3. The delegation must be recorded in the Company’s minute book.

38. **Number of Directors**

The Board shall comprise of:

(a) the President;

(b) 2 Vice Presidents; and

(c) 14 ordinary Directors

39. **Director eligibility**

A person is eligible to be appointed as a Director if, at the time of initial appointment, he or she:

(a) is:

   (i) a Representative of an Organisation Member; or
   (ii) a person holding a position of director (or equivalent) of an Organisation Member;

(b) is nominated by an Organisation Member or its Representatives;

(c) gives the Company their signed consent to act as a Director of the Company; and

(d) is not ineligible to be a director under the Act or the ACNC Act.
40. **Appointment of Directors**

Apart from the initial Directors and Directors appointed to fill a casual vacancy, the Organisation Members of each State and Territory will be entitled to appoint 2 Directors. If there:

(a) is only 1 Organisation Member in a State or Territory, that Organisation Member shall appoint 2 Directors; and

(b) are 2 Organisation Members in a State or Territory, each Organisation Member shall appoint 1 Director.

41. **Election of the President and Vice Presidents**

(a) In order to be eligible for election as President or Vice President, a person must be a current Director of the Company.

(b) Subject to clause 41(a), the President and Vice Presidents will be elected by a majority vote of Directors who are present and entitled to vote at a Board meeting.

(c) Upon a Director being elected as President, the Organisation Member which appointed that person as a Director may appoint a new Director.

42. **Terms of office**

42.1. The term of Directors (excluding President and Vice Presidents) starts from the date on which the appointment by Organisation Members and consent to act as Director signed by Directors are received by the Company and continues for 3 years.

42.2. The term of the President and Vice Presidents starts at the end of the Board meeting at which they are elected and continues for 3 years.

42.3. Directors (including President and Vice Presidents) can hold office consecutively for up to 2 terms. Upon serving 2 consecutive terms of 3 years each as President or Vice President, a person must wait for 2 years before being eligible to be elected again as President or Vice President (as applicable).

42.4. Notwithstanding clause 42.3 above, a Vice President is eligible to subsequently be elected as President and the terms of clauses 42.2 and 42.3 shall apply to that person as President as if they had never held office as Vice President.

43. **Alternate Directors**

Alternate Directors are not permitted.

44. **Casual vacancies**

44.1. In the event of a casual vacancy occurring on the Board, the vacancy shall be filled by:
(a) in the case of a Director appointed in accordance with clause 40, a person who is appointed by the same Organisation Member that has appointed the vacating Director; and

(i) in the case of the President or Vice President, a Director appointed by the Board.

44.2. Any individual so appointed to fill a vacancy will hold office for the remainder of the term of that vacancy.

44.3. The Board may act even if there are vacancies on the Board. However, if the number of Directors is reduced below the minimum number required by the Act, the continuing Directors may only act:

(a) for the purposes of appointing additional Directors up to the minimum number; or

(b) to convene a General Meeting.

45. When a Director Stops Being a Director

45.1. A Director may resign by written notice given to the Company Secretary. The resignation will take effect at the time indicated in the notice provided that the time is not earlier than the date that the Company Secretary receives the notice.

45.2. The office of a Director becomes vacant if the Director:

(a) dies;

(b) becomes bankrupt or makes any arrangement or composition with creditors generally;

(c) is prohibited from being a director of a company under the Act or the ACNC Act.

(d) resigns their office in accordance with clause 45;

(e) is removed from office pursuant to clause 46;

(f) 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;

(g) is absent from all meetings of the Board held during a period of 6 months, unless at the next Board meeting the Board resolves otherwise;

(h) is convicted on indictment of an offence and the Board does not at the next meeting after that conviction resolve to confirm the Director’s appointment to the office of Director; or

(i) fails to disclose a material personal interest in breach of the law unless at the next Board meeting the Board resolves otherwise.
46. **Removal of Director**

   Organisation Members may remove any Director from office in accordance with the Act.

47. **Payments to Directors**

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

47.2. The Company may pay a Director for:

   (a) out-of-pocket expenses incurred by the Director in the performance of any duty as a Director where the amount payable does not exceed an amount previously agreed by the Board; or

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

### PART E - BOARD MEETINGS

48. **Calling of Board meetings**

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

48.2. Any 2 or more Directors, or the President alone, may call a Board meeting at any time. The Company Secretary, upon the request, must convene a Board meeting by giving at least 7 days' notice of the meeting to all Directors.

48.3. In cases of urgency, a Board meeting can be held without notice being given in accordance with clause 48.2 provided that as much notice as practicable is given to each Director by the quickest means practicable.

48.4. Notice may be given orally or in writing and using any technology.

49. **Quorum**

49.1. No business will be transacted at a meeting of the Board unless a quorum is present.

49.2. The quorum for a Board meeting will be half of the number of the current Directors, rounded up if not a whole number.

50. **Chair at Board Meetings**

   At a Board meeting:

   (a) the President will preside as the Chair;
(b) If the President is absent or is unwilling to act, then the Vice President will preside; or

(c) if the Vice President is not present or is unwilling to act, the remaining Directors must choose another Director to preside as Chair at the Board meeting.

51. Voting and Decisions

51.1. Subject to clause 19, decisions made at a Board meeting will be determined by a majority of votes cast by Directors present and eligible to vote at the Board meeting.

51.2. Each Director has 1 vote.

51.3. In the event of an equality of votes on any question, the motion will not be carried and the Chair does not have a second or casting vote.

52. Conflicts of interest

52.1. A Director must disclose the nature and extent of any actual or perceived material conflict of interest in a matter that is being considered at a meeting of the Board (or that is proposed in a circular resolution):

(a) to the other Directors; or

(b) if all of the Directors have the same conflict of interest, to the Organisation Member at the next General Meeting, or at an earlier time if reasonable to do so.

52.2. The disclosure of a conflict of interest by a Director must be recorded in the minutes of the meeting.

52.3. Each Director who has a material personal interest in a matter that is being considered at a meeting of the Board (or that is proposed in a circular resolution) must not, except as provided under clause 52.4:

(a) be present at the meeting while the matter is being discussed; or

(b) vote on the matter.

52.4. A Director may still be present and vote if:

(a) their interest arises because they are a Member and the other Members have the same interest;

(b) their interest relates to an insurance contract that insures, or would insure, the Director against liabilities that the Director incurs as a director of the Company;

(c) their interest relates to an indemnity payment by the Company, or any contract relating to an indemnity that is allowed under the Act;
(d) ASIC makes an order allowing the Director to vote on the matter; or

(e) the Directors who do not have a material personal interest in the matter pass a resolution that:

    (i) identifies the Director, the nature and extent of the Director’s interest in the matter and how it relates to the affairs of the Company; and

    (ii) says that those Directors are satisfied that the interest should not stop the Director from voting or being present.

53. **Use of technology**

53.1. A Board meeting may be held using any technology consented to by all the Directors. The consent may be a standing one.

53.2. A Director may only withdraw their consent to the use of technology proposed for a Board meeting if they do so at least 48 hours before the meeting.

53.3. A Board meeting held by means of technology is taken to be held at the place where the Chair of the meeting is, or at such other place as determined by the Chair of the meeting provided that at least 1 Director involved was at that place for the duration of the meeting.

53.4. A Director who participates in a Board meeting permitted under clause 53.1 is taken to be present at the meeting.

54. **Resolutions made outside Board meetings**

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

54.2. The resolution is passed if at least a majority of Directors entitled to vote on the resolution sign or authorise a document stating that they are in favour of the resolution proposed.

54.3. The resolution is taken to be passed when the last Director who constitutes a majority in favour signs or authorises the document.

54.4. Any such resolution may consist of multiple copies of the same document, each signed or authorised by 1 or more of the Directors. The document may be in the form of a facsimile transmission or electronic communication.

55. **Validity of acts**

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

55.2. A procedural defect in decisions made by the Board will not result in such decisions being invalidated.
PART G - RECORDS

56. Minutes

The Board must ensure that minutes are made and kept of:

(a) proceedings and resolutions (including circular resolutions) of General Meetings;

(b) proceedings and resolutions of Board meetings;

(c) resolutions passed by the Board without a meeting held; and

(d) proceedings and resolutions of any committees of the Board.

57. Registers

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

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

58. Financial records

The Company must keep financial records that correctly record and explain its transactions, financial position and performance and enable financial statements to be prepared as required by the Act.

59. Financial year

The financial year for the Company is the year ending on 31 December or such other date as the Board shall determine.

60. Auditor

60.1. If required by the Act, the Board must have the financial records of the Company audited.

60.2. Any auditor appointed must be an independent person who satisfies the requirements under the Act.

61. Inspection of records

A Member is not entitled to inspect the records and documents of the Company unless authorised by the Board or the Act.

PART H - ADMINISTRATION

62. Company Secretary

62.1. There must be at least 1 Company Secretary appointed by the Board on any terms as the Board sees fit. The Board may remove or terminate such appointment.
62.2. The role of the Company Secretary includes:

(a) maintaining a Register of Members; and
(b) maintaining the minutes and other records of General Meetings (including notices of meetings), Board meetings and circular resolutions.

63. Alteration of Constitution

This Constitution may only be altered by Special Resolution in accordance with the Act.

64. Notices

64.1. Any notice required to be given to a Member under this Constitution may be given:

(a) by handing the notice personally to the Member, a Representative in the case of an Organisation Member (unless the Organisation Member has indicated otherwise);

(b) by sending it by post to the Member at the address recorded in the Register of Members; or

(c) by email to an address or number provided by the Member.

64.2. Any notice required to be given to the Company may be given:

(a) by sending the notice by post to the Office;

(b) by leaving the notice at the Office; or

(c) by email to the email address nominated by the Company for that purpose.

64.3. A notice is taken, unless the contrary is proved, to have been given:

(a) in the case of a notice given personally, on the date on which it is received by the Representative, Member or the Company;

(b) in the case of a notice sent by post, on the next business day after posting; and

(c) in the case of a notice sent by electronic, on the date it was sent.

65. Indemnity and insurance

65.1. To the extent permitted by law, the Company may indemnify each Officer and former Officer out of the funds of the Company against all costs, expenses and liabilities incurred as such Officer or former Officer, except for a liability:

(a) owed to the Company or a related body corporate;
(b) for a pecuniary penalty order under section 1317G of the Act or a compensation order under section 1317H of the Act; or

(c) arising out of conduct involving a lack of good faith.

65.2. To the extent permitted by law, the Company may indemnify each Officer and former Officer against reasonable legal costs incurred in defending an action for a liability incurred as such Officer or former Officer of the Company, except for legal costs 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 65.1;

(b) in defending or resisting criminal proceedings in which the person is found guilty;

(c) in defending or resisting proceedings brought by ASIC or a liquidator for a court order if the grounds for making the order are found by the court to have been established (but this sub-clause (c) does not apply to costs incurred in responding to actions taken by ASIC or a liquidator as part of an investigation before commencing proceedings for the court order); or

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

65.3. Subject to clause 65.4, the Company may purchase and maintain insurance or agree to pay a premium for a contract insuring a person who is or has been an Officer of the Company against a liability incurred by the person as an Officer of the Company.

65.4. The Company must not pay, or agree to pay, a premium for a contract insuring a person who is or has been an Officer the Company against a liability other than one for legal costs arising out of:

(a) conduct involving a wilful breach of duty in relation to the Company; or

(b) a contravention of section 182 or 183 of the Act.

66. Seal and execution of documents

66.1. Without limiting the manner in which the Company may execute any document, including as permitted under section 126 of the Act, the Company may execute a document without using a common seal if the document is signed by:

(a) 2 Directors; or

(b) 1 Director and 1 Company Secretary.
66.2. Nothing in this Constitution requires the Company to execute any agreement, deed or other document under common seal for the same to be effectively executed by the Company.

67. **Contribution of Members on winding up**

67.1. Each Member must contribute up to the guarantee amount of $2.00 in the event of the Company being wound up while they are a Member, or within 1 year after their Membership ceases.

67.2. The contribution is for:

- (a) payment of the Company’s debts and liabilities contracted before their Membership ceased;
- (b) the costs of winding up; and
- (c) the adjustment of the rights of the contributories among themselves.

68. **Distribution of property on winding up**

68.1. The Company may be dissolved by a Special Resolution of Organisation Members at a General Meeting. If any surplus remains following the winding up of the Company, the surplus will not be paid to or distributed amongst Members unless the Members satisfies the criteria in (a) to (c), but will be given or transferred to one or more corporations or institutions which have:

- (a) similar charitable objects to the Company’s Objects;
- (b) a governing document which requires it to apply its income and property in promoting those objects; and
- (c) a governing document which prohibits it from making distributions of its income or properties to its members to at least the same extent as in **clause 6**.

68.2. The identity of the corporation(s) or institution(s) is to be determined by a Special Resolution of the Organisation Members at or before the time of dissolution and failing such determination being made, by application to a court that has jurisdiction in the matter.