



Constitution  
of  
Windarring Limited  
ACN 616 639 528

Australian Business Number  
11 868 616 092

A company Limited by Guarantee



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## PRELIMINARY

### 1. Nature of Company and liability

#### 1.1 Nature of Company

- 1.1.1 The Company is a company limited by guarantee.
- 1.1.2 The name of the Company is as set out on the first page of this Constitution which, subject to a Special Resolution at a general meeting and the Act, may be changed.

#### 1.2 Liability of Members and guarantee on winding up

- 1.2.1 The liability of the Members is limited. Every Member undertakes to contribute \$50.00 (the guarantee) to the assets of the Company if it is wound up while he or she is a Member, or within one year afterwards.

### 2. Purposes of the Company

The Company is formed as a not-for-profit, charitable organisation for the following purposes:

- (a) to advance the wellbeing of people with a disability, through alignment with the United Nations Convention on the Rights of Persons with Disability (2006) and Australia's human rights statutory framework. This includes, but not limited to:
  - (i) reducing barriers, be they physical, social, cultural, legislative, attitudinal, economic or other, that may impede the participation and inclusion of people with a disability in society;
  - (ii) providing support services to people with a disability that recognise their choice and preference, and enable each person to live as an equal and empowered citizen;
  - (iii) advancing people with a disability to achieve their potential, their goals and exercise their rights through access to information, choice and appropriate supports;
  - (iv) promoting positive perceptions of people with a disability, by building inclusive communities;
  - (v) engaging with relevant entities and stakeholders to advance the interests of people with a disability;
  - (vi) facilitating learning opportunities to enhance the economic security, autonomy and agency of people with a disability. This may include employment that best reflect the interests and abilities of people with disabilities;



- (vii) enabling respectful relationships, privacy and healthy environments in which people with disability can flourish and live safely;
  - (viii) to provide support services for people with disabilities and their families.
  - (ix) all support services are geared toward achieving individual outcomes and our staff and the organisation are committed to providing support consistent with the Disability Industry Standards.
  - (x) Windarring has an integral role in advocating for additional resources from all levels of Government and removal of barriers to create greater access and inclusion in existing services within our community
- (b) to do all other things as may be deemed incidental or conducive to the achievement of any of the preceding purposes of the Company. To enter into any contract or other arrangement with any government or non-government bodies - Federal, State, Municipal or otherwise - that may seem conducive to the Company's purposes, or any one of them, and to obtain from any such government or non-government bodies any rights, privileges and concessions which the Company may think it desirable to obtain and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.

### 3. Interpretation

- 3.1 In this Constitution, unless the context otherwise requires:
- 3.1.1 The headings have been inserted for convenience only and do not form part of this Constitution or affect its interpretation.
  - 3.1.2 A reference to any law or legislation or legislative provision includes any statutory modification, amendment or re-enactment, and any subordinate legislation or regulations issued under that legislation or legislative provision, in either case whether before, on or after the date of this document.
  - 3.1.3 Where a word or phrase is given a defined meaning another part of speech or other grammatical form in respect of that word or phrase has a corresponding meaning.
  - 3.1.4 A word which denotes the singular denotes the plural, a word which denotes the plural denotes the singular, and a reference to any gender denotes the other genders.
  - 3.1.5 An expression importing a natural person includes any Company, trust, partnership, joint venture, association, body corporate or public authority.
  - 3.1.6 A reference to dollars or \$ means Australian dollars.
  - 3.1.7 References to the word 'include' or 'including' are to be construed without limitation.
  - 3.1.8 A reference to a business day means a day other than a Saturday or Sunday generally in the place where the Company's office is located.



- 3.1.9 Where a period of time is specified and dates from a given day or the day of an act or event it must be calculated exclusive of that day.
- 3.1.10 A term of this Constitution which has the effect of requiring anything to be done on or by a date which is not a business day must be interpreted as if it required it to be done on or by the next business day.

## **4. Membership**

### **4.1 Classes of members**

The Members of the Company will be divided as such:

- 4.1.1 **Initial Members:** are those persons who have consented to become Members and who are named in the application for registration of the Company to the Australian Securities and Investment Commission (ASIC).
- 4.1.2 **Member:** A Member of the Company is a person who has applied and been admitted as a Member of the Company, and who has undertaken in their application to contribute the amount specified in clause 4.8.
- 4.1.3 **Life Members:** A Life Member of the Company is a person who has accepted the Board's offer of appointment as a Life Member of the Company, and who has undertaken to contribute the amount specified in clause 4.8.

### **4.2 Life Members**

- 4.2.1 Any person may be appointed a Life Member –
  - 4.2.1.1 Upon Nomination by a Member; and
  - 4.2.1.2 approval of the Committee in recognition of his or her service or contribution to the Company.
- 4.2.2 Every Life Member shall have his or her name entered into the Register of Life Members of the Company and shall be entitled to a Certificate stating that he or she has been appointed.

### **4.3 Limits**

- 4.3.1 Unless otherwise determined by the Members in a General Meeting, the number of Members is limited to twenty (20)
- 4.3.2 The number of Life Members is unlimited.

### **4.4 Eligibility for membership**

A member must:

- 4.4.1 Be over the age of 18 years; and
- 4.4.2 Comply with any code of conduct applicable to Members that is approved by the Board from time to time

#### **4.5 Rights of Members**

- 4.5.1 A Member has the right to receive notices of, to attend and be heard at any general meeting and has the right to vote at any general meeting.
- 4.5.2 A Life Member has the right to receive notices of, to attend and be heard at any general meeting and has the right to vote at any general meeting.

#### **4.6 Application and admission to membership (other than initial members)**

- 4.6.1 An application for membership of the Company must:
  - 4.6.1.1 be in the form required by the Company and signed by the applicant;
  - 4.6.1.2 contain such particulars as the Directors determine;
  - 4.6.1.3 be lodged with the Company Secretary.
- 4.6.2 On receipt of an application, the Company Secretary must forward the application to the Board.
- 4.6.3 The Board must consider each application for membership as soon as practicable after its receipt. Relevant checks within the disability sector will be completed
- 4.6.4 The applicant cannot be a Board member if they are disqualified from being a Board Member by the ACNC Commissioner.
- 4.6.5 The Board has discretion to admit or reject the application. The Board need not give reasons for its decision.
- 4.6.6 If the Board accepts an application, the Company Secretary must enter the applicant's name in the Register of Members with as little delay as possible. The applicant becomes a Member of the Company when their name is entered in the Register.
- 4.6.7 The Secretary must write to the applicant to tell them that their application was approved, and the date that their membership started.
- 4.6.8 If the directors reject an application, the secretary must write to the applicant as soon as possible to tell them that their application has been rejected, but does not have to give reasons.
- 4.6.9 A right, privilege or obligation of a person by reason of his or her membership of the Company:
  - 4.6.9.1 is not capable of being transferred or transmitted to another person;  
and
  - 4.6.9.2 terminates upon the cessation of his or her membership

#### **4.7 Renewal of membership and removal from the Register**

- 4.7.1 Unless a person's name is removed from the Register in accordance with this document, a person is a Member of the Company from the first entry of their



name in the Register until 30 June next, and then from 1 July in any year until 30 June in the following year.

- 4.7.2 A Member is not required to renew his/her membership. However if the Member has had no contact with the Company for three (3) years then the Board, by resolution, may remove the Member's name from the Register. (see clause 4.11)

#### **4.8 Subscription Fee**

- 4.8.1 The Board may determine that an annual subscription fee is payable by Members in the amount, on such terms and at such times the Board determines;
- 4.8.2 The Board must notify Members of the amount, terms and time for payment of any Subscription Fee payable by the Member (and of any alteration to the Subscription Fee).
- 4.8.3 Each Member must pay the Subscription Fee to the Company in accordance with its terms.
- 4.8.4 If a Member does not pay the Subscription Fee:
- 4.8.4.1 within one month of the time for payment determined by the Board, the Company may issue a written reminder notice to the Member (Reminder Notice);
  - 4.8.4.2 within one month after a Reminder Notice is given, all rights and privileges associated with his or her Membership are automatically suspended without any notice to the Member; and
  - 4.8.4.3 more than two months after a Reminder Notice is given, the Member ceases to be a Member, unless the person is also a Director, in which case the suspension under rule 4.8.4.2 will continue.

#### **4.9 Register of Members**

- 4.9.1 The Secretary must keep the Register in accordance with the Act.
- 4.9.2 The Register must contain the full name, address (any alternative address nominated by the member for the service of notices) and date of entry of each Member. It must identify the class of each Member. It may also contain such other information as the Directors may require within the law. The Register shall be available for inspection at the registered address of the Company.
- 4.9.3 The Register must contain for each person who stopped being a member in the last 7 years the full name, address (any alternative address nominated by the member for the service of notices) and dates the membership started and ended.
- 4.9.4 The name of a Member or Life Member who has died, and a Member, to whom clause 4.11.1 applies, must be removed from the Register by the Secretary.



- 4.9.5 The company must give current members access to the register of members.
- 4.9.6 Information that is accessed from the register of members must only be used in a manner relevant to the interests or rights of members.

#### **4.10 Resignation**

- 4.10.1 A Member may resign from membership of the Company by giving written notice to the Secretary.
- 4.10.2 The resignation of a Member is deemed to take effect from the date of receipt of the notice of resignation or such later date as is provided in the notice.

#### **4.11 Removal from membership**

- 4.11.1 The Directors may at their discretion remove a Member or Life Member from the Register if a majority of them consider that the Member or Life Member evidences behaviour which is inconsistent with the purpose of the Company. The Directors are not required to give notice of their intention to consider the removal of a Member or Life Member from the Register, they are not required to disclose their proceedings in relation to the removal of a Member or Life Member and they are not required to give the Member or Life Member a hearing before reaching a decision.
- 4.11.2 A Member or a Life Member expelled from the Company does not have any claim on the Company, its funds or property.
- 4.11.3 The principles of natural justice do not apply to a decision to remove a Member or Life Member from the Register.

#### **4.12 When a person stops being a member**

- 4.12.1 A person immediately stops being a member if they:
  - 4.12.1.1 die
  - 4.12.1.2 are wound up or otherwise dissolved or deregistered (for an incorporated member)
  - 4.12.1.3 resign, by writing to the secretary
  - 4.12.1.4 are expelled under clause 4.11 or 4.12,
  - 4.12.1.5 have not responded within three months to a written request from the secretary that they confirm in writing that they want to remain a member.
  - 4.12.1.6 fail to pay the annual fee under clause 4.8, 21 days after two notices for payment of the annual fee have been forwarded by the secretary.

#### **4.13 Exception for grants**

- 4.13.1 Nothing in this prevents a Member from receiving government funded benefits where that funding is expressly on the basis that it be used for the benefit of persons including members



#### **4.14 No assets or income to be distributed to members**

- 4.14.1 The assets and income of the Company may only be applied to further its objects and no portion may be distributed directly or indirectly to its Members except as bona fide compensation for services rendered or expenses incurred on behalf of the Company.

### **5. Directors**

#### **5.1 Number of directors**

- 5.1.1 The company must have at least four and no more than nine directors. Every director must be a member

#### **5.2 Election and appointment of directors**

- 5.2.1 The initial directors are the people who have agreed to act as directors and who are named as proposed directors in the application for registration of the company.
- 5.2.2 Apart from the initial directors and directors appointed under clause 5.3, the members may elect a director by a resolution passed in a general meeting.
- 5.2.3 Each of the directors must be appointed by a separate resolution, unless: (a) the members present have first passed a resolution that the appointments may be voted on together, and (b) no votes were cast against that resolution.
- 5.2.4 A person is eligible for election as a director of the company if they:
- 5.2.4.1 are a member of the company
  - 5.2.4.2 are nominated by two members or representatives of members entitled to vote (unless the person was previously elected as a director at a general meeting and has been a director since that meeting),
  - 5.2.4.3 give the company their signed consent to act as a director of the company, and
  - 5.2.4.4 are not ineligible to be a director under the Corporations Act or the ACNC Act.
  - 5.2.4.5 An employee however defined of the Company may not be a member or a director unless the Board determines otherwise by resolution until three(3) years after the cessation of their employment
- 5.2.5 The directors may appoint a person as a director to fill a casual vacancy or as an additional director if that person:
- 5.2.5.1 is a member of the company
  - 5.2.5.2 gives the company their signed consent to act as a director of the company, and



- 5.2.5.3 is not ineligible to be a director under the Corporations Act or the ACNC Act.
- 5.2.6 If the number of directors is reduced to fewer than three or is less than the number required for a quorum, the continuing directors may act for the purpose of increasing the number of directors to three (or higher if required for a quorum) or calling a general meeting, but for no other purpose.
- 5.2.7 A Director is appointed for a term of three (3) years from AGM to AGM unless they have been appointed to fill a casual vacancy in which they are appointed for the remainder of the term.
- 5.2.8 Terminates upon the cessation of his or her membership

### **5.3 The Board may appoint Directors**

- 5.3.1 The Board may at any time, by a vote of a majority of them, appoint a person to be a Director, either to fill a casual vacancy or as an addition to the existing number of Directors. However the total number of Directors may not exceed the number fixed in clause 5.1.1.
- 5.3.2 A Director appointed under clause 5.3.1. holds office for the term specified at the time of their appointment, but only to a maximum of three (3) years; and is then eligible for further appointment in accordance with clause 5.2.7.
- 5.3.3 In appointing Directors, the Board must have regard to the principles in clause 4.11 (removal from membership)

### **5.4 Principles regarding Directors**

- 5.4.1 The Board should try to obtain expertise in the areas of law, finance, disability, disadvantage, training, health, IT, community engagement, marketing, media, public relations and governance amongst its members.
- 5.4.2 The Board may create its own rules for the appointment of Directors.

### **5.5 Vacation of office**

- 5.5.1 In addition to the circumstances in which the office of a Director becomes vacant by virtue of the Corporations Act or another provision of this document, the office of Director becomes vacant if any of the following occurs:
  - 5.5.1.1 if the Director becomes of unsound mind
  - 5.5.1.2 if the Director becomes prohibited from being a Director by reason of an order made under the Corporations Act;
  - 5.5.1.3 resigns his/her office by notice in writing to the Chief Executive Officer;
  - 5.5.1.4 for more than 3 months in any 6 month period is absent without permission of the Board from meetings of the Board held during that period; or
  - 5.5.1.5 the Director dies



## 5.6 Term of office

- 5.6.1 At each annual general meeting:
  - 5.6.1.1 any director appointed by the directors to fill a casual vacancy or as an additional director must retire, and
    - 5.6.1.1.1 at least one-third of the remaining directors must retire. if their number is not three or a multiple of three then the number nearest one third, must retire from office.
- 5.6.2 The directors who must retire at each annual general meeting under clause 5.7.1.2 will be the directors who have been longest in office since last being elected. Where directors were elected on the same day, the director(s) to retire will be decided by lot unless they agree otherwise.
- 5.6.3 Other than a director appointed under clause 5.3, a director's term of office starts at the end of the annual general meeting at which they are elected and ends at the end of the annual general meeting at which they retire.
- 5.6.4 Each director must retire at least once every three years.
- 5.6.5 A director who retires under clause 5.6 may nominate for election or re-election, subject to clause 5.6.9.
- 5.6.6 A Director retiring at an AGM who is not disqualified by law from being reappointed is eligible for reappointment and may act as a Director throughout the meeting at which that Director retires.
- 5.6.7 A Director may retire from office by giving notice in writing to the Company of that Director's intention to retire. A notice of resignation takes effect at the time which is the later of the time of giving the notice to the Company and the expiration of the period, if any, specified in the notice.
- 5.6.8 A person will be deemed to have resigned from the Board when he or she has been a Director for three (3) terms (regardless whether that total is achieved in a single or multiple terms of office).
- 5.6.9 A director who has held office for a continuous period of nine years or more may only be re-appointed or re-elected by a special resolution

## 5.7 Retirement of Directors

- 5.7.1 A Director may retire from office by giving notice in writing to the Company of that Director's intention to retire. A notice of resignation takes effect at the time which is the later of the time of giving the notice to the Company and the expiration of the period, if any, specified in the notice.
- 5.7.2 A person will be deemed to have resigned from the Board when he or she has been a Director for three (3) terms (regardless whether that total is achieved in a single or multiple terms of office).



## **5.8 When a director stops being a director**

- 5.8.1 A director stops being a director if they:
  - 5.8.1.1 give written notice of resignation as a director to the company
  - 5.8.1.2 die
  - 5.8.1.3 are removed as a director by a resolution of the members
  - 5.8.1.4 stop being a member of the company
  - 5.8.1.5 are absent for 3 consecutive directors' meetings without approval from the directors, or
  - 5.8.1.6 become ineligible to be a director of the company under the Corporations Act or the ACNC Act.

## **5.9 Powers of directors**

- 5.9.1 The directors are responsible for managing and directing the activities of the company to achieve the purpose set out in clause 2.
- 5.9.2 The directors may use all the powers of the company except for powers that, under the Corporations Act or this constitution, may only be used by members.
- 5.9.3 The directors must decide on the responsible financial management of the company including:
  - 5.9.3.1 any suitable written delegations of power under clause 13.2;13.3 & 5.9.4 and
  - 5.9.3.2 how money will be managed, such as how electronic transfers, negotiable instruments or cheques must be authorised and signed or otherwise approved. The directors cannot remove a director (except in clause 5.6) or auditor. Directors and auditors may only be removed by a members' resolution at a general meeting.
- 5.9.4 Delegation of directors' powers
  - 5.9.4.1 The directors may delegate any of their powers and functions to a committee, a director, an employee of the company (such as a chief executive officer) or any other person, as they consider appropriate.
  - 5.9.4.2 The delegation must be recorded in the company's minute book.

## **5.10 Payments to directors**

- 5.10.1 The company must not pay fees to a director for acting as a director.
- 5.10.2 The company may:
  - 5.10.2.1 pay a director for work they do for the company, other than as a director, if the amount is no more than a reasonable fee for the work done, or
  - 5.10.2.2 reimburse a director for expenses properly incurred by the director in connection with the affairs of the company.



5.10.3 Any payment made under clause 5.10.2 must be approved by the directors.

5.10.4 The company may pay premiums for insurance indemnifying directors, as allowed for by law (including the Corporations Act) and this constitution.

## **6. Execution of documents**

6.1 The company may execute a document without using a common seal if the document is signed by two Directors, or one Director and the Chief Executive Officer

## **7. Election of Office bearers**

7.1 At the first Board meeting after the AGM the Board must elect from amongst its number, the following Office bearers:

7.1.1 Chair;

7.1.2 Deputy Chair; and

7.1.3 Treasurer.

7.2 Each Office bearer holds office for one year but is eligible, while a Director, to be re-elected.

7.3 If a vacancy occurs amongst the Office bearers the Board must elect a person to fill that vacancy from its numbers. That person will hold office for the remainder of the term of the person he/she replaces provided that he/she remains a Director.

7.4 The Board may revoke the appointment of an Office bearer at any time and elect another person to that office.

## **8. Secretary**

8.1 Appointment and role of secretary

8.2 The company must have at least one secretary, who may also be a director.

8.3 A secretary must be appointed by the directors (after giving the company their signed consent to act as secretary of the company) and may be removed by the directors.

8.4 The directors must decide the terms and conditions under which the secretary is appointed, including any remuneration.

8.5 The role of the secretary includes:

8.5.1 maintaining a register of the company's members, and

8.5.2 maintaining the minutes and other records of general meetings (including notices of meetings), directors' meetings and circular resolutions.

8.5.3 The company may send a circular resolution by email to members and members may agree by sending a reply email to that effect, including the text of the resolution in their reply.

8.5.4 Unless the Board determines otherwise the Chief Executive Officer of the Company could also be the Company Secretary for the purposes of the Act.



## 9. Minutes and records

- 9.1 The company must, within one month, make and keep the following records:
  - 9.1.1 minutes of proceedings and resolutions of general meetings
  - 9.1.2 minutes of circular resolutions of members
  - 9.1.3 a copy of a notice of each general meeting, and
  - 9.1.4 a copy of a members' statement distributed to members under clause 14.4
  - 9.1.5 The company must, within one month, make and keep the following records:
    - 9.1.5.1 minutes of proceedings and resolutions of directors' meetings (including meetings of any committees), and
    - 9.1.5.2 minutes of circular resolutions of directors.
- 9.2 To allow members to inspect the company's records:
  - 9.2.1.1 the company must give a member access to the records set out in clause 9, and
  - 9.2.1.2 the directors may authorise a member to inspect other records of the company, including records referred to in clause 9.1.5 and clause 11.
- 9.3 The directors must ensure that minutes of a general meeting or a directors' meeting are signed within a reasonable time after the meeting by:
  - 9.3.1 the chairperson of the meeting, or
  - 9.3.2 the chairperson of the next meeting.
- 9.4 The directors must ensure that minutes of the passing of a circular resolution (of members or directors) are signed by a director within a reasonable time after the resolution is passed.

## 10. The Board

### 10.1 The role of the Board

- 10.1.1 Subject to the exercise by the Board of the powers contained in this Constitution, the Board governs the Company and directs the affairs of the Company. The Board may exercise all such powers and do all such acts as are not by this Constitution or the Act directed or required to be done by the Members in General Meeting or otherwise.
- 10.1.2 The Board has power, subject to the Act and this Constitution, to perform all such acts and things including the determination of policies and procedures as appear to the Board to be necessary for the proper management of the Company.
- 10.1.3 Subject to the provisions of the Act and this Constitution the Board may, by resolution, authorise any person as the Board thinks fit to exercise any powers of the Board which are delegable at law.

## **10.2 Proceedings of the Board**

- 10.2.1 The Board must meet at least ten (10) times in each year at such place and time as the Board may determine.
- 10.2.2 The Chief Executive Officer must convene a special meeting of the Board if requested to do so by the Chair or any two (2) Directors.
- 10.2.3 Unless the Directors unanimously waive this requirement the Chief Executive Officer must give at least three (3) days' notice to all Directors of any special meeting. The notice must specify the general nature of the business to be transacted at that meeting. No other business can be transacted at such a meeting.
- 10.2.4 The Chief Executive Officer must ensure that notice of every meeting of the Board (other than a special meeting) is served on each Director by delivering it to or sending it by prepaid post addressed or by email to the Director at his or her usual or last known place of residence at least five (5) days before the date of the meeting.
- 10.2.5 At all Board meetings other than as provided by clause 10.3
  - 10.2.5.1 all questions are to be decided by a show of hands, unless the person chairing that meeting determines that a secret ballot be held.
  - 10.2.5.2 The decision of the majority of Directors is the decision of the meeting;
  - 10.2.5.3 Each Director has one vote and, in the event of an equality of votes on any question, the person chairing the meeting has a casting vote; and
  - 10.2.5.4 Voting by proxy is not permitted.
- 10.2.6 The quorum for a meeting of the Board is one half (rounded up) of the number of Directors.
- 10.2.7 No business shall be transacted unless a quorum is present. If within half an hour of the time appointed for a meeting a quorum is not present the meeting shall stand adjourned and the person chairing the meeting must set a further date for the adjourned meeting, which must be within ten days.
- 10.2.8 At meetings of the Board the Chair shall preside but if the Chair is absent or unwilling to chair the meeting, then the Deputy Chair shall do so. If both the Chair and the Deputy Chair are absent or unwilling to preside then the Directors must choose one of their number to preside at the Board meeting.

## **10.3 Meetings other than in person**

- 10.3.1 Without limiting the discretion of the Board to regulate its meetings a meeting of the Board may be conducted by:
  - 10.3.1.1 Directors conferring by telephone, close circuit television, or audio or audio visual communication at the same time ("the conference"), or

- 10.3.1.2 Directors assenting in writing (by hand or by electronic encryption) to a resolution circulated to all Directors, whether electronically or in hard copy (the “circulating resolution”).
- 10.3.2 Notwithstanding that the Directors are not present together in one place at the time of the conference a resolution passed at such a conference shall be deemed to have been passed at a meeting of Directors on the day and time at which the conference was held. In the case of a circulating resolution a resolution shall be deemed to have been passed at a meeting of the Board on the day and at the time when it is last signed by a Director thereby constituting a majority of the Board.
- 10.3.2.1 A Director present at the commencement of a conference will be conclusively presumed to have been present and to have formed part of the quorum throughout the conference.
- 10.3.2.2 Any minutes of a conference purporting to be signed by the person who presided at the conference will be sufficient evidence of the observance of all necessary formalities regarding convening and conduct of the conference. A circulating resolution confirmed by a majority of Directors will be conclusive evidence that the resolution was passed.
- 10.3.2.3 When under the Constitution a resolution is deemed to be passed at a conference of the Board that meeting will be deemed to have been held at such place as is determined by the person who presided at the conference provided that at least one of the Directors who took part in the conference was at such place for the duration of the conference.

#### **10.4 Validity of acts of the Board**

- 10.4.1 An act or decision of the Board will not be invalid by reason only of a defect or irregularity in connection with the appointment or election of a Director or a vacancy in the membership of the Board.

#### **10.5 Pecuniary interests of Directors**

- 10.5.1 A Director who has a material personal interest that relates to the affairs of the Company must give other Directors notice of that interest unless the Act otherwise provides.
- 10.5.2 This notice must give details of the nature and extent of the interest, the relation of the interest to the affairs of the Company, and must be given at a meeting of the Board as soon as practicable after becoming aware of their interest in the matter. The details must be recorded in the minutes of the meeting.
- 10.5.3 Other than as permitted by the Act a Director who has a material personal interest in a matter that is being considered at a Board meeting must not be present and must not vote on the matter except in accordance with the Act.



## **10.6 Payment for services**

10.6.1 A Director who is called upon to perform other work for the Company beyond or outside the Director's ordinary duties or is engaged to provide any other service may be paid a commercial fee for those services, exertions or work.

## **10.7 Payment to Directors for expenses**

10.7.1 The Directors must be paid all reasonable traveling, accommodation and any other claimed expenses properly incurred by them in attending and returning from meetings of the Directors or any committee of the Directors or General Meetings or otherwise in the execution of their duties as Directors.

## **10.8 Indemnity and insurance Indemnity**

10.8.1 Every Officer and past Officer of the Company may be indemnified by the Company, to the fullest extent permitted by the Act, against a liability incurred by that person as an Officer of the Company or a subsidiary of the Company, including without limitation, legal costs and expenses incurred in defending an action.

## **10.9 Insurance premiums**

10.9.1 The Company may pay the premium on a contract insuring a person who is or has been an Officer of the Company to the fullest extent permitted by law

## **10.10 Directors' duties and interests**

10.10.1 Compliance with duties under the Act, ACNC Act and general law

10.10.2 Each Director must comply with his or her duties under the Act and under the general law.

10.10.3 If the Company is a Registered Entity, each Director:

10.10.4 must continue to comply with his or her duties under the general law;

10.10.5 must comply with each duty described in Governance Standard 5 of the regulations made under the ACNC Act as if it applied to the Director personally (and not the Company), including the duty:

- (a) to exercise their powers and discharge their duties with the degree of care and diligence that a reasonable individual would exercise if they were a Director of the Company;
- (b) to act in good faith in the best interests of the Company and to further the purposes of the Company set out in clause 2;
- (c) not to misuse their position as a Director;
- (d) not to misuse information they gain in their role as a Director;
- (e) to disclose any perceived or actual material conflicts of interest in the manner set out in 10.12;



(f) to ensure that the financial affairs of the Company are managed responsibly; and

(g) not to allow the Company to operate while it is insolvent; and

10.10.6 will no longer be required to comply with his or her duties to the extent permitted under section 111L of the Act.

### **10.11 Director can hold other offices**

10.11.1 A Director may:

(a) hold any office or place of profit or employment other than that of the Company's auditor or any Director or employee of the auditor;

(b) be a member of any corporation (including the Company) or partnership other than the Company's auditor;

(c) be a creditor of any corporation (including the Company) or partnership; or

(d) enter into any agreement with the Company.

### **10.12 Disclosure of interests**

10.12.1 Each Director must comply with the general law in respect of disclosure of conflicts of interest and:

10.12.1.1 while the Company is a registered entity under the ACNC Act, disclose any actual or perceived material conflict of interest to:

(a) the other Directors at a Board meeting as soon as practicable after the Director becomes aware of their interest in the matter; or

(b) if the other Directors have the same conflict of interest, to the Members at:

(i) the next meeting of Members; or

(ii) any earlier time, if reasonable to do so,

providing details of the nature and extent of the interest and the relation of the interest to the affairs of the Company and ensuring those details are recorded in the minutes of the meeting; or

10.12.1.2 if the Company ceases to be a registered entity under the ACNC Act, with section 191 of the Act in respect of disclosure of material personal interests.

### **10.13 Director interested in a matter**

10.13.1 Each Director must comply with section 195 of the Act in relation to being present, and voting, at a Board meeting that considers a matter in which the Director has a material personal interest. Subject to section 195 of the Act:

- (a) a Director may be counted in a quorum at a Board meeting that considers, and may vote on, any matter in relation to which that Director has a conflict of interest or duty;
- (b) the Company may proceed with any transaction in relation to which a Director has an interest or conflict of duty and the Director may participate in the execution of any relevant document by or on behalf of the Company;
- (c) the Director may retain any benefits accruing to the Director under the transaction; and
- (d) the Company cannot avoid the transaction merely because of the existence of the Director's interest or conflict of duty.

10.13.2 If the interest is required to be disclosed under section 191 of the Act, paragraph (c) applies only if it is disclosed before the transaction is entered into.

#### **10.14 Agreements with third parties**

The Company cannot avoid an agreement with a third party merely because a Director:

- (a) fails to make a disclosure of a conflict of interest or duty; or
- (b) is present at, or counted in the quorum for, a Board meeting that considers or votes on that agreement.

### **11. Financial and related records**

#### **11.1 The company must make and keep written financial records that:**

- 11.1.1 correctly record and explain its transactions and financial position and performance, and
- 11.1.2 enable true and fair financial statements to be prepared and to be audited.
- 11.1.3 The company must also keep written records that correctly record its operations.
- 11.1.4 The company must retain its records for at least 7 years.
- 11.1.5 The directors must take reasonable steps to ensure that the company's records are kept safe.

#### **11.2 Financial year**

- 11.2.1 The Company's financial year financial year is from 1 July to 30 June, unless the directors pass a resolution to change the financial year

#### **11.3 Directors' access to documents**

- 11.3.1 A director has a right of access to the financial records of the company at all reasonable times.



11.3.2 If the directors agree, the company must give a director or former director access to:

11.3.2.1 certain documents, including documents provided for or available to the directors, and

11.3.2.2 any other documents referred to in those documents.

## **12. Governance and Risk**

### **12.1 Board may create committees**

12.1.1 The Board must establish a Finance and Audit committee and set out its terms of reference.

12.1.2 The Board may establish any other committees which it considers necessary or desirable for the better functioning of the Company. The Board must set out the terms of reference for each committee.

12.1.3 The Board may delegate any powers to a committee which are delegable at law.

## **13. Chief Executive Officer**

### **13.1 Appointment**

13.1.1 The Board must appoint a Chief Executive Officer and ensure that the role is filled at all times.

### **13.2 General duties**

13.2.1 The Chief Executive Officer shall have such roles, powers, duties and responsibilities as the Board may grant and require. The Board must ensure that those roles, powers, duties and responsibilities are recorded in a contract with the Chief Executive Officer.

### **13.3 Delegations**

13.3.1 Without limiting clause 13.2 the Board must ensure that there is a clear statement of delegation, and the limits of that delegation, to the Chief Executive Officer at all times.

### **13.4 Execution of documents**

13.4.1 The Company may execute a document without the use of a seal if the document is signed by two Directors, or one Director and the Chief Executive Officer.

## **14. Meetings**

### **14.1 Convening of meetings by Directors**

14.1.1 A Majority of Directors may convene a general meeting.

## **14.2 Convening of meetings by Members**

- 14.2.1 The Directors must call and arrange to hold a general meeting if required to do so under the Corporations Act.

## **14.3 Notice of general meeting /annual meeting**

- 14.3.1 Written notice of a general meeting must specify the place, the day and the hour of meeting and if the meeting is to be held in two or more places, the technology that will be used to facilitate the meeting, the general nature of the business to be transacted and any other matters as are required by the Corporations Act.
- 14.3.2 A notice of a general meeting may be given by any form of communication permitted by the Corporations Act.
- 14.3.3 A general meeting, called the annual general meeting, must be held:
- 14.3.3.1 within 18 months after registration of the company, and
  - 14.3.3.2 after the first annual general meeting, at least once in every calendar year.
- 14.3.4 Even if these items are not set out in the notice of meeting, the business of an annual general meeting may include:
- 14.3.4.1 a review of the company's activities
  - 14.3.4.2 a review of the company's finances
  - 14.3.4.3 any auditor's report
  - 14.3.4.4 the election of directors, and
  - 14.3.4.5 the appointment and payment of auditors, if any.
- 14.3.5 Before or at the annual general meeting, the directors must give information to the members on the company's activities and finances during the period since the last annual general meeting.
- 14.3.6 The chairperson of the annual general meeting must give members as a whole a reasonable opportunity at the meeting to ask questions or make comments about the management of the company.
- 14.3.7 The accidental omission to give notice of any general meeting to, or the non receipt of a notice by, a person entitled to receive notice does not invalidate a resolution passed at the general meeting.

## **14.4 Circular resolutions of members**

- 14.4.1 Subject to clause 14.4.4,
- 14.4.2 the directors may put a resolution to the members to pass a resolution without a general meeting being held (a circular resolution).
- 14.4.3 The directors must notify the auditor (if any) as soon as possible that a circular resolution has or will be put to members, and set out the wording of the resolution.

14.4.4 Circular resolutions cannot be used:

14.4.4.1 for a resolution to remove an auditor, appoint a director or remove a director

14.4.4.2 for passing a special resolution, or

14.4.4.3 where the Corporations Act or this constitution requires a meeting to be held.

14.4.5 A circular resolution is passed if all the members entitled to vote on the resolution sign or agree to the circular resolution, in the manner set out in clause 14.4

14.4.6 Members may sign:

14.4.6.1 a single document setting out the circular resolution and containing a statement that they agree to the resolution, or

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

## 14.5 Cancellation of general meetings

14.5.1 The Directors may cancel a general meeting, other than a general meeting which they are required to convene and hold under the Corporations Act.

14.5.2 A meeting may only be cancelled in accordance with clause 14.5.1 if notice of the cancellation is given to all persons entitled to receive notice of the meeting at least two (2) business days prior to the time of the meeting as specified in notice of meeting.

## 14.6 Quorum at general meetings

14.6.1 Business may not be transacted at a general meeting unless a quorum of Members is present at the time when the meeting proceeds to business.

14.6.2 Except as otherwise set out in this document twenty percent (20%) of Members and Life Members present in person or by representative is a quorum.

14.6.3 If a quorum is not present within half an hour from the time appointed for the meeting or a longer period allowed by the Chair:

14.6.3.1 if the meeting was convened by or on the requisition of Members it must be dissolved;

14.6.3.2 otherwise it must stand adjourned to the same day in the next week at the same time and place or to another day and at another time and place determined by the Directors.

14.6.4 If a meeting has been adjourned to another time and place determined by the Directors not less than seven (7) days' notice of the adjourned meeting must be given in the same manner as in the case of the original meeting.



## **14.7 Quorum at adjourned general meetings**

- 14.7.1 At the adjourned meeting ten percent (10%) of Members and Life Members present is a quorum but if a quorum is not present within half an hour after the time appointed for the meeting then the meeting must be dissolved.

## **14.8 Appointment of Chair**

- 14.8.1 If the Directors have elected one of their number as Chair of their meetings that person is entitled to preside as Chair at every general meeting. If the Chair is absent at a meeting the Deputy Chair will preside over the meeting.
- 14.8.2 The Directors present at a general meeting must elect one of their number to chair the meeting if either of the following applies:
- 14.8.2.1 there is no Chair or Deputy Chair, or
  - 14.8.2.2 neither the Chair nor Deputy Chair is not present within 15 minutes after the time appointed for the holding of the meeting or they are unwilling to act.
- 14.8.3 The Members present at a general meeting must elect one of their number to chair the meeting if there are no Directors present within 15 minutes after the time appointed for the holding of the meeting or all Directors present decline to take the chair.

## **14.9 Chair's powers**

- 14.9.1 Subject to the terms of this document dealing with adjournment of meetings the ruling of the Chair on all matters relating to the order of business, procedure and conduct of the general meeting is final and no motion of dissent from a ruling of the Chair may be accepted.
- 14.9.2 The Chair, in their discretion, may expel any Member or Director from a general meeting if the Chair reasonably considers that the Member or Director's conduct is inappropriate behaviour. Any of the following conduct may be considered inappropriate in a general meeting:
- 14.9.2.1 the use of offensive or abusive language which is directed to any person, object or thing; attendance at the meeting while under the influence of any kind of drug including but not limited to any alcoholic substance;
  - 14.9.2.2 or the use or consumption of any drug of addiction by a person at the meeting.

## **14.10 Adjournment of meetings**

- 14.10.1 The Chair may, with the consent of any meeting at which a quorum is present, and must if so directed by the meeting, adjourn the meeting to another time and to another place.
- 14.10.2 The only business that may be transacted at any adjourned meeting is the business left unfinished at the meeting from which the adjournment took place.



14.10.3 When a meeting is adjourned for thirty (30) days or more, notice of the adjourned meeting must be given as in the case of an original meeting.

14.10.4 Except when a meeting is adjourned for thirty (30) days or more, it is not necessary to give a notice of an adjournment or of the business to be transacted at an adjourned meeting.

#### **14.11 Voting on show of hands**

14.11.1 At a general meeting a resolution put to the vote of the meeting must be decided on a show of hands unless a poll is demanded before that vote is taken or before the result is declared or immediately after the result is declared.

14.11.2 If a poll is not duly demanded, a declaration by the Chair that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book containing the minutes of the proceedings of the Company, is conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

#### **14.12 Demand for a poll**

14.12.1 A poll may be demanded by either:

14.12.1.1 the Chair; or

14.12.1.2 at least five (5) Members entitled to vote on the resolution.

14.12.2 The demand for a poll may be withdrawn.

14.12.3 The demand for a poll does not prevent the continuance of a meeting for the transaction of business other than the question on which a poll is demanded.

14.12.4 If a poll is duly demanded, it must be taken in the manner and, except as to the election of a Chair or on a question of adjournment, either at once or after an interval or adjournment or otherwise as the Chair directs. The result of the poll is the resolution of the meeting at which the poll is demanded.

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

#### **14.13 Voting rights of Members**

14.13.1 On a show of hands every person present in person or by proxy who is a Member has one vote.

14.13.2 On a poll every Member present in person or by proxy has one vote.

#### **14.14 Vote of the Chair at general meetings**

14.14.1 The Chair of a general meeting is entitled to a second or casting vote.



#### **14.15 Objections to voter qualification**

- 14.15.1 No objection may be raised to the qualification of a voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered.
- 14.15.2 An objection to the qualification of a voter must be referred to the Chair, whose decision is final.
- 14.15.3 A vote not disallowed according to an objection as provided in this document is valid for all purposes.

#### **14.16 Appointment of proxy**

- 14.16.1 A member may appoint a proxy to attend and vote at a general meeting on their behalf.
- 14.16.2 A proxy does not need to be a member.
- 14.16.3 A proxy appointed to attend and vote for a member has the same rights as the member to:
  - 14.16.3.1 speak at the meeting
  - 14.16.3.2 vote in a vote in writing (but only to the extent allowed by the appointment), and
  - 14.16.3.3 join in to demand a vote in writing under clause 14.12.
- 14.16.4 An appointment of proxy (proxy form) must be signed by the member appointing the proxy and must contain:
  - 14.16.4.1 the member's name and address
  - 14.16.4.2 the company's name
  - 14.16.4.3 the proxy's name or the name of the office held by the proxy, and
  - 14.16.4.4 the meeting(s) at which the appointment may be used.
- 14.16.5 A proxy appointment may be standing (ongoing).
- 14.16.6 Proxy forms must be received by the company at the company's registered address at least 48 hours before a meeting. This can include an electronic address
- 14.16.7 A proxy does not have the authority to speak and vote for a member at a meeting while the member is at the meeting.
- 14.16.8 Unless the company receives written notice before the start or resumption of a general meeting at which a proxy votes, a vote cast by the proxy is valid even if, before the proxy votes, the appointing member:
  - 14.16.8.1 dies
  - 14.16.8.2 is mentally incapacitated
  - 14.16.8.3 revokes the proxy's appointment, or



14.16.8.4 revokes the authority of a representative or agent who appointed the proxy.

14.16.9 A proxy appointment may specify the way the proxy must vote on a particular resolution.

#### **14.17 Voting by proxy**

14.17.1 A proxy is not entitled to vote on a show of hands (but this does not prevent a member appointed as a proxy from voting as a member on a show of hands).

14.17.2 When a vote in writing is held, a proxy:

14.17.2.1 does not need to vote, unless the proxy appointment specifies the way they must vote

14.17.2.2 if the way they must vote is specified on the proxy form, must vote that way, and

14.17.2.3 if the proxy is also a member or holds more than one proxy, may cast the votes held in different ways.

#### **14.18 Mode of meeting for Members**

14.18.1 A general meeting may be called or held using any technology consented to by all the Members. The consent may be a standing one. A Member may only withdraw their consent within a reasonable period before the meeting. The Members may otherwise regulate their meetings as they think fit.

#### **14.19 Resolution in writing**

14.19.1 A resolution in writing signed by all Members, excluding Members who have been given leave of absence, is to be treated as a determination of the Members passed at a meeting of the Members duly convened and held.

#### **14.20 Form of resolution in writing**

14.20.1 A resolution in writing may consist of several documents in like form, each signed by one or more Members and if so signed it takes effect on the latest date on which a Member signs one of the documents.

14.20.2 If a resolution in writing is signed by a proxy of a Member, it must not also be signed by the appointing Member and vice versa.

14.20.3 In relation to a resolution in writing a document generated by electronic means which purports to be a facsimile of a resolution of Members is to be treated as a resolution in writing and a document bearing a facsimile of a signature is to be treated as signed.



## 15. Dispute resolution and disciplinary procedures

### 15.1 Dispute resolution

- 15.1.1 The dispute resolution procedure in this clause applies to disputes (disagreements) under this constitution between a member or director and: (a) one or more members (b) one or more directors, or (c) the company.
- 15.1.2 A member must not start a dispute resolution procedure in relation to a matter which is the subject of a disciplinary procedure under clause 16 until the disciplinary procedure is completed.
- 15.1.3 Those involved in the dispute must try to resolve it between themselves within 14 days of knowing about it.
- 15.1.4 If those involved in the dispute do not resolve it under clause 16.1.3, they must within 10 days:
  - 15.1.4.1 tell the directors about the dispute in writing
  - 15.1.4.2 agree or request that a mediator be appointed, and
  - 15.1.4.3 attempt in good faith to settle the dispute by mediation.
- 15.1.5 The mediator must:
  - 15.1.5.1 be chosen by agreement of those involved, or
  - 15.1.5.2 where those involved do not agree:
    - (i) for disputes between members, a person chosen by the directors, or
    - (ii) for other disputes, a person chosen by either the Commissioner of the Australian Charities and Not-for-profits Commission or the president of the law institute or society in the state or territory in which the company has its registered office.
- 15.1.6 A mediator chosen by the directors under clause 15.1.5:
  - 15.1.6.1 may be a member or former member of the company
  - 15.1.6.2 must not have a personal interest in the dispute, and
  - 15.1.6.3 must not be biased towards or against anyone involved in the dispute.
- 15.1.7 When conducting the mediation, the mediator must:
  - 15.1.7.1 allow those involved a reasonable chance to be heard
  - 15.1.7.2 allow those involved a reasonable chance to review any written statements
  - 15.1.7.3 ensure that those involved are given natural justice, and
  - 15.1.7.4 not make a decision on the dispute.

## 16. Disciplining members

- 16.1 In accordance with this clause, the directors may resolve to warn, suspend or expel a member from the company if the directors consider that:
  - 16.1.1 the member has breached this constitution, or
  - 16.1.2 the member's behaviour is causing, has caused, or is likely to cause harm to the company
- 16.2 At least 14 days before the directors' meeting at which a resolution under clause 16.1 will be considered, the secretary must notify the member in writing:
  - 16.2.1 that the directors are considering a resolution to warn, suspend or expel the member
  - 16.2.2 that this resolution will be considered at a directors' meeting and the date of that meeting
  - 16.2.3 what the member is said to have done or not done
  - 16.2.4 the nature of the resolution that has been proposed, and
  - 16.2.5 that the member may provide an explanation to the directors, and details of how to do so.
- 16.3 Before the directors pass any resolution under clause 16.1, the member must be given a chance to explain or defend themselves by:
  - 16.3.1 sending the directors a written explanation before that directors' meeting, and/or
  - 16.3.2 speaking at the meeting.
- 16.4 After considering any explanation under clause 16.3, the directors may:
  - 16.4.1 take no further action
  - 16.4.2 warn the member
  - 16.4.3 suspend the member's rights as a member for a period of no more than 12 months
  - 16.4.4 expel the member
  - 16.4.5 refer the decision to an unbiased, independent person on conditions that the directors consider appropriate (however, the person can only make a decision that the directors could have made under this clause), or
  - 16.4.6 require the matter to be determined at a general meeting.
- 16.5 The directors cannot fine a member.
- 16.6 The secretary must give written notice to the member of the decision under clause 16.4 as soon as possible.
- 16.7 Disciplinary procedures must be completed as soon as reasonably practical.



- 16.8 There will be no liability for any loss or injury suffered by the member as a result of any decision made in good faith under this clause.

## **17. Alteration of Constitution**

### **17.1 How performed**

- 17.1.1 The name or Constitution of the Company shall not be altered, amended or added to except by Special Resolution in accordance with the Act.

## **18. Auditor**

### **18.1 Appointment and removal**

- 18.1.1 An auditor who is a registered company auditor must be appointed by the Members at the AGM.
- 18.1.2 The auditor shall hold office until the next AGM but may be removed by resolution of the Board which may determine a replacement.
- 18.1.3 Any auditor so appointed must not be:
- 18.1.3.1 a Director;
  - 18.1.3.2 an employee or employer of a Director; or
  - 18.1.3.3 a member of the same partnership as a Director; or
  - 18.1.3.4 an employee of the Company.
  - 18.1.3.5 The auditor must carry out such audit as is required by the Board and the Act.

## **19. Dissolution**

- 19.1 The Company may only be wound up and its assets disposed of by the Special Resolution of its Members in accordance with the Act.
- 19.2 Any asset or part of any asset of the Company that consists of property supplied by a government department or public authority without payment, including the unexpended portion of a grant, must be returned to the department or authority that supplied it or to a body nominated by that department or authority.
- 19.3 Subject to clause 18.1.2, if on the winding up and dissolution of the Company there remains after satisfaction of all debts and liabilities, any assets or property whatsoever other than the Gift Fund, the same will not be paid to or distributed to any Member of the Company but will be given or transferred to an organisation which:
- 19.3.1 Has objectives or purposes similar to those of the Company;
  - 19.3.2 Is a fund, authority or institution approved by the Commissioner of Taxation as a public benevolent institution or health promotion charity under the Income Tax Assessment Act 1997; and
  - 19.3.3 Prohibits the distribution of its income and property amongst its Members to an extent at least as great as the Company;



but in no circumstances will any assets or property whatsoever be paid or distributed to any Member or Director of the Company.

#### **19.4 References to the Constitution**

19.4.1 A reference to the Constitution, where amended, means this document as so amended.

#### **19.5 Application of Corporations Act**

19.5.1 The Act applies in relation to this document as if it was an instrument made under the Act as in force on the day when this document became the constitution of the Company.

#### **19.6 Exercise of powers**

19.6.1 Except as specifically contemplated to the contrary in this Constitution, the Company may, in any manner permitted by the Act exercise any power, take any action or engage in any conduct or procedure which under the Act a Company limited by guarantee may exercise, take or engage in if authorised by this

#### **19.7 By-laws**

19.7.1 The directors may pass a resolution to make by-laws to give effect to this constitution.

19.7.2 Members and directors must comply with by-laws as if they were part of this constitution.

#### **19.8 Interpretation**

19.8.1 In this constitution: (a) the words 'including', 'for example', or similar expressions mean that there may be more inclusions or examples than those mentioned after that expression, and (b) reference to an Act includes every amendment, re-enactment, or replacement of that Act and any subordinate legislation made under that Act (such as regulations).

#### **19.9 Reading this constitution with the Corporations Act**

19.9.1 Each of the provisions of the Act which would but for this clause apply to the Company as a replaceable rule within the meaning of the Act are displaced and do not apply to the Company.

19.9.2 While the company is a registered charity, the ACNC Act and the Corporations Act override any clauses in this constitution which are inconsistent with those Acts.

19.9.3 If the company is not a registered charity (even if it remains a charity), the Corporations Act overrides any clause in this constitution which is inconsistent with that Act.



19.9.4 A word or expression that is defined in the Corporations Act, or used in that Act and covering the same subject, has the same meaning as in this constitution.

## Definitions

|                              |   |
|------------------------------|---|
|                              |   |
| Act                          | the Corporations Act 2001 and regulations   |
| ASIC                         | the Australian Securities and Investments Commission  |
| Annual General Meeting (AGM) | the annual general meeting (AGM) of the Company convened pursuant to clause 14.3.   |
| Board                        | the Board of Directors of the Company   |
| Casual Vacancy               | a vacancy in the office of a Director or an Office bearer   |
| Chair                        | the person elected to that office   |
| Chief Executive Officer      | the person appointed to that position by the Board  |
| Commissioner of Taxation     | the Commissioner of Taxation or a second Commissioner of Taxation or a Deputy Commissioner of taxation for the purposes of the Income Tax Assessment Act 1997 |
| Company                      | Windarring Limited  |
| Company Secretary            | the person appointed to that position from time to time   |
| Deputy Chair                 | means the person elected to that office   |
| Constitution                 | has the meaning in clause 19.4  |
| Director                     | a person elected or appointed to the initial, transitional or subsequent Board and includes a person who is chosen to fill a casual vacancy                   |
| Financial Year               | the period commencing on the 1st day of July and ending on the 30th day of June in the following year   |
| General Meeting              | the annual general meeting or a general meeting   |
| Life Member                  | the meaning given in clause 4.2   |
| Member                       | has the meaning given in clause 4.1 and may also include Life Members of the Company as the context requires  |
| Office Bearer                | he Chair, the Deputy Chair and Treasurer of the Board elected to office from time to time   |
| Officer                      | an officer of the Company as defined in the Act   |
| Poll                         | a method of determining whether a resolution is carried or lost and may be conducted by way of show of hands or secret ballot or by division                  |
| Register of Members          | the register of members as required pursuant to Section 169 of the Act  |
| Resolution                   | a resolution other than a Special Resolution  |
| Special Resolution           | a resolution in respect of which the Act imposes special requirements for notice and voting   |



|           |   |
|-----------|---|
| State     | a State of the Commonwealth of Australia and includes the Northern Territory and the Australian Capital Territory |
| Term      | a period of time that a Director serves on the Board, a full term is for three (3) years from AGM to AGM          |
| Territory | the Australian Capital Territory and the Northern Territory   |
| Treasurer | the person appointed to that position by the Board from time to time  |
|           |   |