

# Constitution

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**Robogals Ltd**  
**ACN 613 309 318**

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# Constitution of Robogals Ltd

## ACN 613 309 318

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# Preliminary

## 1. Defined terms

1.1 In this Constitution unless the contrary intention appears:

**Alternate Director** means a person appointed as an alternate director under clause 32.

**ACNC** means the Australian Charities and Not-for-profits Commission as established under the ACNC Act and includes any other regulator which subsequently takes over the functions of the Australian Charities and Not-for-profits Commission, including without limitation, the Australian Taxation Office and the Australian Securities and Investments Commission as applicable.

**ACNC Act** means the *Australian Charities and Not-for-profits Commission Act 2012* (Cth) and the *Australian Charities and Not-for-profits Commission (Consequential and Transitional) Act 2012* (Cth) as modified or amended from time to time, and includes any regulations made under those Acts, any exemption or modification to those Acts, and also includes any legislation or regulation which replaces or supplements those Acts including, without limitation, the ITAA 1997.

**Auditor** means the Company's auditor.

**Authority** means any government or any public, statutory, governmental, semi-governmental, local governmental, municipal or judicial body, entity or authority and includes a Minister of the Crown (in any right), and any person, body, entity or authority exercising a power pursuant to an Act of Parliament.

**Company** means Robogals Ltd (ACN 613 309 318).

**Constitution** means the constitution of the Company as amended from time to time.

**Corporations Act** means the *Corporations Act 2001* (Cth) as modified or amended from time to time and includes any regulations made under that Act and any exemption or modification to that Act applying to the Company.

**Director** includes any person occupying the position of director of the Company and, where appropriate, includes an Alternate Director.

**Directors** means all or some of the Directors acting as a board.

**GST** means goods and services tax payable pursuant to *A New Tax System (Goods and Services Tax) Act 1999* (Cth).

**ITAA 1997** means the *Income Tax Assessment Act 1997* (Cth) as modified and amended from time to time, and includes any regulations made under that Act, any exemption or modification to that Act, and also includes any legislation or regulation which replaces or supplements that Act.

**Members** are those with that status from time to time under clause 6 and this Constitution.

**Register** means the register of Members of the Company.

**Representative** means a person appointed as such under clause 11.

**Seal** means the Company's common seal (if any).

**Secretary** means any person appointed by the Directors to perform any of the duties of a secretary of the Company and if there are joint secretaries, any one or more of those joint secretaries.

- 1.2 In this Constitution, except where the context otherwise requires, an expression in a clause of this Constitution has the same meaning as in the Corporations Act. Where the expression has more than one meaning in the Corporations Act and a provision of the Corporations Act deals with the same matter as a clause of this Constitution, that expression has the same meaning as in that provision.

## 2. Interpretation

In this Constitution, except where the context otherwise requires:

- (a) the singular includes the plural and vice versa, and a gender includes other genders;
- (b) another grammatical form of a defined word or expression has a corresponding meaning;
- (c) a reference to a clause, paragraph, schedule or annexure is to a clause or paragraph of, or schedule or annexure to, this Constitution, and a reference to this Constitution includes any schedule or annexure;
- (d) a reference to a document or instrument includes the document or instrument as novated, altered, supplemented or replaced from time to time;
- (e) a reference to **A\$, \$A, dollar** or **\$** is to Australian currency; and
- (f) the meaning of general words is not limited by specific examples introduced by **including, for example** or similar expressions.

## 3. Replaceable rules

To the extent permitted by law, the replaceable rules in the Corporations Act do not apply to the Company.

# Objects

## 4. Objects

- 4.1 The Company is a company limited by guarantee, and is a not-for-profit, non-political entity established and located in Australia for charitable purposes to raise money, both through public donations and through government assistance, for the advancement of and promotion of engineering and technology education for young women, and in particular:
- (a) to engage female school students in engineering and technology topics from a young age, with the intention of ultimately increasing female enrolment in engineering and science courses at universities;
  - (b) to allow university students to engage with and have a positive impact on school students through mentoring and knowledge transfer; and
  - (c) to provide leadership opportunities for university students
- (the **Principal Purposes**).
- 4.2 The Principal Purposes will be furthered by means and activities including:
- (a) directly engaging female school students, mostly in grades four through nine, with school visits from university students centred on engineering-related activities that are both fun and educational;

- (b) having university students mentor these school students in engineering and technology competitions, such as robot-building contests;
- (c) increasing schools' awareness of engineering and technology events, competitions and other such projects aimed at this demographic;
- (d) creating events and other projects which promote science, engineering and technology to this demographic; and
- (e) carrying out the above means and activities at chapters established at numerous Australian universities and, as the global parent organisation, providing oversight and management of the activities carried out by Robogals chapters separately established at other universities in Australia and overseas from the Australian Robogals head office.

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

- (a) carry out the Principal Purposes in this clause 4; and
- (b) do all things incidental or convenient in relation to the exercise of power under clause 4.3(a).

## Income and property of Company

### 5. Income and property of Company

- 5.1 The income and property of the Company will only be applied towards the promotion of the Principal Purposes of the Company set out in clause 4.
- 5.2 No income or property will be paid or transferred directly or indirectly to a Member of the Company except for payments to a Member:
  - (a) in return for any services rendered or goods supplied in the ordinary and usual course of business to the Company; or
  - (b) of interest at a rate not exceeding current bank overdraft rates of interest for moneys lent.

## Membership

### 6. Admission

- 6.1 The number of Members with which the Company proposes to be registered is unlimited.
- 6.2 The Members of the Company are:
  - (a) the persons who consented to become Members in the application for registration of the Company; and
  - (b) any other persons, corporations or organisations whom the Directors subsequently admit to membership in accordance with this Constitution.
- 6.3 Applications for membership of the Company must be in writing and be signed by the applicant and in a form approved by the Directors in their absolute discretion.
- 6.4 The Directors will consider each application for membership at the next Directors meeting after the application is received. In considering an application for membership, the Directors may:
  - (a) accept or reject the application; or
  - (b) ask the applicant to give more evidence of eligibility for membership

- 6.5 If the Directors ask for more evidence under clause 6.4, their determination of the application for membership is deferred until the evidence is given.
- 6.6 The Directors do not have to give any reason for rejecting an application for membership.
- 6.7 As soon as practicable following acceptance of an application for membership, the Secretary will send the applicant written notice of the acceptance.
- 6.8 The rights and privileges of the Members are personal to each Member and are not transferable by a Member's own act or by operation of law.

## 7. Subscriptions

- 7.1 The Directors may determine an annual subscription payable by the Members. The Directors must specifically resolve that there will be an annual subscription fee and if there is no such resolution, no fee shall be payable. If there is such a resolution, the Directors must specifically resolve the amount of the fee (plus GST), and the terms of the payment.

## 8. Rights of Members

- 8.1 Members shall have the right:
- (a) to call general meetings in accordance with clause 12.2 and receive notice of general meetings;
  - (b) to be present and to be heard at general meetings;
  - (c) to vote at general meetings including on motions;
  - (d) to nominate for election to the Directors;
  - (e) to propose or to second a nomination for election to the Directors; and
  - (f) to propose motions for consideration at a general meeting.
- 8.2 For the avoidance of doubt, these rights refer to any general meeting, and such a meeting will be attended by the Members and the Directors.

## 9. Ceasing to be a Member

- 9.1 A Member's membership of the Company will cease:
- (a) if that Member gives the Secretary written notice of resignation, from the date of receipt of that notice by the Secretary;
  - (b) if a majority of the Directors present and voting at a meeting of the Directors by resolution terminate the membership of a Member:
    - (i) whose conduct in their opinion renders it undesirable that that Member continue to be a Member of the Company; and
    - (ii) only after the Member has been given at least 21 days' notice of the resolution and has had the opportunity to be heard at the meeting at which the resolution is proposed;
  - (c) where the Member is an individual, if the Member:
    - (i) dies;



- (ii) becomes mentally incapacitated or whose person or estate is liable to be dealt with in any way under the laws relating to mental health; or
- (iii) is convicted of an indictable offence;
- (d) where the Member is not an individual, if:
  - (i) a liquidator is appointed in connection with the winding-up of the Member; or
  - (ii) an order is made by a Court for the winding-up or deregistration of the Member.
- (e) where, following the passing of a resolution of the members to wind up the Company, the Company is wound up.

## 10. Powers of attorney

- 10.1 If a Member executes or proposes to execute any document or do any act by or through an attorney which effects the Company or the Member's membership in the Company, that Member must deliver the instrument appointing the Attorney to the Company for notation.
- 10.2 If the Company asks a Member to file with it a certified copy of the instrument for the Company to retain, that Member will promptly comply with that request.
- 10.3 The Company may ask for whatever evidence it thinks appropriate that the power of attorney is effective and continues to be in force.

## 11. Representatives

- 11.1 Any corporation or organisation which is a Member may by written notice to the Secretary:
- (a) appoint a natural person to act as its Representative in all matters connected with the Company as permitted by the Corporations Act; and
  - (b) remove a Representative.
- 11.2 A Representative is entitled to:
- (a) exercise at a general meeting all the powers which the corporation or organisation which appointed him or her could exercise if it were a natural person;
  - (b) stand for election as an office bearer or Director; and
  - (c) be counted towards a quorum on the basis that the Member corporation or organisation is to be considered personally present at a general meeting by its Representative.
- 11.3 A certificate executed in accordance with section 127 of the Corporations Act is rebuttable evidence of the appointment or of the removal of the appointment (as appropriate) of the Representative.
- 11.4 The chairperson of a general meeting may allow a Representative to vote on the condition that he or she subsequently establishes his or her status as a Representative within a period prescribed by and to the satisfaction of the chairperson of the general meeting.
- 11.5 The appointment of a Representative may set out restrictions on the Representative's powers.

## General meetings

### 12. Calling general meeting

- 12.1 Any Director may, at any time, call a general meeting.

12.2 Members may:

- (a) only request the Directors to call a general meeting in accordance with section 249D of the Corporations Act; and
- (b) not request or call and arrange to hold a general meeting except under section 249E or 249F of the Corporations Act.

## 13. Notice of general meeting

13.1 Subject to the provisions of the Corporations Act allowing general meetings to be held with shorter notice, at least 21 days written notice (exclusive of the day on which the notice is served or deemed to be served and of the day for which notice is given) must be given to Members of any general meeting.

13.2 A notice calling a general meeting:

- (a) must specify the place, date and time of the meeting and if the meeting is to be held in two or more places, the technology that will be used to facilitate this; including, without limitation, a telephone activated with a conference call or speaker phone facility, video conference, or Skype or any similar data streaming medium; and
- (b) must state the general nature of the business to be transacted at the meeting; and
- (c) may specify a place and electronic address for the purposes of proxy appointment.

13.3 A notice of an annual general meeting need not state that the business to be transacted at the meeting includes:

- (a) the consideration of the annual financial report, Directors' report and the Auditor's report;
- (b) the election of Directors; or
- (c) the appointment and fixing of the remuneration of the Auditor.

13.4 The Directors may postpone or cancel any general meeting whenever they think fit (other than a meeting called as the result of a request under clause 12.2).

13.5 The Directors must give notice of the postponement or cancellation of a general meeting to all persons referred to in clause 55 entitled to receive notices from the Company.

13.6 The inadvertent failure or accidental omission to send a notice of a general meeting (including a proxy appointment form) to any Member or the non-receipt of a notice (or form) by any Member does not invalidate the proceedings at or any resolution passed at the general meeting.

## Proceedings at general meetings

### 14. Member

In clauses 15, 16, 18 and 22, and where the context otherwise requires, **Member** includes a Member present in person or by proxy, attorney or Representative.

### 15. Quorum

15.1 No business may be transacted at a general meeting unless a quorum of Members is present when the meeting proceeds to business.

15.2 A quorum of Members is 4 Members, or, if there are less than 4 Members in the Company, a quorum is the exact number of Members.

- 15.3 If a quorum is not present within 30 minutes after the time appointed for a general meeting:
- (a) if the general meeting was called on the requisition of Members, it is automatically dissolved; or
  - (b) in any other case:
    - (i) it will stand adjourned to the same time and place seven days after the meeting, or to another day, time and place determined by the Directors; and
    - (ii) if at the adjourned general meeting a quorum is not present within 30 minutes after the time appointed for the general meeting, the general meeting is automatically dissolved.

## 16. Chairperson

- 16.1 The chairperson, or in the chairperson's absence the deputy chairperson, of Directors' meetings will be the chairperson at every general meeting.
- 16.2 The Directors present may elect a chairperson of a general meeting if:
- (a) there is no chairperson or deputy chairperson; or
  - (b) neither the chairperson nor deputy chairperson is present within 15 minutes after the time appointed for holding the general meeting; or
  - (c) the chairperson and deputy chairperson are unwilling to act as chairperson of the general meeting.
- 16.3 If no election is made under clause 16.2, then:
- (a) the Members may elect one of the Directors present as chairperson; or
  - (b) if no Director is present or is willing to take the chair, the Members may elect one of the Members present as chairperson.
- 16.4 If there is a dispute at a general meeting about a question of procedure, the chairperson may determine the question.

## 17. Adjournment

- 17.1 The chairperson of a general meeting at which a quorum is present:
- (a) in his or her discretion may adjourn the general meeting with the meeting's consent; and
  - (b) must adjourn the general meeting if the meeting directs him or her to do so.
- 17.2 An adjourned general meeting may take place at a different venue to the initial general meeting.
- 17.3 The only business that can be transacted at an adjourned general meeting is the unfinished business of the initial general meeting.
- 17.4 Notice of an adjourned general meeting must only be given if a general meeting has been adjourned for more than 21 days.

## 18. Decision on questions

- 18.1 Subject to the Corporations Act in relation to special resolutions, a resolution is carried if a majority of the votes cast on the resolution are in favour of the resolution.

- 18.2 A resolution put to the vote of a meeting is decided on a show of hands unless a poll is demanded in accordance with the Corporations Act.
- 18.3 Unless a poll is demanded:
- (a) a declaration by the chairperson that a resolution has been carried, carried by a specified majority, or lost; and
  - (b) an entry to that effect in the minutes of the meeting,
- are conclusive evidence of the fact without proof of the number or proportion of the votes in favour of or against the resolution.
- 18.4 The demand for a poll may be withdrawn.
- 18.5 A decision of a general meeting may not be impeached or invalidated on the ground that a person voting at the general meeting was not entitled to do so.

## 19. Taking a poll

- 19.1 A poll will be taken when and in the manner that the chairperson directs.
- 19.2 The result of the poll will be the resolution of the meeting at which the poll was demanded.
- 19.3 The chairperson may determine any dispute about the admission or rejection of a vote.
- 19.4 The chairperson's determination, if made in good faith, will be final and conclusive.
- 19.5 A poll demanded on the election of the chairperson or the adjournment of a general meeting must be taken immediately.
- 19.6 After a poll has been demanded at a general meeting, the general meeting may continue for the transaction of business other than the question on which the poll was demanded.

## 20. Casting vote of chairperson

- 20.1 The chairperson does not have a casting vote in addition to the chairperson's votes as a Member, or a proxy, attorney or Representative of a Member.

## 21. Offensive material

- 21.1 A person may be refused admission to, or required to leave and not return to, a meeting if the person:
- (a) refuses to permit examination of any article in the person's possession; or
  - (b) is in possession of any:
    - (i) electronic or recording device;
    - (ii) placard or banner; or
    - (iii) other article,

which the chairperson considers to be dangerous, offensive or liable to cause disruption.

## Votes of Members

### 22. Entitlement to vote

- 22.1 A Member entitled to vote has one vote, both on a show of hands and a poll.

## 23. Objections

- 23.1 An objection to the qualification of a Member may only be raised at the general meeting or adjourned general meeting at which the Member tendered its, his or her vote.
- 23.2 An objection must be referred to the chairperson of the general meeting, whose decision is final.
- 23.3 A vote which the chairperson does not disallow because of an objection is valid for all purposes.

## 24. Votes by proxy

- 24.1 If a Member appoints a proxy, proxies or an attorney, the proxy, proxies or attorney may vote on a show of hands.
- 24.2 A proxy need not be a Member.
- 24.3 A proxy of a Member may demand or join in demanding a poll.
- 24.4 A proxy or attorney of a Member may vote on a poll.
- 24.5 A proxy of a Member may vote or abstain as he or she chooses except where the appointment of the proxy directs the way the proxy is to vote on a particular resolution. If a proxy votes at all, the proxy will be deemed to have voted all directed proxies in the manner directed.

## 25. Document appointing proxy

- 25.1 An appointment of a proxy is valid if it is signed by the Member making the appointment and contains the information required by subsection 250A(1) of the Corporations Act. The Directors may determine that an appointment of proxy is valid even if it only contains some of the information required by section 250A(1) of the Corporations Act.
- 25.2 For the purposes of clause 25.1, an appointment received at an electronic address will be taken to be signed by the Member if:
  - (a) a personal identification code allocated by the Company to the Member has been input into the appointment; or
  - (b) the appointment has been verified in another manner approved by the Directors.
- 25.3 A proxy's appointment is valid at an adjourned general meeting.
- 25.4 A proxy or attorney may be appointed for all general meetings or for any number of general meetings or for a particular purpose.
- 25.5 Unless otherwise provided for in the proxy's appointment or in any instrument appointing an attorney, the appointment of the proxy or the attorney of a Member will be taken to confer authority:
  - (a) to vote on:
    - (i) any amendment moved to the proposed resolutions and on any motion that the proposed resolution not be put or any similar motion; and
    - (ii) any procedural motion, including any motion to elect the chairperson, to vacate the chair or to adjourn the general meeting,even though the appointment may specify the way the proxy or attorney is to vote on a particular resolution; and

- (b) to vote on any motion before the general meeting whether or not the motion is referred to in the appointment.

25.6 If a proxy appointment is signed by the Member but does not name the proxy or proxies in whose favour it is given, the chairperson may either cast as proxy or complete the appointment by inserting the name or names of one or more directors or the Secretary.

## 26. Lodgement of proxy

26.1 The written appointment of a proxy or attorney must be received by the Company, at least 48 hours (unless otherwise specified in the notice of meeting to which the proxy relates) before:

- (a) the time for holding the general meeting or adjourned general meeting at which the appointee proposes to vote; or
- (b) the taking of a poll on which the appointee proposes to vote.

26.2 The Company receives an appointment of a proxy and any power of attorney or other authority under which it was executed when they are received at:

- (a) the Company's registered office; or
- (b) a place or electronic address specified for that purpose in the notice of meeting.

## 27. Validity

A vote cast in accordance with an appointment of proxy or power of attorney is valid even if before the vote was cast the appointor:

- (a) died;
- (b) became mentally incapacitated; or
- (c) revoked the proxy or power,

unless any written notification of the death, unsoundness of mind or revocation was received by the Company before the relevant general meeting or adjourned general meeting.

# Appointment and removal of Directors

## 28. Number of Directors

28.1 There will not be less than three nor more than ten Directors unless the Company by resolution changes the maximum number.

28.2 The initial Directors of the Company are the persons who have consented to act as directors and are set out in the Company's application for registration as a Company. Those persons hold office subject to the Constitution.

## 29. Eligibility to act as Director

29.1 A candidate is not eligible to be appointed as a Director in accordance with clause 30 unless the candidate is, at the time of appointment, a Member of the Company, and that candidate has satisfied any other requirements of the Company where required to do so by the Company.

## 30. Appointment and removal of Directors

- 30.1 Subject to clause 28.1 and 29.1 the Company may by resolution passed:
- (a) appoint new Directors;
  - (b) subject to clause 28.1 increase or reduce the number of Directors;
  - (c) remove any Director before the end of the Director's period of office; and
  - (d) appoint another person in the Director's place.
- 30.2 If the conduct or position of any Director is such that continuance in office appears to the majority of the Directors to be prejudicial to the interests of the Company, a majority of Directors at a meeting of the Directors specifically called for that purpose may suspend that Director.
- 30.3 Within 14 days of the suspension, the Directors must notify the Members of the suspension and request that the Members either confirm the suspension and remove the Director from office in accordance with clause 30.1(c) or annul the suspension and reinstate the Director.

## 31. Additional and casual Directors

- 31.1 Subject to clause 28.1 and 29.1, the Directors may appoint any person as a Director to fill a casual vacancy or as an addition to the existing Directors.
- 31.2 The appointment of a Director under clause 31.1 must be ratified by the Members within 30 days of the Director's appointment.
- 31.3 A Director appointed under clause 31.1 will hold office until the next general meeting of the Company when the Director may be re-elected or, if the Company has only one Member, such a Director will hold office:
- (a) until a period of two months has elapsed since the Director was appointed under clause 31.1 and the Member has not passed a resolution re-electing that person as a Director; or
  - (b) if the operation of clause 31.3(a) would result in:
    - (i) there being less than the minimum number of Directors required under clause 28.1; or
    - (ii) the composition of the Directors not complying with this constitution, until the date on which sufficient additional Directors are appointed that the Director appointed under clause 31.1 is not required for the purpose of complying with those requirements.

## 32. Alternate Directors

- 32.1 A Director may, with the approval of the Board, appoint any person, including an existing Director, as his or her alternate for a period determined by that Director.
- 32.2 An Alternate Director is entitled to notice of Directors' meetings and, if the appointor is not present at a meeting, is entitled to attend, be counted in a quorum and vote as a Director.
- 32.3 An Alternate Director cannot be an Alternate Director for more than one appointor, is an officer of the Company, and is not an agent of the appointor.
- 32.4 The provisions of this Constitution which apply to Directors also apply to Alternate Directors.
- 32.5 The appointment of an Alternate Director:
- (a) may be revoked at any time by the appointor; and

(b) ends automatically when the appointor ceases to be a Director.

32.6 Any appointment or revocation under this clause must be effected by written notice delivered to the Secretary.

## 33. Retirement

33.1 A Director's term of office is 2 years after the Director was appointed.

33.2 Subject to clause 33.3, a retiring Director is eligible for re-appointment.

33.3 A retiring Director will be ineligible for re-appointment after serving three consecutive terms in office, other than by a special resolution of members re-appointing that Director.

## 34. Filling vacated office

34.1 When a Director retires, the Company may by resolution appoint a person to fill the vacated office.

34.2 If the retiring Director has offered himself or herself for re-appointment, subject to clause 33.3, the retiring Director will be deemed to have been re-elected unless:

- (a) it is resolved not to fill the vacated office; or
- (b) the resolution for the re-election of the Director is put and lost.

## 35. Nomination of Director

35.1 A person other than a retiring Director is not eligible for appointment as a Director unless the person has left at the Company's registered office a written consent to the appointment.

## 36. Vacation of office

36.1 The office of a Director immediately becomes vacant if the Director:

- (a) is prohibited by the Corporations Act from holding office or continuing as a Director;
- (b) is liable to have a person appointed, under a law relating to the administration of estates of persons who through mental or physical incapacity are incapable of managing their affairs, to administer it, or becomes in the opinion of the Directors incapable of performing his or her duties;
- (c) resigns by notice in writing to the Company;
- (d) is removed by a resolution of the Company;
- (e) is absent from Directors' meetings for 3 consecutive meetings without leave of absence from the Directors; or
- (f) is directly or indirectly interested in any contract or proposed contract with the Company and fails to declare the nature of the interest as required by the Corporations Act.

# Powers and duties of Directors

## 37. Powers and duties of Directors



- 37.1 The business of the Company is managed by the Directors who may exercise all powers of the Company that this Constitution or the Corporations Act do not require to be exercised by the Company in general meeting or by the Members passing a resolution.
- 37.2 Without limiting the generality of clause 37.1, the Directors may exercise all the powers of the Company to:
- (a) register the Company with relevant regulators including but not limited to the ACNC, Australian Taxation Office and Australian Securities and Investments Commission;
  - (b) request approval from the Members to:
    - (i) borrow money;
    - (ii) charge any property or business of the Company;
    - (iii) issue debentures or give any other security for a debt, liability or obligation of the Company or of any other person; and
    - (iv) guarantee or to become liable for the payment of money or the performance of any obligation by or of any other person.
- 37.3 The Directors will cause the Company to comply with any obligations under the ACNC Act or any other legislation, including, without limitation, any governance standards and reporting requirements.

## Proceedings of Directors

### 38. Directors' meetings

- 38.1 A Director may at any time, and the Secretary must on the request of a Director, call a Directors' meeting.
- 38.2 A Directors' meeting must be called on at least 48 hours written notice of a meeting to each Director and each Director's alternate.
- 38.3 It is not necessary to give notice of a meeting of the Directors to an Australian resident whom the Secretary, when giving notice to the other Directors, reasonably believes to be temporarily outside Australia.
- 38.4 Subject to the Corporations Act, a Directors' meeting may be held by the Directors communicating with each other by any technological means by which they are able simultaneously to hear each other and to participate in discussion.
- 38.5 The Directors need not all be physically present in the same place for a Directors' meeting to be held.
- 38.6 Subject to clause 41, a Director who participates in a meeting held in accordance with this Constitution is taken to be present and entitled to vote at the meeting.
- 38.7 Clauses 38.4 to 38.5 apply to meetings of Directors' committees as if all committee members were Directors.
- 38.8 The Directors may meet together, adjourn and regulate their meetings as they think fit.
- 38.9 A quorum is a majority of Directors for the time being, but not less than three Directors.
- 38.10 Where a quorum cannot be established for the consideration of a particular matter at a meeting of Directors, the chairperson may request that the Members deal with the matter.

38.11 Notice of a meeting of Directors may be given in writing, or the meeting may be otherwise called using any technology consented to by all the Directors.

## 39. Decision on questions

39.1 Subject to this Constitution, questions arising at a meeting of Directors are to be decided by a majority of votes of the Directors present and voting and, subject to clause 41, each Director has one vote.

39.2 The chairperson of a meeting does not have a casting vote in addition to his or her deliberative vote.

## Payments to Directors

### 40. Payments to Directors

40.1 No payment will be made to any Director of the Company other than payment:

- (a) of out of pocket expenses incurred by the Director in the performance of any duty as Director of the Company where the amount payable does not exceed an amount previously approved by the Directors of the Company;
- (b) for any service rendered to the Company by the Director in a professional or technical capacity, other than in the capacity as Director, where the provision of the service has the prior approval of the Directors of the Company and where the amount payable is approved by the Directors of the Company and is not more than an amount which commercially would be reasonable payment for the service;
- (c) of any salary or wage due to the Director as an employee of the Company where the terms of employment have been approved by the Directors of the Company, or under their delegation; and
- (d) relating to an indemnity in favour of the Director and permitted by section 199A of the Corporations Act or a contract of insurance permitted by section 199B.

### 41. Directors' interests

41.1 Each Director is obliged to inform the other Directors of any potential personal interest that a Director is aware of in a matter which is to be considered at a Directors' meeting.

41.2 If the Directors have, as a majority, determined that a particular Director has a personal interest in a matter that is being considered at a Directors' meeting, that particular Director must not:

- (a) be present while the matter is being considered at the meeting; or
- (b) vote on the matter.

41.3 The Directors may determine from time to time whether a Director has a personal interest for the purposes of clause 41.2 and, for the avoidance of doubt, a Director will not be precluded from being present at or voting at a Directors' meeting unless the Directors have made a determination in accordance with clause 41.2.

### 42. Remaining Directors

42.1 The Directors may act even if there are vacancies on the board.

- 42.2 If the number of Directors is not sufficient to constitute a quorum at a Directors' meeting, the Directors may act only to:
- (a) appoint a Director; or
  - (b) request the Members appoint a Director.
- 42.3 Within 28 days of the appointment of an additional Director under clause 42.2(a), the Directors must notify the Members of the appointment and request that the Members either confirm at the next general meeting of the Company the appointment of the Director, or remove the Director and appoint another Director in accordance with clause 30.

## 43. Chairperson

- 43.1 The Directors may elect a Director as chairperson of Directors' meetings and may determine the period for which the chairperson will hold office.
- 43.2 If no chairperson is elected or if the chairperson is not present at any Directors' meeting within ten minutes after the time appointed for the meeting to begin, the Directors present must elect a Director to be chairperson of the meeting.
- 43.3 The Directors may elect a Director as deputy chairperson to act as chairperson in the chairperson's absence.

## 44. Delegation

- 44.1 The Directors may delegate any of their powers, other than those which by law must be dealt with by the Directors as a board, to a committee or committees.
- 44.2 The Directors may at any time revoke any delegation of power to a committee.
- 44.3 Unless the Directors determine otherwise, at least one member of each committee must be a Director.
- 44.4 A committee must exercise its powers in accordance with any directions of the Directors and a power exercised in that way is taken to have been exercised by the Directors.
- 44.5 A committee may be authorised by the Directors to sub-delegate all or any of the powers for the time being vested in it.
- 44.6 Meetings of any committee of Directors will be governed by the provisions of this Constitution which deal with Directors' meetings so far as they are applicable and are not inconsistent with any directions of the Directors. The provisions apply as if each member was a Director.

## 45. Written resolutions

- 45.1 The Directors may pass a resolution without a Director's meeting being held if all the Directors entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document. The resolution is passed when the last Director signs.
- 45.2 For the purposes of clause 45.1, separate copies of a document may be used for signing by Directors if the wording of the resolution and statement is identical in each copy.
- 45.3 Any document referred to in this clause 45 may be in the form of a facsimile or electronic transmission.
- 45.4 The minutes of Directors' meetings must record that a meeting was held in accordance with this clause 45.

45.5 This clause 45 applies to meetings of Directors' committees as if all members of the committee were Directors.

## 46. Validity of acts of Directors

If it is discovered that:

- (a) there was a defect in the appointment of a person as a Director or member of a Directors' committee; or
- (b) a person appointed to one of those positions was disqualified,

all acts of the Directors or the Directors' committee before the discovery was made are as valid as if the person had been duly appointed and was not disqualified.

## 47. Minutes and Registers

47.1 The Directors must cause minutes to be made of:

- (a) the names of the Directors present at all Directors' meetings and meetings of Directors' committees;
- (b) all proceedings and resolutions of the Company, Directors' meetings and meetings of Directors' committees;
- (c) all resolutions passed by Directors in accordance with clause 45;
- (d) all appointments of officers;
- (e) all orders made by the Directors and Directors' committees; and
- (f) all disclosures of interests made under clause 41.

47.2 Minutes must be signed by the chairperson of the meeting or by the chairperson of the next meeting of the relevant body.

47.3 The Company must keep all registers required by this Constitution, the ACNC Act and the Corporations Act and any other regulatory or legislative requirements.

## Local management

### 48. Local management

48.1 The Directors may provide for the management and transaction of the affairs of the Company in any places and in such manner as they think fit.

48.2 Without limiting clause 48.1 the Directors may:

- (a) establish local boards or agencies for managing any of the affairs of the Company in a specified place and appoint any persons to be members of those local boards or agencies; and
- (b) delegate to any person appointed under clause 48.2(a) any of the powers, authorities and discretions which may be exercised by the Directors under this Constitution,

on any terms and subject to any conditions determined by the Directors.

48.3 The Directors may at any time revoke or vary any delegation under this clause 48.

### 49. Appointment of attorneys and agents

- 49.1 The Directors may from time to time by resolution or power of attorney executed in accordance with section 127 of the Corporations Act appoint any person to be the attorney or agent of the Company:
- (a) for the purposes;
  - (b) with the powers, authorities and discretions (not exceeding those exercisable by the Directors under this Constitution);
  - (c) for the period; and
  - (d) subject to the conditions, determined by the Directors.
- 49.2 An appointment by the Directors of an attorney or agent of the Company may be made in favour of:
- (a) any member of any local board established under this Constitution;
  - (b) any company;
  - (c) the members, directors, nominees or managers of any company or firm; or
  - (d) any fluctuating body of persons whether nominated directly or indirectly by the Directors.
- 49.3 A power of attorney may contain such provisions for the protection and convenience of persons dealing with an attorney as the Directors think fit.
- 49.4 The Directors may appoint attorneys or agents by post, facsimile transmission or electronic transmission to act for and on behalf of the Company.
- 49.5 An attorney or agent appointed under this clause 49 may be authorised by the Directors to sub-delegate all or any of the powers, authorities and discretions for the time being vested in it.

## Secretary

### 50. Secretary

- 50.1 If required by the Corporations Act, there must be at least one secretary of the Company appointed by the Directors for a term and at remuneration and on conditions determined by them.
- 50.2 In the event that the Secretary is not also a Director of the Company, the Secretary is entitled to attend and be heard on any matter at all Directors' meetings.
- 50.3 The Directors may, subject to the terms of the Secretary's employment contract, suspend, remove or dismiss the Secretary.

## Seals

### 51. Common Seal

- 51.1 If the Company has a Seal:
- (a) the Directors must provide for the safe custody of the Seal;
  - (b) the Seal must not be used without the authority of the Directors or a Directors' committee authorised to use the Seal;

- (c) every document to which the Seal is affixed must be signed by a Director and be countersigned by another Director, the Secretary or another person appointed by the Directors to countersign the document.

## 52. Duplicate Seal

- 52.1 If the Company has a Seal, the Company may have one or more duplicate seals of the Seal each of which:
- (a) must be a facsimile of the Seal with 'Duplicate Seal' on its face;
  - (b) must not be used except with the authority of the Directors.

## Inspection of records

### 53. Inspection of records

- 53.1 The financial records and other documents of the Company or any of them will be open for inspection by Members at all reasonable times.

## Notices

### 54. Service of notices

- 54.1 Notice may be given by the Company to any person who is entitled to notice under this Constitution:
- (a) by serving it on the person; or
  - (b) by sending it by post, facsimile transmission or electronic notification to the person at the person's address shown in the Register or the address supplied by the person to the Company for sending notices to the person.
- 54.2 A notice sent by post is taken to be served:
- (a) by properly addressing, prepaying and posting a letter containing the notice; and
  - (b) on the day after the day on which it was posted.
- 54.3 A notice sent by facsimile transmission or electronic notification is taken to be served:
- (a) by properly addressing the facsimile transmission or electronic notification and transmitting it; and
  - (b) on the day after its despatch.
- 54.4 A certificate in writing signed by a Director, Secretary or other officer of the Company that a document or its envelope or wrapper was addressed and stamped and was posted is conclusive evidence of posting.
- 54.5 Subject to the Corporations Act the signature to a written notice given by the Company may be written or printed.
- 54.6 All notices sent by post outside Australia must be sent by prepaid airmail post.

### 55. Persons entitled to notice

- 55.1 Notice of every general meeting must be given to:

- (a) Every Member;
- (b) every Director; and
- (c) any Auditor.

55.2 No other person is entitled to receive notice of a general meeting.

## Audit and accounts

### 56. Audit and accounts

- 56.1 The Directors must cause the Company to keep written financial records and any other records in relation to the business of the Company in accordance with the requirements of the Corporations Act and the ACNC Act.
- 56.2 The Directors must cause the financial records of the Company to be audited in accordance with the requirements of the Corporations Act or the ACNC Act.
- 56.3 The Directors must cause the Company to keep records that explain all transactions and other acts that the Company engages in that are relevant to the Principal Purposes in clause 4.1 and that also explain how gifts, contributions or donations of money and property and any money received because of those gifts, contributions or donations are applied to the Principal Purposes in clause 4.1 and the records shall be retained for at least 7 years after the completion of the transactions or acts to which they relate.

## Winding up

### 57. Winding up

- 57.1 The Company must be wound up if the Members resolve that the Company should be wound up, and/or if the Company is required to be wound up at law.
- 57.2 If the Company is wound up, the Members undertake to contribute to the property of the Company for the:
- (a) payment of debts and liabilities of the Company and payment of costs, charges and expenses of winding up; and
  - (b) adjustment of the rights of the contributories amongst themselves,
- such amount as may be required, not exceeding \$10.00.
- 57.3 If any surplus remains following the winding up of the Company, the surplus will not be paid to or distributed to the Members, but will be given or transferred to another corporation which, by its constitution, is a charity registered under the ACNC Act or approved as such by the Australian Taxation Office, and, by its constitution, is:
- (a) required to pursue charitable purposes only that are similar to the Principal Objects of the Company;
  - (b) required to apply its profits (if any) or other income in promoting its objects; and
  - (c) prohibited from making any distribution to its members or paying fees to its directors,
- such corporation to be determined by the Members at or before the winding up and in default, by application to the Supreme Court of Victoria for determination.

# Indemnity

## 58. Indemnity

- 58.1 To the extent permitted by law and subject to the restrictions in section 199A of the Corporations Act the Company indemnifies every person who is or has been an officer of the Company against:
- (a) any liability (other than for legal costs) incurred by that person as an officer of the Company (including liabilities incurred by the officer as an officer of a subsidiary of the Company where the Company requested the officer to accept that appointment); or
  - (b) reasonable legal costs incurred in defending an action for a liability incurred by that person as an officer of the Company (including legal costs incurred by the officer as an officer of a subsidiary of the Company where the Company requested the officer to accept that appointment).
- 58.2 The amount of any indemnity payable under clauses 58.1(a) or 58.1(b) will include an additional amount (**GST Amount**) equal to any GST payable by the officer being indemnified (**Indemnified Officer**) in connection with the indemnity (less the amount of input tax credit claimable by the Indemnified Officer in connection with the indemnity). Payment of any indemnity which includes a GST Amount is conditional upon the Indemnified Officer providing the Company with a GST tax invoice for the GST Amount.
- 58.3 For the purposes of this clause 58, **officer** means:
- (a) a Director;
  - (b) a Secretary; or
  - (c) other officer.