



CONSTITUTION
OF
Joblink Plus Limited

Australian Company Number (ACN) 092 410 092
Australian Business Number (ABN) 124 990 95 112

A Company limited by guarantee

Confirmation as a True Copy of the Constitution approved by for Members at
the Annual General Meeting held on 19th November 2020.

Signed by Jim MacDonald
Company Secretary
19th November 2020

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Preliminary

1.0 Name of the Company

1. The name of the **Company** is Joblink Plus Limited (ACN 092 410 092) (the **Company**).

2.0 Type of Company

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

3.0 Limited liability of members

3.1 The liability of members is limited to the amount of the guarantee in clause 0.

4.0 The guarantee

Each member must contribute an amount not more than \$2 (the guarantee) to the property of the **Company** if the **Company** is wound up while the member is a member, or within 12 months after they stop being a member, and this contribution is required to pay for the:

- (a) debts and liabilities of the **Company** incurred before the member stopped being a member; or
- (b) costs of winding up.

5.0 Definitions

5.1 In this Constitution, words and phrases have the meaning set out in clauses 84, 85 and 86.

Charitable purposes and powers

6.0 Objective

6.1 The **Company's** objective is to pursue the following charitable purpose(s):

To believe in and provide support to all people, connecting them to the dignity and fulfilment made possible through education and meaningful work by:

- (a) assisting those we support to overcome personal and social challenges in their progression towards education and employment;
- (b) delivering to and administering government contracts in a professional and accountable manner to benefit individuals in community; and
- (c) to initiate, finance and develop projects that will benefit individuals, families and communities, and to undertake and pursue all such other similar, related or compatible objects as may from time to time be considered appropriate by the **Company**.

7.0 Powers

7.1 Subject to clause 0, the **Company** has the following powers, which may only be used to carry out its purpose(s) set out in clause 0:

- (a) the powers of an individual; and
- (b) all the powers of a **Company** limited by guarantee under the **Corporations Act**.

8.0 Not-for-profit

The assets and income of the Company shall be applied solely in furtherance of its above-mentioned objects and no portion shall be distributed directly or indirectly to the Members of the Company provided that:

- (a) nothing contained in this Constitution will prevent the payment in good faith of remuneration to any Officer, employee or Member of the Company (including any firm or corporation in which any such Officer, employee or Member has an interest) in return for any services actually rendered or for any goods supplied to the Company in the ordinary and usual way of business, nor prevent the payment of interest, in good faith, on money borrowed by the Company from any Member, or reasonable and proper rent for the premises let by any Member to the Company;
- (b) except as provided by (a), a Director of the Company may be paid a fee, honorarium, or other remuneration for acting as a Director provided any necessary approval under any applicable legislation has been obtained; and
- (c) nothing contained in this Constitution will prevent the payment of bona fide compensation for services rendered or expenses incurred on behalf of the Company or any other reasonable amount of a similar character to those described in this clause.

9.0 Amending the Constitution

- 9.1 Subject to clause 0, the members may amend this Constitution by passing a **special resolution**.
- 9.2 The members must not pass a **special resolution** that amends this Constitution if passing it causes the **Company** to no longer be a charity.

Members

10. Membership and register of members

- 10.1 The members of the **Company** are any person that the Directors allow to be a member, in accordance with this Constitution.
- 10.2 The **Company** must establish and maintain a register of members. The register of members must be kept by the Company Secretary and must contain:
 - (a) for each current member:
 - (i) name;
 - (ii) address;
 - (iii) email address;
 - (iv) contact phone number;
 - (v) any alternative address nominated by the member for the service of notices; and
 - (vi) date the member was entered on to the register.
 - (b) for each person who stopped being a member in the last 7 years:

- (i) name;
- (ii) address;
- (iii) email address;
- (iv) contact phone number;
- (v) any alternative address nominated by the member for the service of notices; and
- (vi) dates the membership started and ended.

10.3 The **Company** must give current members access to the register of members.

10.4 Information that is accessed from the register of members must only be used in a manner relevant to the interests or rights of members.

11. Who can be a member

11.1 A person who supports the purposes of the **Company** is eligible to apply to be a member of the **Company** under clause 0.

11.2 In this clause, 'person' means an individual or incorporated body.

12. How to apply to become a member

12.1 A person (as defined in clause 0) may apply to become a member of the **Company** at the invitation of Directors by delivering to the Company an application for membership form in such form as the Directors from time to time determine together with an entrance fee (if any) determined by the Directors (as set out in clause 0). The application form will include the following completed information:

- (a) a statement that the applicant wants to become a member;
- (b) a statement that the applicant supports the purpose(s) of the **Company**; and
- (c) an agreement by the applicant to comply with the **Company's** Constitution, including paying the guarantee under clause 0 if required.

13. Directors decide whether to approve membership

13.1 The Directors must consider an application for membership within a reasonable time after the Company Secretary receives the application.

13.2 If the Directors approve an application, the Company Secretary must as soon as possible:

- (a) enter the new member on the register of members; and
- (b) write to the applicant to tell them that their application was approved, and the date that their membership started (see clause 0).

13.3 If the Directors reject an application, the Company 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.

13.4 For the avoidance of doubt, the Directors may approve an application even if the application does not state the matters listed in clauses 0(a), 0(b) or 0(c). In that case, by applying to be a member, the applicant agrees to those three matters.

14. When a person becomes a member

An applicant will become a member when they are entered on the register of members.

15. Certificates

A certificate of membership of the Company may be issued by the Company to any Member. Such certificate shall remain the property of the Company and on demand in writing by the Company Secretary shall be returned to the Company.

16. Fees

Members shall pay annual membership fees and such other fees in such amounts and at such times as the Directors may from time to time determine.

17. Membership not transferable

Membership of the Company shall not be transferable whether by operation of law or otherwise and all rights and privileges of membership of the Company shall cease upon the person ceasing to be a Member whether by resignation, death, winding-up or otherwise.

18. Variation of Members Rights

18.1 Consent or special resolution of Members in class

If at any time the membership of the Company is divided into different classes of Members, the rights attached to any class may be varied or cancelled (unless otherwise provided by this Constitution or by the terms of grant of membership of that class):

- (a) with the written consent of Members with at least 75 % of the votes in that class; or
- (b) by special resolution passed at a separate meeting of the class of Members whose rights are being varied or cancelled.

18.2 Rules applying to meetings of class Members

The provisions from time to time contained in this Constitution concerning meetings will apply, so far as they are capable of application and with the necessary changes, to every meeting held under clause 0 but so that the necessary quorum shall be 2 Members of the class or a proxy or attorney or Representative of such a Member. Any Member of the class present in person or by proxy, attorney or Representative may demand a poll.

19. When a person stops being a member

A person immediately stops being a member if they:

- (a) die;
- (b) are wound up or otherwise dissolved or deregistered (for an incorporated member);

- (c) have not responded within two months to a written request from the Company Secretary that they confirm in writing that they want to remain a member;
- (d) do not pay their membership fees within 3 months after the due date for payment of membership fees (if any); or
- (e) in the event that they are a Director, stop being a Director of the Company.

20. Continuing rights, liabilities etc.

- 20.1 The termination of a Member's membership (whether by resignation, expulsion or otherwise) shall not in any way prejudice, lessen or affect the rights, duties, liabilities, and obligations of a Member whether they:
- (a) arise under this Constitution or otherwise; and
 - (b) are existing at the date of such termination or may arise or crystallise after that date out of or by reason of facts or circumstances occurring or in existence at or before that date.
- 20.2 Without limiting the generality of clause 0.1, termination of a Member's membership shall not relieve a Member from any obligation to record or account for or pay any levies or fees referred to in clauses 0 and 0.

Dispute resolution and disciplinary procedures

21. Dispute resolution

- 21.1 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
 - (a) the Company.
- 21.2 A member must not start a dispute resolution procedure in relation to a matter which is the subject of a disciplinary procedure under clause 0 until the disciplinary procedure is completed.
- 21.3 Those involved in the dispute must try to resolve it between themselves within 14 days of knowing about it.
- 21.4 If those involved in the dispute do not resolve it under clause 0, they must within 10 days:
- (a) tell the Directors about the dispute in writing;
 - (b) agree or request that a mediator be appointed; and
 - (c) attempt in good faith to settle the dispute by mediation.
- 21.5 The mediator must:
- (a) be chosen by agreement of those involved; or
 - (b) where those involved do not agree:

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- (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.

21.6 A mediator chosen by the Directors under clause 0((i)):

- (a) may be a member or former member of the **Company**;
- (b) must not have a personal interest in the dispute; and
- (c) must not be biased towards or against anyone involved in the dispute.

21.7 When conducting the mediation, the mediator must:

- (a) allow those involved a reasonable chance to be heard;
- (b) allow those involved a reasonable chance to review any written statements;
- (c) ensure that those involved are given natural justice; and
- (d) not make a decision on the dispute.

22. Disciplining members

22.1 In accordance with this clause, the Directors may resolve to warn, suspend, or expel a member from the Company if the Directors consider that:

- (a) the member has breached this Constitution; or
- (b) the member's behaviour is causing, has caused, or is likely to cause harm to the Company.

22.2 At least 14 days before the Directors' meeting at which a resolution under clause 0 will be considered, the Company Secretary must notify the member in writing:

- (a) that the Directors are considering a resolution to warn, suspend or expel the member;
- (b) that this resolution will be considered at a Directors' meeting and the date of that meeting;
- (c) what the member is said to have done or not done;
- (d) the nature of the resolution that has been proposed; and
- (e) that the member may provide an explanation to the Directors, and details of how to do so.

22.3 Before the Directors pass any resolution under clause 0, the member must be given a chance to explain or defend themselves by:

- (a) sending the Directors, a written explanation before that Directors' meeting; and/or
- (b) speaking at the meeting.

22.4 After considering any explanation under clause 0, the Directors may:

- (a) take no further action;
- (b) warn the member;

- (c) suspend the member's rights as a member for a period of no more than 12 months;
- (d) expel the member;
- (e) 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
- (f) require the matter to be determined at a **general meeting**.

22.5 The Directors cannot fine a member.

22.6 The Company Secretary must give written notice to the member of the decision under clause 0 as soon as possible.

22.7 Disciplinary procedures must be completed as soon as reasonably practical.

22.8 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.

General meetings of members

23. General meetings called by directors

23.1 The directors may call a general meeting.

23.2 If members with at least 5% of the votes that may be cast at a **general meeting** make a written request to the **Company** for a **general meeting** to be held, the Directors must:

- (a) within 21 days of the members' request, give all members notice of a **general meeting**; and
- (b) hold the **general meeting** within 2 months of the members' request.

23.3 The percentage of votes that members have (in clause 0) is to be worked out as at midnight before the members request the meeting.

23.4 The members who make the request for a **general meeting** must:

- (a) state in the request any resolution to be proposed at the meeting;
- (b) sign the request; and
- (c) give the request to the **Company**.

23.5 Separate copies of a document setting out the request may be signed by members if the wording of the request is the same in each copy.

24. General meetings called by members

24.1 If the Directors do not call the meeting within 21 days of being requested under clause 0, 50% or more of the members who made the request may call and arrange to hold a **general meeting**.

24.2 To call and hold a meeting under clause 0 the members must:

- (a) as far as possible, follow the procedures for **general meetings** set out in this Constitution;

- (b) call the meeting using the list of members on the **Company's** member register, which the **Company** must provide to the members making the request at no cost; and
 - (c) hold the **general meeting** within three months after the request was given to the **Company**.
- 24.3 The **Company** must pay the members who request the **general meeting** any reasonable expenses they incur because the Directors did not call and hold the meeting.

25. Annual general meeting

- 25.1 A **general meeting**, called the annual **general meeting**, must be held:
- (a) within 18 months after registration of the **Company**; and
 - (b) after the first annual **general meeting**, at least once in every calendar year.
- 25.2 Even if these items are not set out in the notice of meeting, the business of an annual **general meeting** may include:
- (a) a review of the **Company's** activities;
 - (b) a review of the **Company's** finances;
 - (c) any auditor's report;
 - (d) the election of Directors; and
 - (e) the appointment and payment of auditors, if any.
- 25.3 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**.
- 25.4 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**.

26. Notice of general meetings

- 26.1 Notice of a **general meeting** must be given to:
- (a) each member entitled to vote at the meeting;
 - (b) each Director; and
 - (c) the auditor (if any).
- 26.2 Notice of a **general meeting** must be provided in writing at least 21 days before the meeting.
- 26.3 Subject to clause 0, notice of a meeting may be provided less than 21 days before the meeting if:
- (a) for an annual **general meeting**, all the members entitled to attend and vote at the annual **general meeting** agree beforehand; or
 - (b) for any other **general meeting**, members with at least 95% of the votes that may be cast at the meeting agree beforehand.
- 26.4 Notice of a meeting cannot be provided less than 21 days before the meeting if a resolution will be moved to:

- (a) remove a Director;
- (b) appoint a Director in order to replace a Director who was removed; or
- (c) remove an auditor.

26.5 Notice of a **general meeting** must include:

- (a) the place, date, and time for the meeting (and if the meeting is to be held in two or more places, the technology that will be used to facilitate this);
- (b) the general nature of the meeting's business;
- (c) if applicable, that a **special resolution** is to be proposed and the words of the proposed resolution; and
- (d) a statement that members have the right to appoint proxies and that, if a member appoints a proxy:
 - (i) The proxy does not need to be a member of the **Company**;
 - (ii) The proxy form must be delivered to the **Company** at its registered address or the address (including an electronic address) specified in the notice of the meeting; and
 - (iii) The proxy form must be delivered to the **Company** at least 48 hours before the meeting.

26.6 If a **general meeting** is adjourned (put off) for one month or more, the members must be given new notice of the resumed meeting.

27. Quorum at general meetings

27.1 For a **general meeting** to be held, at least 3 members (a quorum) must be present (in person, by proxy or by representative) for the whole meeting. When determining whether a quorum is present, a person may only be counted once (even if that person is a representative or proxy of more than one member).

27.2 No business may be conducted at a **general meeting** if a quorum is not present.

27.3 If there is no quorum present within 30 minutes after the starting time stated in the notice of **general meeting**, the **general meeting** is adjourned to the date, time, and place that the Chairperson specifies. If the Chairperson does not specify one or more of those things, the meeting is adjourned to:

- (a) if the date is not specified – the same day in the next week;
- (b) if the time is not specified – the same time; and
- (c) if the place is not specified – the same place.

27.4 If no quorum is present at the resumed meeting within 30 minutes after the starting time set for that meeting, the meeting is cancelled.

28. Auditor's right to attend meetings

- 28.1 The auditor (if any) is entitled to attend any **general meeting** and to be heard by the members on any part of the business of the meeting that concerns the auditor in the capacity of auditor.
- 28.2 The **Company** must give the auditor (if any) any communications relating to the **general meeting** that a member of the **Company** is entitled to receive.

29. Representatives of members

- 29.1 An incorporated member may appoint as a representative:
- (a) one individual to represent the member at meetings and to sign circular resolutions under clause 36; and
 - (b) the same individual or another individual for the purpose of being appointed or elected as a Director.
- 29.2 The appointment of a representative by a member must:
- (a) be in writing;
 - (b) include the name of the representative;
 - (c) be signed on behalf of the member; and
 - (d) be given to the **Company** or, for representation at a meeting, be given to the Chairperson before the meeting starts.
- 29.3 A representative has all the rights of a member relevant to the purposes of the appointment as a representative.
- 29.4 The appointment may be standing (ongoing).

30. Using technology to hold meetings

- 30.1 The **Company** may hold a **general meeting** at two or more venues using any technology that gives the members as a whole a reasonable opportunity to participate, including to hear and be heard.
- 30.2 Anyone using this technology is taken to be present in person at the meeting.

31. Chairperson for general meetings

- 31.1 The elected Chairperson is entitled to chair general meetings.
- 31.2 The members present and entitled to vote at a **general meeting** may choose a Director or member to be the Chairperson for that meeting if:
- (a) there is no elected Chairperson; or
 - (b) the **elected Chairperson** is not present within 30 minutes after the starting time set for the meeting; or
 - (c) the **elected Chairperson** is present but says they do not wish to act as Chairperson of the meeting.

32. Role of the Chairperson

- 32.1 The Chairperson is responsible for the conduct of the **general meeting**, and for this purpose must give members a reasonable opportunity to make comments and ask questions (including to the auditor).
- 32.2 The Chairperson does have a casting vote.

33. Adjournment of meetings

- 33.1 If a quorum is present, a **general meeting** must be adjourned if a majority of **members present** direct the Chairperson to adjourn it.
- 33.2 Only unfinished business may be dealt with at a meeting resumed after an adjournment.

Members' resolutions and statements

34. Members' resolutions and statements

- 34.1 Members with at least 5% of the votes that may be cast on a resolution may give:
- (a) written notice to the **Company** of a resolution they propose to move at a **general meeting** (members' resolution); and/or
 - (b) a written request to the **Company** that the **Company** give all of its members a statement about a proposed resolution or any other matter that may properly be considered at a **general meeting** (members' statement).
- 34.2 A notice of a members' resolution must set out the wording of the proposed resolution and be signed by the members proposing the resolution.
- 34.3 A request to distribute a members' statement must set out the statement to be distributed and be signed by the members making the request.
- 34.4 Separate copies of a document setting out the notice or request may be signed by members if the wording is the same in each copy.
- 34.5 The percentage of votes that members have (as described in clause 34) is to be worked out as at midnight before the request or notice is given to the **Company**.
- 34.6 If the **Company** has been given notice of a members' resolution under clause (a), the resolution must be considered at the next **general meeting** held more than two months after the notice is given.
- 34.7 This clause does not limit any other right that a member has to propose a resolution at a **general meeting**.

35. Company must give notice of proposed resolution or distribute statement

- 35.1 If the **Company** has been given a notice or request under clause **Error! Reference source not found.:**
- (a) in time to send the notice of proposed members' resolution or a copy of the members' statement to members with a notice of meeting, it must do so at the **Company's** cost; or

(b) too late to send the notice of proposed members' resolution or a copy of the members' statement to members with a notice of meeting, then the members who proposed the resolution or made the request must pay the expenses reasonably incurred by the **Company** in giving members notice of the proposed members' resolution or a copy of the members' statement. However, at a **general meeting**, the members may pass a resolution that the **Company** will pay these expenses.

35.2 The **Company** does not need to send the notice of proposed members' resolution or a copy of the members' statement to members if:

- (a) it is more than 1,000 words long;
- (b) the Directors consider it may be defamatory;
- (c) clause (b) applies, and the members who proposed the resolution or made the request have not paid the **Company** enough money to cover the cost of sending the notice of the proposed members' resolution or a copy of the members' statement to members; or
- (d) in the case of a proposed members' resolution, the resolution does not relate to a matter that may be properly considered at a **general meeting** or is otherwise not a valid resolution able to be put to the members.

36. Circular resolutions of members

36.1 Subject to clause 0, the Directors may put a resolution to the members to pass a resolution without a **general meeting** being held (a circular resolution).

36.2 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.

36.3 Circular resolutions cannot be used:

- (a) for a resolution to remove an auditor, appoint a Director or remove a Director;
- (b) for passing a **special resolution**; or
- (c) where the **Corporations Act** or this Constitution requires a meeting to be held.

36.4 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 0 or clause 0.

36.5 Members may sign:

- (a) a single document setting out the circular resolution and containing a statement that they agree to the resolution; or
- (b) separate copies of that document, as long as the wording is the same in each copy.

36.6 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.

Voting at general meetings

37. How many votes a member has

Each member has one vote.

38. Challenge to member's right to vote

38.1 A member or the Chairperson may only challenge a person's right to vote at a **general meeting** at that meeting.

38.2 If a challenge is made under clause 0, the Chairperson must decide whether or not the person may vote. The Chairperson's decision is final.

39. How voting is carried out

39.1 Voting must be conducted and decided by:

- (a) a show of hands;
- (b) a vote in writing; or
- (c) another method chosen by the Chairperson that is fair and reasonable in the circumstances.

39.2 Before a vote is taken, the Chairperson must state whether any proxy votes have been received and, if so, how the proxy votes will be cast.

39.3 On a show of hands, the Chairperson's decision is conclusive evidence of the result of the vote.

39.4 The Chairperson and the meeting minutes do not need to state the number or proportion of the votes recorded in favour or against on a show of hands.

40. When and how a vote in writing must be held

40.1 A vote in writing may be demanded on any resolution instead of or after a vote by a show of hands by:

- (a) at least five **members present**;
- (b) **members present** with at least 25% of the votes that may be passed on the resolution on the vote in writing (worked out as at the midnight before the vote in writing is demanded); or
- (c) the Chairperson.

40.2 A vote in writing must be taken when and how the Chairperson directs unless clause 0 applies.

40.3 A vote in writing must be held immediately if it is demanded under clause 0:

- (a) for the election of a Chairperson under clause 0; or
- (b) to decide whether to adjourn the meeting.

40.4 A demand for a vote in writing may be withdrawn.

41. Appointment of proxy

41.1 A member may appoint a proxy to attend and vote at a **general meeting** on their behalf.

41.2 A proxy does not need to be a member.

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- 41.3 A proxy appointed to attend and vote for a member has the same rights as the member to:
- (a) speak at the meeting;
 - (b) vote in a vote in writing (but only to the extent allowed by the appointment); and
 - (c) join in to demand a vote in writing under clause 0.
- 41.4 An appointment of proxy (proxy form) must be signed by the member appointing the proxy and must contain:
- (a) the member's name and address;
 - (b) the **Company's** name;
 - (c) the proxy's name or the name of the office held by the proxy; and
 - (d) the meeting(s) at which the appointment may be used.
- 41.5 A proxy appointment may be standing (ongoing).
- 41.6 Proxy forms must be received by the **Company** at the address stated in the notice under clause 0 or at the **Company's** registered address at least 48 hours before a meeting.
- 41.7 A proxy does not have the authority to speak and vote for a member at a meeting while the member is at the meeting.
- 41.8 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:
- (a) dies;
 - (b) is mentally incapacitated;
 - (c) revokes the proxy's appointment; or
 - (d) revokes the authority of a representative or agent who appointed the proxy.
- 41.9 A proxy appointment may specify the way the proxy must vote on a particular resolution.

42. Voting by proxy

- 42.1 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).
- 42.2 When a vote in writing is held, a proxy:
- (a) does not need to vote, unless the proxy appointment specifies the way they must vote;
 - (b) if the way they must vote is specified on the proxy form, must vote that way; and
 - (c) if the proxy is also a member or holds more than one proxy, may cast the votes held in different ways.

Directors

43. Number of Directors

- 43.1 The **Company** must have at least three and no more than ten Directors.
- 43.2 The **Company** in a **general meeting** may by ordinary resolution increase or reduce the maximum or minimum number of Directors, provided that the minimum will not be less than three.

44. Directors must be a Member

A Director must be a member of the **Company**.

45. Election and appointment of Directors

- 45.1 The members may elect a Director by a resolution passed in a **general meeting**.
- 45.2 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.
- 45.3 A person is eligible for election as a Director of the **Company** if they:
- (a) are nominated by two Directors;
 - (b) give the **Company** their signed consent to act as a Director of the **Company**; and
 - (c) are not ineligible to be a Director under the **Corporations Act** or the **ACNC Act**.
- 45.4 The Directors may appoint a person as a Director to fill a casual vacancy or as an additional Director if that person:
- (a) gives the **Company** their signed consent to act as a Director of the **Company**; and
 - (b) is not ineligible to be a Director under the **Corporations Act** or the **ACNC Act**.
- 45.5 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.

46. Election of Chairperson

The Directors must elect a Director as the **Company's** elected Chairperson.

47. Election of Vice - Chairperson

The Directors must elect a Director as the **Company's** elected Vice - Chairperson.

48. Term of office

- 48.1 At each annual **general meeting**:
- (a) any Director appointed by the Directors to fill a casual vacancy or as an additional Director must retire; and

(b) any Director who has been in office for 5 years since election with the exception of the Managing Director and Executive Directors.

48.2 The Directors who must retire at each annual **general meeting** under clause (b) 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.

48.3 Other than a Director appointed under clause **Error! Reference source not found..5**, 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.

48.4 Each Director must retire at least once every five years with the exception of the Managing Director and Executive Directors.

48.5 A Director who retires under clause 0 may nominate for election or re-election.

49. Removal of Director

Subject to the **Corporations Act**, the Company in **general meeting** convened on at least 21 days' notice may by ordinary resolution:

- (a) remove any Director; and
- (b) appoint another qualified person in place of that Director.

50. When a Director stops being a Director

A Director stops being a Director if they:

- (a) give written notice of resignation as a Director to the **Company**;
- (b) die;
- (c) are removed as a Director by a resolution of the members;
- (d) stop being a member of the **Company**;
- (e) are absent for three consecutive Directors' meetings without approval from the Directors; or
- (f) become ineligible to be a Director of the **Company** under the **Corporations Act** or the **ACNC Act**.

Powers of Directors

51. Powers of Directors

51.1 The Directors are responsible for managing and directing the activities of the **Company** to achieve the purpose(s) set out in clause 0.

51.2 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.

51.3 The Directors must decide on the responsible financial management of the **Company** including:

- (a) any suitable written delegations of power under clause 1.52; and

- (b) how money will be managed, such as how electronic transfers, negotiable instruments or cheques must be authorised and signed or otherwise approved.

51.4 The Directors cannot remove a Director or auditor. Directors and auditors may only be removed by a members' resolution at a **general meeting**.

52. Delegation of Directors' powers

52.1 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.

52.2 The delegation must be recorded in the **Company's** minute book.

53. Payments to Directors

53.1 The **Company** may pay fees to a Director for acting as a Director.

53.2 The **Company** may:

- (a) 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
- (b) reimburse a Director for expenses properly incurred by the Director in connection with the affairs of the **Company**.

53.3 Any payment made under clauses 0 and 0 must be approved by the Directors and is at all times subject to the terms of clause 0.

53.4 The **Company** may pay premiums for insurance indemnifying Directors, as allowed for by law (including the **Corporations Act**) and this Constitution.

54. Execution of documents

54.1 The **Company** may execute a document without using a common seal if the document is signed by:

- (a) two Directors of the **Company**; or
- (b) a Director and the Company Secretary.

Duties of Directors

55. Duties of Directors

55.1 The Directors must comply with their duties as Directors under legislation and common law (judge-made law), and with the duties described in governance standard 5 of the regulations made under the **ACNC Act** which are:

- (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 charitable purpose(s) of the **Company** set out in clause 0;
- (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 clause 1.56;
- (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.

56. Conflicts of interest

- 56.1 A Director must disclose the nature and extent of any actual or perceived material conflict of interest in a matter that is being considered at a meeting of Directors (or that is proposed in a circular resolution):
- (a) to the other Directors; or
 - (b) if all of the Directors have the same conflict of interest, to the members at the next **general meeting**, or at an earlier time if reasonable to do so.
- 56.2 The disclosure of a conflict of interest by a Director must be recorded in the minutes of the meeting.
- 56.3 Each Director who has a material personal interest in a matter that is being considered at a meeting of Directors (or that is proposed in a circular resolution) must not, except as provided under clauses 0:
- (a) be present at the meeting while the matter is being discussed; or
 - (b) vote on the matter.
- 56.4 A Director may still be present and vote if:
- (a) their interest arises because they are a member of the **Company**, and the other members have the same interest;
 - (b) their interest relates to an insurance contract that insures, or would insure, the Director against liabilities that the Director incurs as a Director of the **Company** (see clause 79);
 - (c) their interest relates to a payment by the **Company** under clause 78 (indemnity), or any contract relating to an indemnity that is allowed under the **Corporations Act**;
 - (d) the Australian Securities and Investments Commission (ASIC) makes an order allowing the Director to vote on the matter; or
 - (e) the Directors who do not have a material personal interest in the matter pass a resolution that:
 - (i) Identifies the Director, the nature and extent of the Director's interest in the matter and how it relates to the affairs of the **Company**, and
 - (ii) Says that those Directors are satisfied that the interest should not stop the Director from voting or being present.

Directors' meetings

57. When the Directors meet

The Directors may decide how often, where and when they meet.

58. Calling Directors' meetings

58.1 A Director may call a Directors' meeting by giving reasonable notice to all of the other Directors.

58.2 A Director may give notice in writing or by any other means of communication that has previously been agreed to by all of the Directors.

59. Chairperson for Directors' meetings

59.1 The **elected Chairperson** is entitled to chair Directors' meetings.

59.2 The elected Vice-Chairperson is entitled to chair Directors' meetings when the Chairperson has given prior notice on unavailability to chair a meeting.

59.3 The Directors at a Directors' meeting may choose a Director to be the Chairperson for that meeting if the **elected** Chairperson and Vice – Chairperson is:

- (a) not present within 30 minutes after the starting time set for the meeting; or
- (b) present but does not want to act as Chairperson of the meeting.

60. Quorum at Directors' meetings

60.1 Unless the Directors determine otherwise, the quorum for a Directors' meeting is a majority (more than 50%) of Directors.

60.2 A quorum must be present for the whole Directors' meeting.

61. Using technology to hold Directors' meetings

61.1 The Directors may hold their meetings by using any technology (such as video or teleconferencing) that is agreed to by all of the Directors.

61.2 The Directors' agreement may be a standing (ongoing) one.

61.3 A Director may only withdraw their consent within a reasonable period before the meeting.

62. Passing Directors' resolutions

A Directors' resolution must be passed by a majority of the votes cast by Directors present and entitled to vote on the resolution.

63. Circular resolutions of Directors

63.1 The Directors may pass a circular resolution without a Directors' meeting being held.

63.2 A circular resolution is passed if all the Directors entitled to vote on the resolution sign or otherwise agree to the resolution in the manner set out in clause 0 or clause 0.

63.3 Each Director may sign:

- (a) a single document setting out the resolution and containing a statement that they agree to the resolution; or
 - (b) separate copies of that document, as long as the wording of the resolution is the same in each copy.
- 63.4 The **Company** may send a circular resolution by email to the Directors and the Directors may agree to the resolution by sending a reply email to that effect, including the text of the resolution in their reply.
- 63.5 A circular resolution is passed when the last Director signs or otherwise agrees to the resolution in the manner set out in clause 0 or clause 0.

Committees of Directors

64. Committees of Directors

- 64.1 The Directors may delegate any of their powers to committees consisting of one or more members who are Directors as they think fit, and the Directors may revoke that delegation.
- 64.2 The Directors may appoint individuals who are not Directors or members to committees provided they hold relevant qualifications and/or experience.
- 64.3 As a minimum the Directors will establish a Finance Audit and Risk Committee.
- 64.4 A committee will conform to any directions and regulations that may be imposed upon it by the Directors in the exercise of its powers.
- 64.5 So far as they are capable of application and with the necessary changes, the provisions of the clauses for regulating the meetings and proceedings of the Directors govern the meetings and proceedings of committees of 2 or more members to the extent that the same are consistent with any directions and regulations made by the Directors.
- 64.6 Where a committee consists of 2 or more members, a quorum will be any 2 members or such larger number as the committee itself determines.
- 64.7 Despite any delegation under this rule, the Directors may continue to exercise any function delegated.

Managing Director and Executive Directors

65. Appointment of Managing Director and Executive Directors

The Directors may appoint one of their number as Managing Director and/or some of their numbers as Executive Directors:

- (a) either for a fixed term or without any limitation as to the period for which the person appointed is to hold the office; and
- (b) subject to this Constitution, on any terms and conditions that the Directors determine.

66. Removal, suspension, replacement of Managing Director and Executive Directors

- 66.1 Subject to the provisions of any contract between a Managing Director or Executive Director and the Company, the Directors may remove or dismiss or suspend a Managing Director or Executive Director from that office and appoint another or others in his or her place, or appoint a temporary substitute for a Managing Director or Executive Director while that Managing Director or Executive Director is absent or unable to act.
- 66.2 No Managing Director or Executive Director is entitled to attend or vote at any meeting of Directors while under suspension from office.

67. Managing Director or Executive Directors ceasing to be a Director

Subject to the provisions of any contract between each Managing Director or Executive Director and the Company, a Managing Director and Executive Director are subject to the same provisions as to resignation and removal as the other Directors, and will immediately cease to be a Managing Director or Executive Director if for any reason he or she ceases to hold the office of Director.

68. Executive Director ceasing to be a Director

- 68.1 In addition to clause 67, each Executive Director ceases to be a Director on ceasing to be a full-time employee of the Company or a related body corporate of the Company.
- 68.2 A person ceasing to be a Director by virtue of this clause will not for that reason alone be rendered ineligible for appointment or election as a Director under any other clause.

69. Powers of Managing Director and Executive Directors

- 69.1 The Directors may entrust to and confer on the Managing Director and each Executive Director such of the powers exercisable under this Constitution by the Directors as they think fit.
- 69.2 The Directors may so confer any such powers for the time and to be exercised for any objects and purposes and on any terms and conditions and with such restrictions as they think fit.
- 69.3 The Directors may confer such powers either collaterally with or to the exclusion of and in substitution for all or any of the powers of the Directors in that behalf, and may revoke, withdraw, alter or vary all or any of the powers.
- 69.4 Notwithstanding any provision of this Constitution, every Managing Director and Executive Director will at all times and in all respects be subject to the control of the Directors.

Company Secretary

70. Appointment and role of Company Secretary

- 70.1 The **Company** must have at least one Company Secretary, who may also be a Director.
- 70.2 A Company Secretary must be appointed by the Directors (after giving the **Company** their signed consent to act as Company Secretary of the **Company**) and may be removed by the Directors.
- 70.3 The Directors must decide the terms and conditions under which the Company Secretary is appointed, including any remuneration.

- 70.4 The role of the Company Secretary includes:
- (a) maintaining a register of the **Company's** members; and
 - (b) maintaining the minutes and other records of **general meetings** (including notices of meetings), Directors' meetings and circular resolutions.

Minutes and records

71. Minutes and records

- 71.1 The **Company** must, within one month, make and keep the following records:
- (a) minutes of proceedings and resolutions of **general meetings**;
 - (b) minutes of circular resolutions of members;
 - (c) a copy of a notice of each **general meeting**; and
 - (d) a copy of a members' statement distributed to members under clause **Error! Reference source not found.**
- 71.2 The **Company** must, within one month, make and keep the following records:
- (a) minutes of proceedings and resolutions of Directors' meetings (including meetings of any committees); and
 - (b) minutes of circular resolutions of Directors.
- 71.3 To allow members to inspect the **Company's** records:
- (a) the **Company** must give a member access to the records set out in clause 0; and
 - (b) the Directors may authorise a member to inspect other records of the **Company**, including records referred to in clause 0 and clause 0.
- 71.4 The Directors must ensure that minutes of a **general meeting** or a Directors' meeting are signed within a reasonable time after the meeting by:
- (a) the Chairperson of the meeting; or
 - (b) the Chairperson of the next meeting.
- 71.5 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.

72. Financial and related records

- 72.1 The **Company** must make and keep written financial records that:
- (a) correctly record and explain its transactions and financial position and performance; and
 - (b) enable true and fair financial statements to be prepared and to be audited.
- 72.2 The **Company** must also keep written records that correctly record its operations.
- 72.3 The **Company** must retain its records for at least 7 years.

72.4 The Directors must take reasonable steps to ensure that the **Company's** records are kept safe.

Notice

73. What is notice

73.1 Anything written to or from the **Company** under any clause in this Constitution is written notice and is subject to clauses 74 to 76, unless specified otherwise.

73.2 Clauses 74 to 76 do not apply to a notice of proxy under clause 0.

74. Notice to the Company

Written notice or any communication under this Constitution may be given to the **Company**, the Directors, or the Company Secretary by:

- (a) delivering it to the **Company's** registered office; or
- (b) posting it to the **Company's** registered office or to another address chosen by the **Company** for notice to be provided; or
- (c) sending it to an email address or other electronic address notified by the **Company** to the members as the **Company's** email address or other electronic address; or
- (d) sending it to the fax number notified by the **Company** to the members as the **Company's** fax number.

75. Notice to members

75.1 Written notice or any communication under this Constitution may be given to a member:

- (a) in person;
- (b) by posting it to, or leaving it at the address of the member in the register of members or an alternative address (if any) nominated by the member for service of notices;
- (c) sending it to the email or other electronic address nominated by the member as an alternative address for service of notices (if any);
- (d) sending it to the fax number nominated by the member as an alternative address for service of notices (if any); or
- (e) if agreed to by the member, by notifying the member at an email or other electronic address nominated by the member, that the notice is available at a specified place or address (including an electronic address).

75.2 If the **Company** does not have an address for the member, the **Company** is not required to give notice in person.

76. When notice is taken to be given

76.1 A notice:

- (a) delivered in person, or left at the recipient's address, is taken to be given on the day it is delivered;

- (b) sent by post, is taken to be given on the third day after it is posted with the correct payment of postage costs;
- (c) sent by email, fax, or other electronic method, is taken to be given on the business day after it is sent; and
- (d) given under clause 1.75(e) is taken to be given on the business day after the notification that the notice is available is sent.

Financial year

77. Company's financial year

The **Company's** financial year is from 1 July to 30 June, unless the Directors pass a resolution to change the financial year.

Indemnity, insurance, and access

78. Indemnity

- 78.1 The **Company** indemnifies each officer of the **Company** out of the assets of the **Company**, to the relevant extent, against all losses and liabilities (including costs, expenses, and charges) incurred by that person as an officer of the **Company**.
- 78.2 In this clause, 'officer' means a Director or Company Secretary and includes a Director or Company Secretary after they have ceased to hold that office.
- 78.3 In this clause, 'to the relevant extent' means:
 - (a) to the extent that the **Company** is not precluded by law (including the **Corporations Act**) from doing so; and
 - (b) for the amount that the officer is not otherwise entitled to be indemnified and is not actually indemnified by another person (including an insurer under an insurance policy).
- 78.4 The indemnity is a continuing obligation and is enforceable by an officer even though that person is no longer an officer of the **Company**.

79. Insurance

To the extent permitted by law (including the **Corporations Act**), and if the Directors consider it appropriate, the **Company** may pay or agree to pay a premium for a contract insuring a person who is or has been an officer of the **Company** against any liability incurred by the person as an officer of the **Company**.

80. Directors' access to documents

- 80.1 A Director has a right of access to the financial records of the **Company** at all reasonable times.
- 80.2 If the Directors agree, the **Company** must give a Director or former Director access to:
 - (a) certain documents, including documents provided for or available to the Directors; and
 - (b) any other documents referred to in those documents.

Auditors: Appointment and Removal

81. Auditors

The auditors of the Company will:

- (a) be appointed and may be removed as provided in the Corporations Law and subject to clause 0; and
- (b) perform the duties and have the rights and powers as may be provided in the Corporations Law.

Winding up

82. Surplus assets not to be distributed to members

- 82.1 If the **Company** is wound up, any **surplus assets** must not be distributed to a member or a former member of the **Company**, unless that member or former member is a charity described in clause 0.

83. Distribution of surplus assets

- 83.1 Subject to the **Corporations Act** and any other applicable Act, and any court order, if the organisation is wound up or its endorsement as a deductible gift recipient is revoked (whichever occurs first), any surplus assets shall be transferred to another organisation with similar objects, which is charitable at law, to which income tax deductible gifts can be made and which also prohibit the distribution of any **surplus assets** to its members to at least the same extent as the **Company**.
- 83.2 The decision as to the charity or charities to be given the **surplus assets** must be made by a **special resolution** of members at or before the time of winding up. If the members do not make this decision, the **Company** may apply to the Supreme Court to make this decision.

Definitions and interpretation

84. Definitions

In this Constitution:

- 84.1 **ACNC Act** means the Australian Charities and Not-for-profits Commission Act 2012 (Cth).
- 84.2 **Company** means the **Company** referred to in clause 0.
- 84.3 **Corporations Act** means the Corporations Act 2001 (Cth).
- 84.4 **Elected Chairperson** means a person elected by the Directors to be the **Company's** Chairperson under clause 46.
- 84.5 **Elected Vice - Chairperson** means a person elected by the Directors to be the **Company's** Vice - Chairperson under clause 47.
- 84.6 **General meeting** means a meeting of members and includes the annual **general meeting**, under clause 0.

- 84.7 **Initial member** means a person who is named in the application for registration of the **Company**, with their consent, as a proposed member of the **Company**.
- 84.8 **Member present** means, in connection with a **general meeting**, a **member present** in person, by representative or by proxy at the venue or venues for the meeting.
- 84.9 **Registered charity** means a charity that is registered under the **ACNC Act**.
- 84.10 **Special resolution** means a resolution:
- i. of which notice has been given under clause 0; and
 - ii. that has been passed by at least 75% of the votes cast by **members present** and entitled to vote on the resolution.
- 84.11 **Surplus assets** mean any assets of the **Company** that remain after paying all debts and other liabilities of the **Company**, including the costs of winding up.
- 85. Reading this Constitution with the Corporations Act**
- 85.1 The replaceable rules set out in the **Corporations Act** do not apply to the **Company**.
- 85.2 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.
- 85.3 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.
- 85.4 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.

86. Interpretation

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) a 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).