CONSTITUTION
OF
Carers Queensland Ltd

Australian Company Number (ACN) 061 257 725
Australian Business Number (ABN) 20 061 257 725

A company limited by guarantee
2020

Table of contents

Preliminary

1 Name of the company
2 Type of company
3 Limited liability of members
4 The guarantee
5 Definitions

Charitable purposes and powers

6 Object
7 Powers
8 Not-for-profit
9 Amending the constitution

Members

10 Membership and register of members
11 Who can be a member
12 How to apply to become a member
13 Directors decide whether to approve membership
14 When a person becomes a member
15 When a person stops being a member

Membership

16 Membership

General meetings of members

17 General meetings called by directors
18 General meetings called by members
19 Annual general meeting
20 Notice of general meetings
21 Quorum at general meetings
22 Auditor's right to attend meetings
23 Representatives of members
24 Using technology to hold meetings
25 Chairperson for general meetings
26 Role of the chairperson
27 Adjournment of meetings

Members’ resolutions and statements

28 Members' resolutions and statements
29 Company must give notice of proposed resolution or distribute statement

Voting at general meetings

30 How many votes a member has
31 Challenge to member’s right to vote
32 How voting is carried out
33 When and how a vote in writing must be held
34 Appointment of proxy
35 Voting by proxy

Directors

36 Number of directors
37 Election and appointment of directors
38 Election of chairperson
39 Term of office
40 When a director stops being a director

Powers of directors

41 Powers of directors
42 Delegation of directors’ powers
43 Payments to directors
44 Execution of Documents

Duties of directors

45 Duties of directors
46 Conflicts of interest

Directors’ meetings

47 When the directors meet
48 Calling directors’ meetings
49 Chairperson for directors meetings
50 Quorum at directors' meetings
51 Using technology to hold directors' meetings

52 Passing directors' resolutions
53 Circular resolutions of directors

Secretary

54 Appointment and role of secretary

Minutes and records

55 Minutes and records
56 Financial and related records

By-laws

57 By-laws

Notice

58 What is notice
59 Notice to the company
60 Notice to members
61 When notice is taken to be given

Financial year

62 Company's financial year

Indemnity, insurance and access

63 Indemnity
64 Insurance
65 Directors' access to documents

Winding up

66 Surplus assets not to be distributed to members
67 Distribution of surplus assets

Definitions and interpretation

68 Definitions
69 Reading this constitution with the Corporations Act
70 Interpretation

Preliminary

1. Name of the company

The name of the **company** is Carers Queensland Ltd (the **company**).

2. Type of company

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

3. Limited liability of members

The liability of members is limited to the amount of the guarantee in clause 4.

4. The guarantee

Each member must contribute an amount not more than $10 (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. Definitions

In this constitution, words and phrases have the meaning set out in clauses 69 and 71.

Charitable purposes and powers

6. Object

The **company**'s object is to pursue the following charitable purpose(s):

(a) To improve the health, wellbeing, resilience and financial security of families with caring responsibilities and persons with disability

(b) To promote and advocate the recognition of caring as a shared responsibility of family, community, business and government

7. Powers

Subject to clause 8, the **company** has the following powers, which may only be used to carry out its purpose(s) set out in clause 6:

(a) the powers of an individual, and

(b) all the powers of a **company** limited by guarantee under the **Corporations Act**.

8. Not-for-profit

8.1 The **company** must not distribute any income or assets directly or indirectly to its members, except as provided in clauses 8.2 and 68.

8.2 Clause 8.1 does not stop the **company** from doing the following things, provided they are done in good faith:

(a) making a payment to a member as remuneration for service as a director of the **company** in accordance with clause 43.1;

(b) paying a member for goods or services they have provided or expenses they have properly incurred at fair and reasonable rates or rates more favourable to the **company**, or

(c) making a payment to a member in carrying out the **company**'s charitable purpose(s).

9. Amending the constitution

9.1 Subject to clause 9.2, 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 eligible to maintain registration as a charity under the ACNC Act.

Members

10. Membership and register of members

10.1 The members of the **company** are any person that the directors have allowed or allow to be a member, in accordance with the **company's** constitution.

10.2 The **company** must establish and maintain a register of members. The register of members must be kept by the secretary and must contain, for each current member and each person who ceased to be a member within the previous seven years:

(a) name
(b) address
(c) any alternative address nominated by the member for the service of notices, and
(d) date the member was entered on to the register.

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 that is not prohibited by the Corporations Act.

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 12.

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

12. How to apply to become a member

A person (as defined in clause 11.2) may apply to become a member of the **company** by completing a membership application form in accordance with clause 13, paying the membership fee, and agreeing that they:

(a) want to become a member of the **company**;
(b) support the purpose(s) of the **company**, and
(c) agree to comply with the **company**'s constitution, including paying the guarantee under clause 4 if required.

13. Membership application

An application for membership of the **company** shall be:

(a) in writing;
(b) in such form as the directors of the company may from time to time prescribe; and
(c) signed by the applicant.

14. Directors decide whether to approve membership

14.1 The directors must consider an application for membership within a reasonable time after the secretary receives the application.

14.2 If the directors approve an application, the 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 15).

14.3 If the directors reject an application, the secretary must write to the applicant as soon as possible to tell them that their application has been rejected, but does not have to give reasons, and must return any membership fee that the applicant has paid in advance.

14.4 For the avoidance of doubt, the directors may approve an application even if the application does not state the matters listed in clauses 12(a), 12(b) or 12(c). In that case, by applying to be a member, the applicant agrees to those three matters.

15. When a person becomes a member

Other than **initial members**, an applicant will become a member when they are entered on the register of members.

16. 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) resign, by writing to the secretary
- (d) have not responded within three months to a written request from the secretary that they confirm in writing that they want to remain a member
- (e) Have not paid their annual membership fee within three months of the due date

General meetings of members

17. General meetings called by directors

17.1 The directors may call a **general meeting**.

17.2 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.

17.3 The percentage of votes that members have (in clause 17.2) is to be worked out as at midnight before the members request the meeting.

17.4 The members who make the request for a **general meeting** must:
- (a) state in the request any resolution to be proposed at the meeting (in the form required by clause 28)
- (b) sign the request, and
- (c) give the request to the **company**.

17.5 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.

18. General meetings called by members

18.1 If the directors do not call the meeting within 21 days of being requested under clause 17.2, 50% or more of the members who made the request may call and arrange to hold a **general meeting**.

18.2 To call and hold a meeting under clause 18.1 the members must:

(a) as far as possible, follow the procedures for **general meeting**s 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**.

18.3 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.

19. Annual general meeting

19.1 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.

19.2 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

19.3 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**.

19.4 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**.

20. Notice of general meetings

20.1 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).

20.2 Notice of a **general meeting** must be provided in writing at least 21 days before the meeting.

20.3 Subject to clause 20.4, 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.

20.4 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.

20.5 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
(d) a statement that members have the right to appoint proxies and that, if a member appoints a proxy:
i. the proxy needs 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.

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

21. Quorum at general meetings

21.1 For a **general meeting** to be held, three members (a quorum) must be present (in person, by proxy or by representative) for the whole meeting. When determining whether a quorum is present, all proxy votes are considered as a person in attendance and any voting member can hold more than one proxy.

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

21.3 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.

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

22. Auditor's right to attend meetings

22.1 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.

22.2 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.

23. Representatives of members

23.1 An incorporated member may appoint one individual as a representative to represent the member at meetings.

23.2 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.

23.3 A representative has all the rights of a member relevant to the purposes of the appointment as a representative.

23.4 The appointment may be standing (ongoing).

24. Using technology to hold meetings

24.1 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.

24.2 Anyone using this technology is taken to be present in person at the meeting.

25. Chairperson for general meetings

25.1 The **elected chairperson** is entitled to chair **general meetings**.

25.2 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.

26. Role of the chairperson

26.1 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 (if any)).

26.2 The chairperson does not have a casting vote.

27. Adjournment of meetings

27.1 If a quorum is present, a **general meeting** must be adjourned if a majority of **members present** direct the chairperson to adjourn it.

27.2 Only unfinished business may be dealt with at a meeting resumed after an adjournment.

Members’ resolutions and statements

28. Members' resolutions and statements

28.1 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).

28.2 A notice of a members' resolution must set out the wording of the proposed resolution and be signed by the members proposing the resolution.

28.3 A request to distribute a members' statement must set out the statement to be distributed and be signed by the members making the request.

28.4 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.

28.5 The percentage of votes that members have (as described in clause 28.1) is to be worked out as at midnight before the request or notice is given to the **company**.

28.6 If the **company** has been given notice of a members' resolution under clause 28.1(a), the resolution must be considered at the next **general meeting** held more than two months after the notice is given.

28.7 This clause does not limit any other right that a member has to propose a resolution at a **general meeting**.

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

29.1 If the **company** has been given a notice or request under clause 28:
(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.

29.2 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 29.1(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.

Voting at general meetings

30. How many votes a member has

Each member has one vote.

31. Challenge to member's right to vote

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

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

32. How voting is carried out

32.1 Voting must be conducted and decided by:

(a) for the election of directors, the process set out in rule 37

(b) a show of hands

(c) by way of a poll or

(d) another method chosen by the chairperson that is fair and reasonable in the circumstances.

32.2 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.

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

32.4 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.

33. When and how a vote by poll must be held

33.1 A vote by poll may be demanded on any resolution (other than a resolution for the election of directors under rule 37) instead of or after a vote by a show of hands by:

(a) at least five **members present**

(b) **members present** with at least 5% of the votes that may be passed on the resolution on the vote by poll (worked out as at the midnight before the vote by poll is demanded), or

(c) the chairperson.

33.2 A vote by poll must be taken when and how the chairperson directs, unless clause 33.3 applies.

33.3 A vote by poll must be held immediately if it is validly demanded under clause 33.1:

(a) for the election of a chairperson under clause 25.2, or

(b) to decide whether to adjourn the meeting.

33.4 A demand for a vote by poll may be withdrawn.

34. Appointment of proxy

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

34.2 A proxy needs to be a member.

34.3 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 by poll (but only to the extent allowed by the appointment), and

(c) join in to demand a vote by poll under clause 33.1.

34.4 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.

34.5 A proxy appointment may be standing (ongoing).

34.6 Proxy forms must be received by the **company** at the address stated in the notice under clause 20.5(d) or at the **company**'s registered address at least 48 hours before a meeting.

34.7 A proxy does not have the authority to speak and vote for a member at a meeting while the member is at the meeting.

34.8 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.

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

34.10 A person may hold a maximum of five proxy votes.

35. Voting by proxy

35.1 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).

35.2 When a vote by poll 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

36. Number of directors

The **company** must have at least three and no more than nine directors, comprised of:

(a) up to seven elected directors nominated and elected by the members under clause 37.1; and

(b) up to two directors appointed by the Board under clause 37.7 (**Co-Opted Director**).

37. Election and appointment of directors

37.1 Subject to rule 37.4, the members may elect a director by a resolution passed in a **general meeting**.

37.2 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.

37.3 A person is eligible for election as a director of the **company** under clause 37.1 if they:

(a) are a member of the **company**, or a representative of a member of the **company** (appointed under clause 23)

(b) are nominated by two members or representatives of members entitled to vote (unless the person was previously elected as a director at a **general meeting** and has been a director since that meeting) by the time set out in clause 37.10,

(c) give the **company** their signed consent to act as a director of the **company**, and

(d) are not ineligible to be a director under the **Corporations Act** or the **ACNC Act**.

37.4 If the number of nominations received for the election of directors under clause 37.3(b) exceeds the number of positions which are available, having regard to the maximum number which may be appointed under clause 36(a):

(a) the members present are to vote by secret ballot on the election of those directors in accordance with the directions of the **elected chairperson**, by voting only for that number of nominated directors as equals the number of available positions (or less than that number); and

(b) the nominated directors elected to the available positions for the purposes of clause 37.1 are those nominated directors which receive the most votes in the ballot conducted under clause 37.4(a), up to the maximum number of available positions.

37.5 If the number of nominations received for the election of directors under clause 37.3(b) is less than or equal to the number of positions which are available, having regard to the maximum number which may be appointed under clause 36(a), the members are to vote upon the election of those directors in accordance with clause 37.2.

37.6 The directors may appoint a person as a director to fill a casual vacancy in the number of elected directors appointed under clause 36(a) if that person:

(a) is a member of the **company**, or a representative of a member of the **company** (appointed under clause 23)

(b) gives the **company** their signed consent to act as a director of the **company**, and

(c) is not ineligible to be a director under the **Corporations Act** or the **ACNC Act**.

37.7 The directors may appoint a person as a Co-Opted Director, having regard to their skills and experience, for any term not exceeding three years as determined by the board of directors, 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.**

37.8 If the number of directors is less than the number required for a quorum, the continuing directors may act for the purpose of increasing the number of directors to the minimum number specified in clause 36 (or higher if required for a quorum) or calling a **general meeting**, but for no other purpose.

37.9 A director must not be an employee of, or otherwise in a position of profit within, the **company**, other that in respect of remuneration for services as a director of the **company** (as contemplated by clause 43.1).

37.10 Two or more members (or their representatives) may nominate a director for election under 37.1 by providing a notice in writing to the **company** by no later than three months after the end of the **company's** financial year, which:

(a) contains the name and contact details of the proposed director,

(b) contains the names of the nominating members (or their representatives),

(c) is signed by the nominating members (or their representatives, and

(d) is accompanied by a consent to act as a director of the **company** by the proposed director.

38. Election of chairperson

The directors must elect a director as the **company**'s **elected chairperson**.

39. Term of office

39.1 At each annual **general meeting**:

(a) any director appointed by the directors to fill a casual vacancy, and

(b) at least one-third of the remaining elected directors appointed under clause 37.1,

must retire.

39.2 The directors who must retire at each annual **general meeting** under clause 39.1(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.

39.3 Other than a director appointed under clause 37.7, 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.

39.4 Each director appointed under clauses 37.1 and 37.6 must retire at least once every three years.

39.5 A director who retires under clause 39.1 may nominate for election or re-election, subject to clause 39.6.

39.6 A Co-Opted Director appointed under clause 37.7:

(a) is not required to retire by rotation under clause 39.1 or every three years under clause 39.4, and

(b) continues to hold office from the date of their appointment until the earlier of the occurrence of an event referred to in clause 40, the end of the term for which the director was appointed by the board and the date that is three years after their appointment.

39.7 A director who has held office for a continuous period of nine years or more may only be re-appointed or re-elected by a **special resolution**. For the purposes of determining the period that a director has held office, any retirement by rotation and subsequent re-election is to be disregarded.

40. 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 or become a person of unsound mind or a person who is a patient under laws relating to mental health or whose estate is administered under laws about mental health

(c) become an insolvent under administration, suspends payment generally to creditors or compounds with or assigns the director's estate for the benefit of creditors

(d) are removed as a director by a resolution of the members

(e) stop being a member of the **company**, where the director is appointed under clause 37.1 or 37.6

(f) are a representative of a member, and the member notifies the **company** that the representative is no longer a representative, where the director is appointed under clause 37.1 or 37.6

(g) are absent for 3 consecutive directors' meetings without approval from the directors where the directors have not, within 14 days of having been served by the secretary with a notice giving particulars of the absence, resolved that leave of absence be granted, or

(h) become ineligible to be a director of the **company** under the **Corporations Act** or the **ACNC Act**.

Powers of directors

41. Powers of directors

41.1 The directors are responsible for managing and directing the activities of the **company** to achieve the purpose(s) set out in clause 6.

41.2 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.

41.3 The directors must decide on the responsible financial management of the **company** including:

(a) any suitable written delegations of power under clause 42, and

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

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

42. Delegation of directors' powers

42.1 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.

42.2 The delegation must be recorded in the **company**'s minute book.

43. Payments to directors

43.1 The directors may be remunerated by the **company** for their services as directors as determined by the board from time to time.

43.2 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.**

43.3 Any payment made under clause 43.2 must be approved by the directors.

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

44. Execution of documents

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 secretary.

Duties of directors

45. Duties of directors

The directors must comply with their duties as directors under legislation and common law (judge-made law), and under the ACNC Act and Corporations Act (as applicable).

46. Conflicts of interest

46.1 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.

46.2 The disclosure of a conflict of interest by a director must be recorded in the minutes of the meeting.

46.3 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 46.4:

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

(b) vote on the matter.

46.4 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 64)

(c) their interest relates to a payment by the **company** under clause 63 (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

47. When the directors meet

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

48. Calling directors' meetings

48.1 A director may call a directors' meeting by giving reasonable notice to all of the other directors. A notice of a meeting of directors:

(a) must specify the time and place of the meeting

(b) need not state the nature of the business to be transacted at the meeting

(c) may, if necessary, be given immediately before the meeting, and

(d) may be given in person or by post or by telephone, fax or other electronic means.

48.2 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.

49. Chairperson for directors' meetings

49.1 The **elected chairperson** is entitled to chair directors' meetings.

49.2 The directors at a directors' meeting may choose a director to be the chairperson for that meeting if the **elected 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.

50. Quorum at directors' meetings

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

50.2 A quorum must be present for the whole directors' meeting.

51. Using technology to hold directors' meetings

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

51.2 The directors' agreement may be a standing (ongoing) one.

51.3 A director may only withdraw their consent within a reasonable period before the meeting.

52. 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.

53. Circular resolutions of directors

53.1 The directors may pass a circular resolution without a directors' meeting being held.

53.2 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 53.3 or clause 53.4.

53.3 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.

53.4 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.

53.5 A circular resolution is passed when the last director signs or otherwise agrees to the resolution in the manner set out in clause 53.3 or clause 53.4.

Secretary

54. Appointment and role of secretary

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

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

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

54.4 The role of the secretary includes:
- (a) maintaining a register of the **company**'s members,
- (b) maintaining the minutes and other records of **general meeting**s (including notices of meetings), directors' meetings and circular resolutions, and
- (c) the responsibilities of a secretary prescribed by the **Corporations Act** and the **ACNC Act**.

Minutes and records

55. Minutes and records

55.1 The **company** must, within one month, make and keep the following records:
- (a) minutes of proceedings and resolutions of **general meetings**
- (b) complete records 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 29.

55.2 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) complete records of circular resolutions of directors.

55.3 To allow members to inspect the **company**'s records:
(a) the **company** must give a member access to the records set out in clause 55.1, and
(b) the directors may authorise a member to inspect other records of the **company**, including records referred to in clause 55.2 and clause 56.1.

55.4 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.

56. Financial and related records

56.1 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.

56.2 The **company** must also keep written records that correctly record its operations.

56.3 The **company** must retain its records for at least 7 years.

56.4 The directors must take reasonable steps to ensure that the **company**'s records are kept safe.

By-laws

57. By-laws

57.1 The directors may pass a resolution to make by-laws to give effect to this constitution.
57.2 Members and directors must comply with by-laws as if they were part of this constitution.

Notice

58. What is notice

58.1 Anything written to or from the **company** under any clause in this constitution is written notice and is subject to clauses 59 to 61, unless specified otherwise.

58.2 Clauses 59 to 61 do not apply to a notice of proxy under clause 34.6.

59. Notice to the company

Written notice or any communication under this constitution may be given to the **company,** the directors or the secretary by:
(a) delivering it to the **company**'s registered office
(b) posting it to the **company**'s registered office or to another address chosen by the **company** for notice to be provided

(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.

60. Notice to members

60.1 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).

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

61. When notice is taken to be given

A notice:

(a) delivered in person, or left at a 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 60.1(e) is taken to be given on the business day after the notification that the notice is available is sent.

Financial year

62. 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

63. Indemnity

63.1 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**.

63.2 In this clause, 'officer' means a director or secretary and includes a director or secretary after they have ceased to hold that office.

63.3 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).

63.4 The indemnity is a continuing obligation and is enforceable by an officer even though that person is no longer an officer of the **company**.

64. 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**.

65. Directors' access to documents

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

65.2 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.

66. Contract

The company may enter into an agreement with any officer to give effect to the rights conferred by clause 63 or the exercise of a discretion under clause 63 on any terms as the directors think fit (which are not consistent with clause 63).

Winding up

67. Surplus assets not to be distributed to members

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 68.1.

68. Distribution of surplus assets

68.1 Subject to the **Corporations Act** and any other applicable Act, and any court order, any **surplus assets** that remain after the **company** is wound up must be distributed to one or more charities:

(a) with charitable purpose(s) similar to, or inclusive of, the purpose(s) in clause 6, and

(b) which also prohibit the distribution of any **surplus assets** to its members to at least the same extent as the **company**.

68.2 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

69. Definitions

In this constitution:

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

Co-Opted Director means a director appointed by the directors under clause 37.7

Company means the **company** referred to in clause 1

Corporations Act means the *Corporations Act 2001* (Cth)

Elected chairperson means a person elected by the directors to be the **company**'s chairperson under clause 38

General meeting means a meeting of members and includes the annual **general meeting**, under clause 19.1

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**

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

Registered charity means a charity that is registered under the **ACNC Act**

Special resolution means a resolution:

i. of which notice has been given under clause 20.5(c), and

ii. that has been passed by at least 75% of the votes cast by **members present** and entitled to vote on the resolution, and

Surplus assets means any assets of the **company** that remain after paying all debts and other liabilities of the **company**, including the costs of winding up.

70. Reading this constitution with the Corporations Act

70.1 The replaceable rules set out in the **Corporations Act** do not apply to the **company**.

70.2 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.

70.3 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.

70.4 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.

71. 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) 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).