

**CONSTITUTION
OF
Research for Development Impact
Network Ltd**

Australian Company Number (ACN) 665 207 107
Australian Business Number (ABN) 26 665 207 107

A company limited by guarantee

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Preliminary

1. Name of the company

The name of the company is Research for Development Impact Network 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 charity.

3. Limited liability of Members

The liability of Members is limited to an amount not exceeding \$10 (the guarantee) which each Member must contribute 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. 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 associated with the winding up.

4. Reading this constitution with the Corporations Act

- 4.1 The replaceable rules set out in the Corporations Act are displaced by the constitution and do not apply to the Company.
- 4.2 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.
- 4.3 If the Company is not a Registered Charity (even if it remains a charity under section 5 of the Charities Act), the Corporations Act overrides any clause in this constitution which is inconsistent with the ACNC Act.
- 4.4 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 in this constitution.

5. Definitions

In this constitution, words and phrases have the meaning set out in clauses 74 and 75.

Charitable purposes and powers

6. Object

The Company's object is to provide benevolent relief to people facing poverty, disadvantage, and other barriers to accessing education, employment and increasing individual economic participation, in Australia or in developing countries, particularly those in the Indo Pacific region, including by:

- (a) improving evidence-based decision-making for government and policy makers, non-government organisations and other policy and project implementers,
- (b) strengthening human rights and wellbeing outcomes for such communities,
- (c) creating systemic change in local communities, policy frameworks and project initiatives through ethical development research and evaluation practice,
- (d) providing research and evidence to inform the achievement and monitoring of the Sustainable Development Goals, and

- (e) doing such other things as are incidental or conducive to the attainment of the object.

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 8.3 and 73.
- 8.2 The income and assets of the Company shall be applied solely to further its purpose(s) in clause 6.
- 8.3 Clause 8.1 does not prevent the Company from doing any of the following things, provided they are done in good faith:
 - (a) paying a Member for goods or services the Member has provided or expenses the Member has properly incurred at fair and reasonable rates or rates more favourable to the Company, or
 - (b) making a payment to a Member in carrying out the Company's charitable purpose(s).

9. Amending the constitution

- 9.1 Subject to clause 9.3, the Members may amend this constitution by passing a Special Resolution.
- 9.2 Any amendment to this constitution will take effect from the date of the special resolution, or from any later date specified in the resolution passing the amendment.
- 9.3 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 consist of:
 - (a) Initial Members,
 - (b) Directors, and
 - (c) any other person that the Directors allow to be a Member, in accordance with this constitution(each a Member and together the Members).
- 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:
 - (a) for each current member:
 - i. full name
 - ii. current residential address
 - iii. any alternative address nominated by the member for the service of notices (including an electronic address), and
 - iv. the date the member was entered on to the register,
 - (b) for each person who stopped being a member in the last 7 years:

- i. full name
 - ii. residential address as at the date the member stopped being a member
 - iii. any alternative address nominated by the member for the service of notices (including an electronic address), and
 - iv. dates the membership started and ended.
- 10.3 The register of members must be available for inspection by current Members at the Company's registered office.
- 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.
- 10.5 Unless required by law, membership of the Company is not transferable and all rights and privileges of membership of the Company cease upon the Member ceasing, for any reason, to be a Member.
- 10.6 No Member has any claim upon any of the property or assets of the Company arising from membership.

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 be eligible to apply to the Secretary or directly to the Directors to become a Member of the Company if they:

- (a) are nominated by 2 members
- (b) support the purpose(s) of the Company
- (c) agree to comply with and be bound by the Company's constitution, and
- (d) agree to pay the guarantee under clause 3 if required.

13. Directors decide whether to approve Membership

- 13.1 The Directors (or a committee, Director, employee or such other person delegated by the Directors) must consider an application for Membership within a reasonable time after the Secretary receives the application. The Directors (or a committee, Director, employee or such other person delegated by the Directors) may, in their absolute discretion, by majority, decide whether to approve or reject an application for membership of the Company.
- 13.2 If an application is approved under clause 13.1, 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 the applicant that the application was approved, and the date that the applicant's membership started (see clause 14).
- 13.3 If an application is rejected under clause 13.1, the Secretary must write to the applicant as soon as possible to tell the applicant that the application has been rejected. Neither the Directors, any delegated person(s), nor the Secretary are required to provide reasons for the Directors' decision to reject an application.
- 13.4 For the avoidance of doubt, the Directors (or a committee, Director, employee or such other person delegated by the Directors) may approve an application even if the application does not state the matters listed in clauses 12(a), 12(b), 12(c) or

12(d). In that case, by applying to become a Member, the applicant impliedly agrees to the matters listed in those clauses.

- 13.5 All membership of the Company will be renewable every 5 years. Before or at the end of each 5 year period, each Member must reapply for membership.

14. When a person becomes a Member

Other than Initial Members, an applicant becomes a Member when the Secretary enters the applicant's name on to the register of members.

15. When a person stops being a Member

A person immediately stops being a Member if:

- (a) the person's 5 year term of Membership has expired, unless the Member had applied for and been admitted as a Member for the following term
- (b) the person fails to attend, or delegates a proxy, 3 General Meetings in a row
- (c) the person dies, becomes mentally incapacitated, or is declared bankrupt (for an individual member)
- (d) the body corporate is insolvent, wound up or otherwise dissolved or deregistered (for an incorporated Member)
- (e) the person resigns, by giving written notice to the Secretary
- (f) the person is expelled under clause 17, or
- (g) the person fails to respond within three months to a written request from the Secretary that the person confirms in writing that the person wants to remain a Member.

Dispute resolution and disciplinary procedures

16. Dispute resolution

- 16.1 The dispute resolution procedure in this clause applies to disputes (disagreements) under this constitution between a Member or Director and:
- (a) one or more Members
 - (b) one or more Directors, or
 - (c) the Company.
- 16.2 A Member must not start a dispute resolution procedure in relation to a matter which is the subject of a disciplinary procedure under clause 17 until the disciplinary procedure has been completed.
- 16.3 Those involved in the dispute must try to resolve the dispute between themselves within 14 days of knowing about it.
- 16.4 If those involved in the dispute do not resolve the dispute under clause 16.3, they must within 10 days after the expiry of the period in clause 16.3:
- (a) inform the Directors of 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.
- 16.5 The mediator must be:
- (a) chosen by agreement of those involved in the dispute, or
 - (b) where those involved do not agree:
 - i. for disputes between Members, a person chosen by the Directors, or
 - ii. for all 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.

- 16.6 A mediator chosen by the Directors under clause 16.5(b)(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.
- 16.7 When conducting the mediation, the mediator must:
- (a) allow those involved in the dispute a reasonable chance to be heard
 - (b) allow those involved in the dispute a reasonable chance to review any written statements
 - (c) ensure that those involved in the dispute are afforded natural justice, and
 - (d) not make a decision on the dispute.

17. Disciplining Members

- 17.1 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, or is prejudicial to the interests of the Company.
- 17.2 At least 14 days before the Directors' meeting at which a resolution under clause 17.1 will be considered, the 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 the details of how the member may provide such an explanation.
- 17.3 Before the Directors pass any resolution under clause 17.1, 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 (whether in person or using any technology consented to by the Directors).
- 17.4 After considering any explanation under clause 17.3, the Directors may in their full discretion:
- (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.
- 17.5 The Directors cannot fine a Member.
- 17.6 The Secretary must give written notice to the Member of the decision under clause 17.4 as soon as practicable.

- 17.7 Disciplinary procedures must be completed as soon as reasonably practical.
- 17.8 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

18. General Meetings called by Directors

- 18.1 The Directors may call a General Meeting.
- 18.2 If Members with at least 15% 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.
- 18.3 The percentage of votes that Members have (in clause 18.2) is to be worked out as at midnight before the Members request the meeting.
- 18.4 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.
- 18.5 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.

19. General meetings called by Members

- 19.1 If the Directors do not call the meeting within 21 days of being requested under clause 18.2, 50% or more of the Members who made the request may call and arrange to hold a General Meeting.
- 19.2 To call and hold a meeting under clause 19.1 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 register of members, 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.
- 19.3 The Company must pay the Members who call and hold the General Meeting under this clause 19 any reasonable expenses they incur because the Directors did not call and hold the meeting.

20. Annual General Meeting

- 20.1 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.
- 20.2 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.
- 20.3 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.
- 20.4 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.

21. Notice of General Meetings

- 21.1 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).
- 21.2 Notice of a General Meeting must be provided in writing at least 21 days before the meeting.
- 21.3 Members may elect to receive notice:
- (a) by telephone, or
 - (b) by electronic means.
- 21.4 Subject to clause 21.5, 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.
- 21.5 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.
- 21.6 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 one or more physical venues and using virtual technology or using virtual technology only, 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 needs to be a Member of the Company
 - ii. the completed 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 completed proxy form must be delivered to the Company at least 48 hours before the meeting.
- 21.7 If a General Meeting is adjourned (put off) for one month or more, the Members must be given new notice of the resumed meeting.

- 21.8 The accidental omission to give notice of a General Meeting to, or the non-receipt of any such notice by, a person or other entity entitled to receive it does not invalidate the proceedings at, or any resolution passed at, the General Meeting.

22. Quorum at General Meetings

- 22.1 Where the Company has three or more Members, for a General Meeting to be held, at least a majority of the Members or 10 Members (whichever is the lesser number) (a quorum) must be present (in person, by duly appointed proxy, attorney or 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).
- 22.2 Where the Company has two Members, for a General Meeting to be held, the two Members (a quorum) must be present (in person, or by duly appointed proxy, attorney or representative) for the whole meeting.
- 22.3 If the Company only has one Member, then that one Member constitutes a quorum.
- 22.4 No business may be conducted at a General Meeting if a quorum is not present.
- 22.5 If there is no quorum present within 15 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.
- 22.6 If no quorum is present at the resumed meeting within 15 minutes after the starting time set for that meeting, the meeting is cancelled.

23. Auditor's right to attend meetings

- 23.1 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.
- 23.2 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.

24. Representatives of Members

- 24.1 An incorporated Member may appoint as a representative:
- (a) one individual to represent the Member at meetings and to sign circular resolutions under clause 31, and
 - (b) that same individual for the purpose of being appointed or elected as a Director.
- 24.2 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 at minimum 7 days before the meeting starts.
 - (e) advise the term for the appointment as a representative, with a fixed end date or open-ended as under clause 24.4.

24.3 A representative has all the rights of a Member relevant to the purposes of the appointment as a representative.

24.4 The appointment may be standing (ongoing).

25. How meetings of Members may be held

25.1 The Company may hold a General Meeting at:

- (a) one or more physical venues
- (b) one or more physical venues and using virtual technology, or
- (c) using only virtual technology.

25.2 The Members as a whole must be given a reasonable opportunity to participate in the meeting.

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

26. Chairperson for General Meetings

26.1 The Elected Chairperson is entitled to chair General Meetings.

26.2 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
- (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.

27. Role of the chairperson

27.1 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, or of, the auditor (if any)).

27.2 The chairperson does not have a casting vote.

28. Adjournment of meetings

28.1 If a quorum is present, a General Meeting must be adjourned if a majority of Members Present direct the chairperson of the meeting to adjourn it.

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

Members' resolutions and statements

29. Members' resolutions and statements

29.1 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).

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

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

- 29.4 Separate copies of a document setting out the notice under clause 29.1(a) or 29.1(b) respectively or request may be signed by Members if the wording is the same in each copy.
- 29.5 The percentage of votes that Members have (as described in clause 29.1) is to be determined as at midnight before the request or notice is given to the Company.
- 29.6 If the Company has been given notice of a Members' resolution under clause 29.1(a), the resolution must be considered at the next General Meeting that occurs more than two months after the notice is given.
- 29.7 This clause does not limit any other right that a Member has to propose a resolution at a General Meeting.

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

- 30.1 If the Company has been given written notice of a Members' resolution or a written request under clause 29.1:
- (a) in time to send the notice of the proposed Members' resolution or a copy of the Members' statement to Members with the notice of the General Meeting, referred to in clause 29.6, 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.
- 30.2 The Company does not need to send the notice of proposed Members' resolution or a copy of the Members' statement to Members if the notice of the proposed members' resolution or the members' statement (as applicable):
- (a) is more than 1000 words long
 - (b) may be defamatory (in the opinion of the Directors)
 - (c) clause 30.1(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 (as applicable), 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.

31. Circular resolutions of Members

- 31.1 Subject to clause 31.3, the Directors may put a resolution to the Members to pass a resolution without a General Meeting being held (a circular resolution).
- 31.2 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.
- 31.3 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.

- 31.4 A circular resolution is passed if 75% of the Members entitled to vote on the resolution sign or agree to the circular resolution, in the manner set out in clause 31.5 or clause 31.7.
- 31.5 Where the company has only one member, any resolution may be passed without a general meeting being held if that member (or, being a corporation, its duly authorised representative or attorney) records the resolution and signs the record.
- 31.6 Members may sign a circular resolution by signing:
- (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.
- 31.7 The Company may send a circular resolution by email to Members and Members may agree to the circular resolution by sending a reply email to that effect, including the text of the resolution in the Member's reply.

Voting at General Meetings

32. How many votes a Member has

At the General Meeting, each Member who is entitled to vote has:

- (a) on a show of hands, one vote, and
- (b) on a poll, one vote.

33. Challenge to Member's right to vote

- 33.1 Only a Member or the chairperson of a General Meeting may challenge a person's right to vote at a General Meeting, and they may only challenge, at that meeting.
- 33.2 If a challenge is made under clause 33.1, the chairperson of the General Meeting must decide whether or not the person may vote. The chairperson's decision is final.

34. Method of voting

34.1. Voting at the General Meeting must be decided on a poll if:

- (a) the notice of the meeting set out an intention to propose the resolution and stated the resolution, or
- (b) the company has given notice of the resolution under clause 29, or
- (c) a poll is demanded.

34.2 If a poll is not required or has not been demanded, voting may be conducted by:

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

34.3 Before a vote is taken, the chairperson of the General Meeting must state whether any proxy votes have been received and, if so, how the proxy votes will be cast.

35. Demand for a poll

35.1 A demand for a poll may be made by:

- (a) the chairperson of the General Meeting
- (b) at least five Members entitled to vote on the resolution, or

(c) at least 10% of Members Present having the right to vote at the meeting.

35.2 The poll may be demanded:

(a) before a vote is taken, or

(b) before the voting results on a show of hands are declared, or

(c) immediately after the voting results on a show of hands are declared.

36. Conduct of a poll

36.1 The demand for a poll may be withdrawn.

36.2 If a poll is duly demanded (and the demand not withdrawn), it must be taken in such manner and at such time as the chairperson of the General Meeting directs.

36.3 A poll demanded on the election of a chairperson of the General Meeting or on any question of adjournment must be taken at the General Meeting and without an adjournment.

36.4 The result of the poll is the resolution of the General Meeting at which the poll was demanded.

37. Declaring the result of a vote on show of hands

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

37.2 The chairperson of the General Meeting and the General Meeting minutes do not need to state the number or proportion of the votes recorded in favour or against on a show of hands.

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

38.1 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 5% of the votes that may be passed on the resolution on the vote in writing (worked out as at midnight before the vote in writing is demanded), or

(c) the chairperson.

38.2 A vote in writing must be taken when and how the chairperson of the General Meeting directs, unless clause 38.3 applies.

38.3 A vote in writing must be held immediately if it is demanded under clause 38.1:

(a) for the election of a chairperson of a General Meeting under clause 26.2, or

(b) to decide whether to adjourn the General Meeting.

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

39. Appointment of proxy

39.1 A Member may appoint a proxy to attend and vote at a General Meeting on the Member's behalf.

39.2 A proxy must be a current Member. If a desired proxy is not a Member, an application of special consideration may be made to the Directors no less than 2 weeks in advance of the General Meeting. The Directors will review and by majority vote, determine whether a non-Member proxy can attend and vote at the General Meeting, no less than 1 week before that meeting.

- 39.3 A proxy appointed to attend and vote on behalf of a Member has the same rights as the Member to:
- (a) speak at the General Meeting
 - (b) vote in writing under clause 34.2(b)(but only to the extent allowed by the appointment)
 - (c) join in the demand for a poll under clause 35.1, and
 - (d) join in to demand a vote in writing under clause 38.1.
- 39.4 A 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.
- 39.5 A proxy appointment may be standing (recurrent) for up to 3 General Meetings.
- 39.6 A proxy form must be received by electronic means or by post at the Company at the address stated in the notice under clause 21.6(d) or at the Company's registered address at least 5 working days before a meeting.
- 39.7 A proxy appointment form may be delivered in person, by post or by electronic means.
- 39.8 A proxy does not have the authority to speak and vote for a Member at a meeting while the Member is present at the meeting.
- 39.9 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) becomes mentally incapacitated
 - (c) revokes the proxy's appointment, or
 - (d) revokes the authority of a representative or agent who appointed the proxy.
- 39.10 A proxy appointment may specify the way the proxy must vote on a particular resolution.

40. Voting by proxy

- 40.1 A proxy is not entitled to vote on a show of hands under clause 34.2(a) (but this does not prevent a Member appointed as a proxy from voting as a Member on a show of hands).
- 40.2 When a vote in writing is held as contemplated by clause 34.2(b), a proxy:
- (a) does not need to vote, unless the proxy appointment specifies the way the proxy must vote
 - (b) if the way the proxy 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 appointment, may cast the votes held in different ways.

Directors

41. Number of Directors

- 41.1 The Company must have at least three and no more than nine Directors. Unless the Members of the Company determine otherwise by Special Resolution, the number of Directors will be 5.
- 41.2 At all times, at least two of the Directors must be ordinarily resident in Australia.
- 41.3 A Director must be a Member of the Company.

42. Election and appointment of Directors

- 42.1 The Initial Directors are the people who have agreed to act as Directors and who are named as proposed Directors in the application for registration of the Company.
- 42.2 Apart from the Initial Directors and Directors appointed under clause 42.5, the Members may elect a Director by a resolution passed in a General Meeting.
- 42.3 Each of the Directors must be appointed by a Separate Resolution, unless:
- the Members Present have first passed a resolution that the appointments may be voted on together, and
 - no votes were cast against that resolution.
- 42.4 A person is eligible for election as a Director of the Company if they:
- are a Member of the Company, or a representative of a Member of the Company (appointed under clause 24)
 - 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)
 - give the Company their signed consent to act as a Director of the Company, and
 - are not ineligible to be a Director under the Corporations Act or the ACNC Act.
- 42.5 The Directors may appoint a person as a Director to fill a casual vacancy or as an additional Director if that person:
- is a Member of the Company, or a representative of a Member of the Company (appointed under clause 24)
 - gives the Company their signed consent to act as a Director of the Company, and
 - is not ineligible to be a Director under the Corporations Act or the ACNC Act.
- 42.6 If the number of Directors is reduced to fewer than three or is less than the number required for a quorum, the continuing Directors may act for the purpose of increasing the number of Directors to three (or higher if required for a quorum) or calling a General Meeting, but for no other purpose.

43. Election of chairperson

- 43.1 The Directors must elect, by majority, a Director as the Company's Elected Chairperson.
- 43.2 The Elected Chairperson is to hold office for a one-year term, before another election is held by Directors for the Company's Elected Chairperson. The retiring Elected Chairperson can stand for re-election.

44. Term of office

- 44.1 At each Annual General Meeting following the Initial Annual General Meeting:
- (a) any Director appointed by the Directors to fill a casual vacancy or as an additional Director must retire, and
 - (b) at least one-third of the remaining Directors must retire.
- 44.2 The Directors who must retire at each Annual General Meeting under clause 44.1(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.
- 44.3 Other than a Director appointed under clause 39.5, a Director's term of office starts at the end of the Annual General Meeting at which the Director is elected and ends at the end of the Annual General Meeting at which the Director retires.
- 44.4 Each Director must retire at least once every three years. This clause applies to Initial Directors from the date of the first Annual General Meeting (that is, an Initial Director's initial term is four years).
- 44.5 A Director who retires under clause 44.1 may nominate for election or re-election, subject to clause 44.6.
- 44.6 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.

45. When a Director stops being a Director

A Director stops being a Director if the Director:

- (a) gives written notice of resignation as a Director to the Company
- (b) dies
- (c) becomes of unsound mind or mentally incapacitated
- (d) is removed as a Director by a resolution of the Members
- (e) stops being a Member of the Company
- (f) is a representative of a Member, and that Member stops being a Member
- (g) is a representative of a Member, and the Member notifies the Company that the representative is no longer a representative
- (h) is absent for 3 consecutive Directors' meetings without approval from the Directors, or
- (i) becomes ineligible to be a Director of the Company under the Corporations Act or the ACNC Act.

46. Alternate Directors

46.1 Subject to:

- (a) the Corporations Act, and
- (b) compliance with the conditions of any endorsement as a deductible gift recipient,

each Director may, with the approval of a majority of the other Directors, by writing under hand or by email, appoint any person to act as an alternate director in the Director's place during any period the Director thinks fit, for a maximum of four consecutive months and a maximum of six months of that Director's term. Any alternate director:

- (a) may be removed or suspended from office by written notice to the Company from the Director who appointed the alternate director (appointor)
 - (b) is entitled to receive notice of meetings of Directors, to attend meetings of Directors (if the appointor is not present) and to be counted towards a quorum at meetings of Directors
 - (c) is entitled to vote at meetings of Directors the alternate director attends on all resolutions on which the appointor could vote had the appointor attended and, where the alternate director is a Director in the alternate's own right, will have a separate vote on behalf of the Director who the alternate is representing in addition to the alternate director's own vote, and
 - (d) subject to the terms of the alternate director's appointment, may exercise any powers that the appointor may exercise in the alternate director's own right where the appointor is unavailable for any reason except the power to appoint an alternate director.
- 46.2 The action of an alternate director will be conclusive evidence as against third parties of the unavailability of the appointor.
- 46.3 The alternate director:
- (a) will automatically vacate office if the appointor is removed or otherwise ceases to hold office for any reason
 - (b) while acting as an alternate director is responsible to the Company for the alternate director's own acts and defaults and will not be deemed to be the agent of the appointor
 - (c) will not be taken into account in determining the number of Directors for the purposes of this constitution, and
 - (d) may act as an alternate director for more than one Director.

Powers of Directors

47. Powers of Directors

- 47.1 The Directors are responsible for managing and directing the activities of the Company to achieve the object(s) in clause 6.
- 47.2 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.
- 47.3 The Directors must decide on the responsible financial management of the Company including:
- (a) any suitable written delegations of power under clause 48, and
 - (b) how money will be managed, such as how electronic transfers, negotiable instruments or cheques must be authorised and signed or otherwise approved.
- 47.4 The Directors cannot remove a Director or auditor. Directors and auditors may only be removed by a Members' resolution at a General Meeting.

48. Delegation of Directors' powers

- 48.1 The Directors may, by power of attorney or otherwise, appoint any person to be the agent of the Company for such purposes and on such conditions as they determine.
- 48.2 The Directors may delegate to a committee, a Director, an employee of the Company (such as a chief executive officer) or any other person, as they consider appropriate:
- (a) any of their powers and functions, or
 - (b) the implementation of their resolutions and day to day management of the affairs of the Company.
- 48.3 The delegation and agency must be recorded in the Company's minute book.
- 48.4 The exercise of the power by the delegate or agent is as effective as if the Directors had exercised it.

49. Payments to Directors

- 49.1 The Company must not pay fees to a Director for acting as a Director.
- 49.2 The Company may:
- (a) pay a Director for work the Director does 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.
- 49.3 Any payment made under clause 49.2 must be approved by the Directors.
- 49.4 The Company may pay premiums for insurance indemnifying Directors, as allowed for by law (including the Corporations Act) and this constitution.

50. Execution of documents

- 50.1 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 Secretary.
- 50.2 A person may sign a document:
- (a) by signing a physical form of the document by hand, or
 - (b) by signing an electronic form of the document using electronic means.

Duties of Directors

51. Duties of Directors

The Directors must comply with their duties as Directors under legislation and common law (judge-made law), and while the Company is a Registered Charity, with the duties described in governance standard 5 of the regulations made under the ACNC Act which include:

- (a) to exercise their powers and discharge their duties with the degree of care and diligence that a reasonable person 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 purposes

- (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 52
- (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.

52. Conflicts of interest

- 52.1 A Director must disclose the nature and extent of any actual or perceived material conflict of interest in a matter that is being considered at a meeting of Directors (or that is proposed in a circular resolution), except provided under clause 52.2:
- (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.
- 52.2 A Director does not need to disclose an actual or perceived material conflict of interest to the other Directors under clause 52.1 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 69), or
 - (c) their interest relates to a payment by the Company under clause 69 (indemnity), or any contract relating to an indemnity that is allowed under the Corporations Act.
- 52.3 The disclosure of a conflict of interest by a Director must be recorded in the minutes of the meeting.
- 52.4 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 clause 52.5:
- (a) be present at the meeting while the matter is being discussed, or
 - (b) vote on the matter.
- 52.5 A Director may still be present and vote if:
- (a) the Australian Securities and Investments Commission (ASIC) makes an order allowing the Director to vote on the matter, or
 - (b) 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

53. When the Directors meet

The Directors will meet at least once each quarter, and may decide further details of how often, where and when they meet.

54. Calling Directors' meetings

- 54.1 A Director may call a Directors' meeting by giving reasonable notice to all of the other Directors. Meetings should be scheduled to accommodate availabilities of most Directors as effectively possible.
- 54.2 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.

55. Chairperson for Directors' meetings

- 55.1 The Elected Chairperson is entitled to chair Directors' meetings.
- 55.2 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.

56. Quorum at Directors' meetings

- 56.1 Unless the Directors determine otherwise, the quorum for a Directors' meeting is a majority (more than 50%) of Directors or 4 Directors (whichever is the higher number).
- 56.2 Subject to clauses 42.6 and 52.4, a quorum must be present for the whole Directors' meeting.

57. Using technology to hold Directors' meetings

- 57.1 The Directors may hold their meetings by using any technology (such as video or teleconferencing) that is agreed to by all of the Directors.
- 57.2 The Directors' agreement to the use of technology may be an ongoing one.
- 57.3 A Director may only withdraw their consent within a reasonable period before the meeting.

58. 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.

59. Circular resolutions of Directors

- 59.1 The Directors may pass a circular resolution without a Directors' meeting being held.
- 59.2 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 59.3 or clause 59.4.
- 59.3 Each Director may sign a circular resolution by signing:
 - (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.
- 59.4 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.
- 59.5 A circular resolution is passed when the last Director signs or otherwise agrees to the resolution in the manner set out in clause 59.3 or clause 59.4.

Secretary

60. Appointment and role of Secretary

- 60.1 The Company must have at least one Secretary, who may also be a Director. At least one Secretary must ordinarily reside in Australia.
- 60.2 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.
- 60.3 The Directors must decide the terms and conditions under which the Secretary is appointed, including any remuneration.
- 60.4 The role of the Secretary includes:
 - (a) maintaining the Company's register of members, and
 - (b) maintaining the minutes and other records of General Meetings (including notices of meetings), Directors' meetings and circular resolutions.

Minutes and records

61. Minutes and records

- 61.1 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 the notice of each General Meeting, and
 - (d) a copy of any Members' resolution or any Member's statement distributed to members under clause 30.
- 61.2 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.
- 61.3 The Company must allow Members to inspect the Company's records by, following a Member's request for documentation, in no more than 10 business days:
 - (a) giving a Member access to the records set out in clause 61.1, and
 - (b) the Directors, in their sole discretion, authorising a Member to inspect other records of the Company, including records referred to in clause 61.1 and clause 62.1.
- 61.4 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.

- 61.5 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.

62. Financial and related records

- 62.1 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.
- 62.2 The Company must also keep written records that correctly record its operations.
- 62.3 The Company must retain its records for at least 7 years.
- 62.4 The Directors must take reasonable steps to ensure that the Company's records are kept safe.

By-laws

63. By-laws

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

Notice

64. What is notice

- 64.1 Anything written to or from the Company under any clause in this constitution is written notice and is subject to clauses 64 to 67, unless specified otherwise.
- 64.2 Clauses 64 to 67 do not apply to a notice of proxy under clause 39.6.

65. 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.

66. Notice to Members

- 66.1 Written notice or any communication under this constitution may be given to a Member:
- (a) in person
 - (b) sending it to the email or other electronic address nominated by the Member as an alternative address for service of notices (if any)
 - (c) 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).

66.2 If the Company does not have an address for the Member, the Company is not required to give notice in person.

67. When notice is taken to be given

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 66.1(c) is taken to be given on the business day after the notification that the notice is available is sent.

Financial year

68. 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

69. Indemnity

- 69.1 The Company must indemnify 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.
- 69.2 In this clause, 'officer' means a Director or Secretary and such other persons as the Directors consider appropriate to benefit under this clause, and includes a Director, Secretary or such other person after they have ceased to hold the relevant office or position.
- 69.3 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).
- 69.4 The indemnity is a continuing obligation and is enforceable by an officer even though that person is no longer an officer of the Company.

70. 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.

71. Directors' access to documents

- 71.1 A Director has a right of access to the financial records of the Company at all reasonable times.

- 71.2 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.

Winding up

72. Surplus Assets not to be distributed to Members

Subject to the Corporations Act and any other applicable Act, and any court order, 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 73.1.

73. Distribution of Surplus Assets

- 73.1 Subject always to clause 73.3, 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.
- 73.2 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.
- 73.3 Where the Company has been endorsed as a deductible gift recipient under Subdivision 30-BA of the Tax Act and the Company is wound up or the Company's endorsement as a deductible gift recipient is revoked (whichever occurs first), any surplus:
- (a) gifts or money or property for the principal purpose of the Company;
 - (b) Contributions made in relation to a Fundraising Event held for the principal purpose of the Company; and
 - (c) money received by the Company because of such gifts and Contributions, must be transferred to one or more entities:
 - (d) with charitable purpose(s) similar to, or inclusive of, the purpose(s) in clause 6,
 - (e) which also prohibit the distribution of any Surplus Assets to its members to at least the same extent as the Company, and
 - (f) that are endorsed as a deductible gift recipient under Subdivision 30-BA of the Tax Act.

Definitions and interpretation

74. Definitions

In this constitution, unless the context otherwise requires:

"\$" means Australian dollars

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

"Charities Act" means the *Charities Act 2013* (Cth)

"Company" means the company referred to in clause 1

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

"Contributions" has the same meaning as described in item 7 or 8 of the table in section 30-15 of the Tax Act

"Elected Chairperson" means a person elected by the Directors to be the Company's chairperson under clause 43

"Fundraising Event" has the same meaning as described in section 995-1 of the Tax Act

"General Meeting" means a meeting of Members and includes the Annual General Meeting, under clause 20.1

"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 21.6(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

"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, and

"Tax Act" means the *Income Tax Assessment Act 1997* (Cth).

75. 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
- (b) the singular includes the plural and vice versa
- (c) a gender includes every gender, and
- (d) 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).