

TPI

**CONSTITUTION
OF
Totally and Permanently
Incapacitated Veterans'
Association of New South Wales
Limited trading as "TPI
VETERANS NSW"**

Australian Company Number (ACN) 002 296 988

Australian Business Number (ABN) 90 002 296 988

A company limited by guarantee

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Preliminary

1. NAME OF THE COMPANY

- (a) The name of the company is Totally and Permanently Incapacitated Veterans' Association of New South Wales Limited (the **company**).
- (b) The **company** trades under the name "TPI Veterans NSW".

2. TYPE OF COMPANY

The **company** is a not-for-profit public **company** limited by guarantee which is established to operate, 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

- 4.1 Each full member and associate member must contribute an amount not more than \$5.00 (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 74 and 76.

Charitable purposes and powers

6. PURPOSE AND OBJECT

6.1 Charitable Purpose

The company is established to be a charity whose purpose is primarily to advance the social welfare of TPIs.

6.2 Objectives

- (a) Provide advocacy services to advance the interests of TPIs.
- (b) Provide representation at commemorative events where appropriate.
- (c) Provide support to approved dependants or to relatives of TPIs who are students, trainees, apprentices and the like, including (without limitation)

scholarships, bursaries and/or financial support at the discretion of the board.

- (d) Where practicable, provide social activities and opportunities for camaraderie for TPIs to prevent social isolation and promote good mental health.
- (e) Manage assets, financial and real, held by the **company** as deemed appropriate by the board to accommodate TPIs.
- (f) Providing support and assistance in relation to funerals of deceased members.
- (g) Communicate with TPIs on a regular basis to advise of matters of interest to the **company**, members, and dependents.
- (h) Engage in any activity that may advance the interests of TPIs.
- (i) Such other objectives as the board considers appropriate from time to time.

7. POWERS

- 7.1 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 income and assets of the **company** must be applied solely to carry out its purpose(s) set out in clause 6.
- 8.2 The **company** must not distribute any income or assets directly or indirectly to its members, except as provided in clauses 8.3 and 73.
- 8.3 Clause 8.2 does not stop the company from doing the following things, provided they are done in good faith:
- (a) 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
 - (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 9.2, the full members may amend this Constitution by passing a **special resolution**. Any amendment to this Constitution will take effect from the date of the **special resolution**, or from any later date specified in the resolution.

- 9.2 The full members must not pass a special resolution that amends this Constitution if passing it causes the **company** to no longer be a charity. If the full members pass a **special resolution** to amend the Constitution in a way that means the **company** would no longer be a charity, then the special resolution will not take effect.
- 9.3 The company must notify the ACNC of any amendments to this Constitution.

Members

10. MEMBERSHIP AND REGISTER OF MEMBERS

- 10.1 The members of the company may include:
- (a) **initial members;**
 - (b) **full members;**
 - (c) **associate members;**
 - (d) **approved dependants;** and
 - (e) any other person that the directors allow to be a member, in accordance with this Constitution,
- and have not since stopped being a member.
- 10.2 The **company** must establish and maintain two separate registers of members, one for **full members** and one for **associate members**. Each register of members (full members and associate members) must be kept by the secretary and must contain:
- (a) for each current full member and associate member, their:
 - (1) name, including the name of any representative of an incorporated member
 - (2) an email address or postal address nominated by the member for receiving notices,
 - (3) any alternative email or postal address nominated by the member for the service of notices, and
 - (4) the date the member was entered on to the register,
 - (b) for each person who stopped being either a full member or an associate member in the last 7 years, their:
 - (1) name, including the name of any representative of an incorporated member
 - (2) an email address or postal address nominated by the member for receiving notices,
 - (3) any alternative address nominated by the member for the service of notices, and

(4) dates the membership started and ended.

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

10.4 Information that is accessed from the applicable register of members must only be used in a manner relevant to the interests or rights of full members or associate members (as the case may be).

11. MEMBERS

11.1 Eligibility to become a full member

(a) A person who:

(1) has been granted a Veteran Gold Card by the Department of Veterans' Affairs (DVA) due to **permanent medical impairment**, and

(2) is at least 18 years old and supports the objectives of the company set out in **clause 6**,

is eligible to apply to become a **full member** of the **company** pursuant to **clause 12**.

11.2 Full members' rights

(a) A **full member** is entitled to:

(1) attend and vote at **general meetings**,

(2) become a tenant of a property owned by the **company**,

(3) inspect the members' register,

(4) inspect the **company's** records,

(5) together with other **full members**, request the directors to call a **general meeting** in accordance with **clause 20**,

(6) together with other **full members**, put forward resolutions at **general meetings** in accordance with **clause 29**, and

(7) may nominate for and serve **the board** as a director.

11.3 Eligibility to become an associate member:

(a) A person who is:

(1) at least 18 years old, and

(2) a de facto partner, spouse or child of a **full member** of the **company** or current members of likeminded organisations, and

(3) is approved by the **board** in its absolute discretion whether the person,

is eligible to apply to become an **associate member** of the **company** pursuant to clause 12.

11.4 **Associate members' rights**

An **associate member** may attend and vote at **general meetings** in accordance with clause 12.3.

11.5 **Members' responsibilities**

All members must:

- (a) comply with the **company's** constitution, as amended from time to time,
- (b) notify the **company** if they change their name or address for notices,
- (c) treat other members, staff, volunteers, and directors with respect, and
- (d) pay the applicable membership fees in accordance with **clause 14**.

11.6 For the avoidance of doubt, any eligibility of a person to be a **full member** or an **associate member** is not affected by them being employed or their ability to have or maintain any form of employment.

11.7 **Transfer of membership**

Members must not transfer their membership or their rights as members to another individual or entity, unless otherwise specified under this Constitution.

11.8 In this clause, '**person**' means an individual.

12. APPLICATION FOR MEMBERSHIP

12.1 A person (as defined in clause 11.8) may apply to become either a **full member** or an **associate member**, by completing the applicable membership application form of the **company** and forwarding it to the secretary.

12.2 By completing this form, they confirm that they:

- (a) want to become a **full member** or an **associate member** (as the case may be);
- (b) support the objects of the **company**,
- (c) have supplied accurate information, including a certified copy of their DVA Veteran gold card or such other reasonable documents required by the **company** pursuant to the terms of the membership application form,
- (d) agree to comply with the company's Constitution as amended from time to time, including paying the guarantee under clause 4 if required, and
- (e) meet the requirements of clause 11 as may be amended from time to time by the **board** at its absolute discretion.

- 12.3 An **associate member** (if approved by the Board pursuant to clause 13):
- (a) may attend general meetings, special general meetings and annual general meetings and may raise matters in general business and/or speak to all matters raised at such meetings;
 - (b) has the right to vote on matters of general business but does not have the right to vote (including by way of proxy) on any other matters or resolutions whatsoever, including (without limitation) matters affecting the constitution, election of board members and matters at special general meetings, unless expressly stated otherwise by **the board**;
 - (c) attending any meeting set-out in sub-clause (a) will contribute towards the establishment of a quorum;
 - (d) will be issued with a membership card similar to the membership card issued to a full member but will be a distinctively different colour and marked with the words "associate member."
- 12.4 Any person applying to become either a **full member** or an **associate member** acknowledges and agrees that their application and membership is subject to the terms of this Constitution and the by-laws, as amended from time to time.

13. DIRECTORS DECIDE WHETHER TO APPROVE MEMBERSHIP

- 13.1 The directors must consider an application for membership within a reasonable time after the secretary receives the application and decide whether to accept or refuse the application.
- 13.2 The **company** must provide notice to the applicant about the decision to accept or refuse the application but are not required to provide reasons.
- 13.3 If the application is accepted, the secretary must as soon as possible:
- (a) enter the new full member on the register of full members or enter the new associate member on the register of associate members (noting that associate members will be issued a number in this register with the pre-fix NAM), and
 - (b) write to the applicant to tell them that their application was approved, and the date that their full or associate membership started (see clause 14).
- 13.4 For the avoidance of doubt, the directors may approve an application even if the application does not state the matters listed in clause 12.2. In that case, by applying to be a member, the applicant agrees to subsequently comply with those five matters.

14. MEMBERSHIP FEES

14.1 Directors may set fees

- (a) The directors may decide to set or change a joining fee, annual membership fee, or both, and the due date for payment.

- (b) The company must give members at least one month's notice of any new fees or changes to fees.

14.2 Failure to pay fees

- (a) If a member fails to pay the fees within two (2) months of them becoming due, the company must notify that member and provide one (1) month to rectify the default. If the member fails to rectify the default, then the member stops being a member.
- (b) A member that has not paid the required membership fee may not exercise any of the rights associated with their membership, including the right to exercise any vote they may have at a meeting of members.

15. WHEN A PERSON BECOMES A MEMBER

15.1 Other than initial members, an applicant will become a member on the later of the following events:

- (a) being duly approved to become a member by the board in accordance with clause 13;
- (b) when any application fees of the company (annual or otherwise) payable by members, have been paid, as determined from time to time by the directors at their absolute discretion;
- (c) when their name is entered on the applicable register of members.

16. WHEN A PERSON STOPS BEING A MEMBER

16.1 A person immediately stops being a member if they:

- (a) die
- (b) resign, by writing to the secretary
- (c) default on payment of the membership fees in accordance with clause 14
- (d) become bankrupt
- (e) are expelled under clause 17, or
- (f) have not responded within three (3) months to a written request from the secretary that they confirm in writing that they want to remain a member.

Dispute resolution and disciplinary procedures

17. DISPUTE RESOLUTION

17.1 Application

- (a) This procedure applies to disputes under this Constitution between a member or director and:

- (1) one or more members,
 - (2) one or more directors, or
 - (3) the **company** itself.
- (b) A member must not start a dispute resolution procedure in relation to a matter which is the subject of a disciplinary procedure under clause 18, until that disciplinary procedure is completed.

17.2 Notice of dispute resolution

Those involved in the dispute must try to resolve it between themselves either within 14 days of becoming aware of it, or within a timeframe agreed on by those involved. If the dispute cannot be resolved within 14 days or within a timeframe agreed on by those involved, they must:

- (a) inform the **company's** directors in writing,
- (b) agree or request that a mediator be appointed, and
- (c) attempt in good faith to settle the dispute through mediation.

17.3 Choosing a mediator

If those involved in the dispute cannot agree on the choice of mediator, then

- (a) for disputes between members, the directors will choose the mediator, or
- (b) for other disputes, the president of the law institute or society in the state or territory in which the **company** has its registered office will choose the mediator.

17.4 Conditions of choosing a mediator

A mediator chosen by a director:

- (a) must not have a personal interest in the dispute, and
- (b) must be unbiased.

17.5 During mediation

When conducting the mediation, the mediator must:

- (a) allow those involved a reasonable chance to be heard,
- (b) allow those involved a reasonable chance to review any written statements,
- (c) ensure the mediation is conducted in a manner free from bias, and
- (d) not make a decision on the dispute.

17.6 **Obligations of each party**

- (a) Each party must:
 - (1) do their best to resolve the dispute at the mediation conference, and
 - (2) bear the costs of mediation as agreed between the parties.
- (b) The terms of any agreement reached between the parties must be provided to the **company**.

18. **DISCIPLINARY PROCEDURES**

18.1 **Directors may discipline members**

In accordance with this clause, the directors may resolve at their absolute discretion to warn, suspend or expel a member from the **company** if the directors consider that:

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

18.2 **Notification of action**

At least 14 days before the directors' meeting at which a resolution under clause 18.1 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) the acts or omissions of the member
- (d) the nature of the resolution that has been proposed, and
- (e) that the member may provide an explanation to the directors, and details of how to do so.

18.3 **Members must be given opportunity to explain or defence themselves**

Before the directors pass any resolution under clause 18.1, the member must be given a reasonable opportunity to explain or defend themselves by:

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

18.4 Directors' rights – disciplining members

After considering any explanation under clause 18.3, the directors may, at their absolute 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 and revoke their membership entirely,
- (e) refer the decision to an unbiased, independent person on conditions that the directors consider appropriate (however, this independent person can only make a decision that the directors themselves could have made under this clause), or
- (f) require the matter to be determined at a **general meeting**.

18.5 Other

- (a) The directors cannot fine a member. Albeit if a member owes any fees, those fees will continue to remain due and payable in accordance with this Constitution.
- (b) The secretary must give written notice to the member of the decision under as soon as possible.
- (c) Disciplinary procedures must be completed as soon as reasonably practical (where required).
- (d) To the fullest extent permitted by law, there will be no liability, and the members release the board and the company from any liability in respect of 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

19. GENERAL MEETINGS CALLED BY DIRECTORS

- 19.1 The directors will endeavour to, but are not obliged to, call a general meeting on the fourth Tuesday of each nominated month, in accordance with by-law 3. The directors will inform each member that he or she is entitled to attend and vote at the meeting, published in the Salute magazine published by the company with the date, time and venue that each meeting will be held, ensuring at least 21 days' notice. For clarity, associate members may attend such meetings but are not entitled to vote other than on matters of general business in accordance with clause 12.3.

- 19.2 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.
- 19.3 The percentage of votes that members have (in clause 19.2) is to be worked out as at midnight before the members request the meeting.
- 19.4 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**.
- 19.5 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. All copies taken together will constitute one and the same instrument and the date of the relevant document will be the date on which it is executed by the last party.

20. GENERAL MEETINGS CALLED BY MEMBERS

- 20.1 If the directors do not call the meeting within 21 days of being requested or otherwise in accordance with clause 19.2, 50% or more of the members who made the request may call and arrange to hold a general meeting.
- 20.2 To call and hold a meeting under clause 20.1 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** 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**.
- 20.3 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.

21. ANNUAL GENERAL MEETING

- 21.1 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, usually in October.

- 21.2 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 if required declare the poll of a director's election, and
 - (e) the appointment and payment of auditors, if any.
- 21.3 Before or at the annual general meeting, the directors must give information to the full members on the **company's** activities and finances during the period since the last annual general meeting. For clarity, the associate members will only have access to the **company's** activities and finances that are tabled or intended to be tabled at the annual general meeting.
- 21.4 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.

22. NOTICE OF GENERAL MEETINGS

- 22.1 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).
- 22.2 Notice of a general meeting must be provided in writing at least 21 days before the meeting.
- 22.3 Subject to clause 22.4, notice of a meeting may be provided less than 21 days before the meeting if:
- (a) for an annual **general meeting**, all the full members entitled to attend and vote at the annual **general meeting** agree beforehand, or
 - (b) for any other **general meeting**, full members with at least 95% of the votes that may be cast at the meeting agree beforehand.
- 22.4 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.

22.5 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, hybrid or virtually, the **virtual meeting platform** 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 (excluding associate members) have the right to appoint proxies and that, if a member (excluding an associate member) appoints a proxy:
 - (1) the proxy must be a full member of the **company**
 - (2) 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
 - (3) the proxy form must be delivered to the **company** at least 48 hours before the meeting.

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

22.7 The company may, but is not required to, inform associate members of a special general meeting.

22.8 A meeting or notice of meeting is not invalidated only because of the accidental omission to give notice of the meeting or the non-receipt by any person of notice of the meeting.

23. QUORUM AT GENERAL MEETINGS

23.1 For a **general meeting** to be held, at least 25 full members (a quorum) must be present (in person, by proxy or by representative) for the whole meeting. When determining whether a quorum is present, a person may only be counted once (even if that person is a representative or proxy of more than one full member).

23.2 No business may be conducted at a **general meeting** if a quorum is not present in accordance with clause 23.1.

23.3 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.

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

24. AUDITOR'S RIGHT TO ATTEND MEETINGS

- 24.1 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.
- 24.2 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.

25. USING TECHNOLOGY TO HOLD MEETINGS

- 25.1 The **company** may hold a hybrid or virtual-only general meeting using an appropriate **virtual meeting platform**.
- 25.2 If the **general meeting** is held using only a **virtual meeting platform**, then the meeting location and time is taken to be the location and time of the **company's** registered office.
- 25.3 If the **general meeting** is held at more than one physical venue (whether or not it is also held using a **virtual meeting platform**), then:
- (a) the meeting location is taken to be the main physical venue of the meeting, as set out in the notice of the meeting, and
 - (b) the meeting time is taken to be the time at the main physical venue of the meeting, as set out in the notice of the meeting.
- 25.4 Anyone using this 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 full 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.

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 the auditor (if any)).
- 27.2 The chairperson does not have a casting vote.

28. ADJOURNMENT OF MEETINGS

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

Members' resolutions and statements

29. FULL MEMBERS' RESOLUTIONS AND STATEMENTS

- 29.1 Full 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** (full members' resolution), and/or
 - (b) a written request to the **company** that the **company** give all of its full 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 full members' resolution must set out the wording of the proposed resolution and be signed by the full 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 full members making the request.
- 29.4 Separate copies of a document setting out the notice or request may be signed by full members if the wording is the same in each copy. All copies taken together will constitute one and the same instrument and the date of the relevant document will be the date on which it is executed by the last party.
- 29.5 The percentage of votes that full members have (as described in clause 29.1) is to be worked out as at midnight before the request or notice is given to the company.
- 29.6 If the **company** has been given notice of a full members' resolution under clause 29.1(a), the resolution must be considered at the next general meeting held more than two months after the notice is given.
- 29.7 This clause does not limit any other right that a full 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 a notice or request under clause 29.1:
- (a) in time to send the notice of proposed full members' resolution or a copy of the full 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 full 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 full members notice of the proposed members' resolution or a copy of the members' statement. However, at a **general meeting**, the full 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:

- (a) it is more than 1,000 words long,
- (b) the directors consider it may be defamatory,
- (c) the full 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 full members.

31. CIRCULAR RESOLUTIONS OF MEMBERS

31.1 Subject to clause 31.3, the directors may put a resolution to the full 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 full 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 all the full 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 31.6, as the case may be.

31.5 Full members may sign:

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

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

Voting at general meetings

32. HOW MANY VOTES A FULL MEMBER HAS

Each full member has one vote.

33. CHALLENGE TO MEMBER'S RIGHT TO VOTE

- 33.1 A full member or the chairperson may only challenge a person's right to vote at a **general meeting**.
- 33.2 If a challenge is made under clause 33.1, the chairperson must decide whether or not the person may vote. The chairperson's decision is final.
- 33.3 For clarity, an associate member is not entitled to vote at a special general meeting or by way of circular resolution.

34. HOW VOTING IS CARRIED OUT

- 34.1 Voting must be conducted and decided by:
- (a) a show of hands,
 - (b) a vote in writing, or
 - (c) another method chosen by the chairperson that is fair and reasonable in the circumstances.
- 34.2 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.
- 34.3 On a show of hands, the chairperson's decision is conclusive evidence of the result of the vote.
- 34.4 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.

35. WHEN AND HOW A VOTE IN WRITING MUST BE HELD

- 35.1 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 **full members present**,
 - (b) **full 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 the midnight before the vote in writing is demanded), or
 - (c) the chairperson.

- 35.2 A vote in writing must be taken when and how the chairperson directs, unless clause 35.2 applies.
- 35.3 A vote in writing must be held immediately if it is demanded under clause 35.1:
- (a) for the election of a chairperson under clause 26.2, or
 - (b) to decide whether to adjourn the meeting.
- 35.4 A demand for a vote in writing may be withdrawn.

36. APPOINTMENT OF PROXY

- 36.1 A full member may appoint a proxy to attend and vote at a **general meeting** on their behalf.
- 36.2 A proxy must be a full member.
- 36.3 A proxy appointed to attend and vote for a full member has the same rights as the full member to:
- (a) speak at the meeting,
 - (b) vote in a vote in writing (but only to the extent allowed by the appointment), and
 - (c) join in to demand a vote in writing under clause 35.1.
- 36.4 An appointment of proxy (proxy form) must be signed by the full member appointing the proxy and must contain:
- (a) the full 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.
- 36.5 A proxy appointment may be standing (ongoing).
- 36.6 Proxy forms must be received by the **company** at the address stated in the notice under clause 22.5(d) or at the **company's** registered address at least 48 hours before a meeting.
- 36.7 A proxy does not have the authority to speak and vote for a member at a meeting while the member is at the meeting.
- 36.8 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 full 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.
- 36.9 A proxy appointment may specify the way the proxy must vote on a particular resolution.

37. VOTING BY PROXY

- 37.1 A proxy is not entitled to vote on a show of hands (but this does not prevent a full member appointed as a proxy from voting as a full member on a show of hands).
- 37.2 When a vote in writing is held, a proxy:
- (a) does not need to vote, unless the proxy appointment specifies the way they must vote,
 - (b) if the way they must vote is specified on the proxy form, must vote that way, and
 - (c) as the proxy is also a full member or holds more than one proxy, may cast the votes held in different ways.

Directors

38. NUMBER OF DIRECTORS

The **company** must have at least three (3) but no more than nine (9) directors.

39. ELECTION AND APPOINTMENT OF DIRECTORS

- 39.1 The initial directors are the people who have agreed to act as directors and who are named as directors at the time this Constitution is adopted by the **company**.
- 39.2 The election of directors will be conducted by an independent entity appointed by the board to conduct the election by full members in accordance with by-law 1, on a first past the post system.
- 39.3 A person is eligible for election as a director of the **company** if they:
- (a) are a full member of the company or a qualified person,
 - (b) are 18 years of age or older,
 - (c) have a director identification number,
 - (d) are nominated by two full members in writing,
 - (e) give the **company** their signed consent to act as a director of the **company**, and

- (f) are not ineligible to be a director under the **Corporations Act** or the ACNC Act.
- 39.4 The directors may appoint a person as a director to fill a casual vacancy or as an additional director, if that person meets the eligibility requirements set out in clause 39.339.3.
- 39.5 A director appointed to fill a casual vacancy must have his or her appointment confirmed at the next **general meeting**. Such director must retire at the next Election Year, but may nominate for re-election, subject to clause 39.3.
- 39.6 If the number of directors is reduced to fewer than three (3) 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 (3) (or higher if required for a quorum) or calling a general meeting, but for no other purpose.
- 39.7 All directors must apply for a director identification number (DIN) in accordance with the Corporations Act and must promptly provide their respective DIN to the company. Without a valid DIN, an individual cannot be appointed or elected as a director of the company.
- 39.8 Notwithstanding anything to the contrary set out in this constitution, an associate member is not eligible to nominate themselves, and may not be nominated by another person, to stand for the board as a director albeit an associate member may be entitled to join the board in an observational capacity only as a qualified person.

40. ELECTION OF CHAIRPERSON (PRESIDENT) AND VICE-PRESIDENTS

- 40.1 The directors will hold a meeting, immediately after each annual general meeting, where they must elect:
- (a) a director as the **chairperson** of the **board (President)**; and
 - (b) two (2) directors as the vice chairpersons of the **board (Co Vice-Presidents)**.
- 40.2 This election will be conducted in accordance with by-law 2.
- 40.3 The **President** can only serve for six (6) years either continuously or collectively. After this period, they are deemed to have resigned from the **board** but they are eligible to stand for election as a director by a special resolution.
- 40.4 The **chairperson's** responsibilities include:
- (a) managing board meetings, including setting the agenda,
 - (b) ensuring directors receive accurate, timely, and clear information,
 - (c) ensuring effective communication with members, and
 - (d) managing disputes to ensure the **company** is run effectively.

41. TERM OF OFFICE

41.1 Subject to clause 39.2:

(a) the election will be held on a rotation basis every two (2) years (**Election Year**) so that each **Election Year**:

(1) in the event of an even number of directors, the position of at least one-half (1/2) of the **board** falls vacant (*for example, if there are 8 directors, then the position of at least 4 directors falls vacant*); or

(2) in the event of an odd number of directors, the position of at least the majority of the **board** falls vacant (*for example, if there are 9 directors, then the position of at least 5 directors falls vacant*),

which at all times is based on the duration of their respective directorship, that is, the position of the longest serving director falls vacant first, in addition to that of any director appointed to fill a casual vacancy.

(b) the **secretary** will prepare a list of vacancies of the directors, which will comprise of any retiring directors, any directors appointed by the **board** to fill casual vacancies since the last **Election Year** and others to achieve the vacancies in accordance with clause 39.1.

41.2 Notwithstanding anything to the contrary, the secretary will conduct a draw to determine the vacancies of the initial directors in the first **Election Year** after the adoption of this Constitution.

41.3 A director who has held office for a collective or continuous period of nine (9) years or more may only be re-appointed or re-elected by a special resolution.

42. WHEN A DIRECTOR STOPS BEING A DIRECTOR

42.1 A director stops being a director if they:

(a) die,

(b) give written notice of resignation as a director to the **company**,

(c) die or suffers mental incapacity or becomes bankrupt,

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

(e) stop being a full member of the **company**,

(f) are absent for 3 consecutive directors' meetings without approval from the directors, or

(g) become ineligible to be or disqualified from being a director under the **Corporations Act** or the **ACNC Act**.

43. APPOINTMENT AND REMOVAL OF AN AUDITOR

Full members may:

- (a) appoint an auditor by passing a resolution at a **general meeting**; and
- (b) remove an auditor by passing a resolution at a **general meeting**.

Powers of directors

44. POWERS OF DIRECTORS

- 44.1 The directors are responsible for managing and directing the activities of the **company** to achieve the purpose(s) set out in clause 6.
- 44.2 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.
- 44.3 The directors must decide on the responsible financial management of the company including:
 - (a) any suitable written delegations of power under clause 45, and
 - (b) how money will be managed, such as how electronic transfers, negotiable instruments or cheques must be authorised and signed or otherwise approved.
- 44.4 The directors cannot remove a director or auditor. Directors and auditors may only be removed by full members' resolution at a **general meeting**.

45. DELEGATION OF DIRECTORS' POWERS

- 45.1 The directors may delegate any of their powers and functions to a committee, another director, an employee of the **company** (such as a chief executive officer) or any other person, as they consider appropriate but in accordance with this Constitution.
- 45.2 The delegation must be recorded in the **company's** minute book.

46. PAYMENTS TO DIRECTORS

- 46.1 The **company** must not pay fees to a director for acting as a director.
- 46.2 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**.

46.3 Any payment made under clause 46.2 must be approved by the directors.

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

47. EXECUTION OF DOCUMENTS

47.1 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.

48. VALIDITY

48.1 An act carried out by a director, or by a meeting of directors, or by a committee attended by a director, is not invalid just because:

- (a) of a defect in the appointment of the director,
- (b) the individual is disqualified from being a director or has vacated office, or
- (c) the individual is not entitled to vote,

if that circumstance was not known by the individual or the directors or committee, when the act was carried out.

Duties of directors

49. GOVERNANCE STANDARDS

The **company** must ensure that it complies with the ACNC Governance Standards and, if applicable, ACNC External Conduct Standards.

50. DUTIES OF DIRECTORS

50.1 The directors must comply with their duties as directors, without limitation, under legislation and common law (judge-made law), and with the duties described in Governance Standard 5 of the regulations made under the ACNC Act which are:

- (a) to exercise their powers and discharge their duties with the degree of care and diligence that a reasonable individual would exercise if they were a director of the **company**,
- (b) to act in good faith in the best interests of the **company** and to further the charitable purpose(s) of the **company** set out in clause 6,
- (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 51,
- (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.

51. CONFLICTS OF INTEREST

- 51.1 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.
- 51.2 The disclosure of a conflict of interest by a director must be recorded in the minutes of the meeting.
- 51.3 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 clause 51.4:
- (a) be present at the meeting while the matter is being discussed, or
 - (b) vote on the matter.
- 51.4 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 69)
 - (c) their interest relates to a payment by the **company** under clause 68 (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:
 - (1) 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
 - (2) says that those directors are satisfied that the interest should not stop the director from voting or being present.

Directors' meetings

52. WHEN THE DIRECTORS MEET

The directors will hold a monthly directors' meeting (board meeting). In the relevant month this meeting will be held on the same day as, and prior to, any General Meeting.

53. CALLING DIRECTORS' MEETINGS

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

53.2 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.

54. CHAIRPERSON FOR DIRECTORS' MEETINGS

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

54.2 The directors at a directors' meeting may choose another director to chair 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.

55. QUORUM AT DIRECTORS' MEETINGS

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

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

56. USING TECHNOLOGY TO HOLD DIRECTORS' MEETINGS

56.1 The directors may hold their meetings (including hybrid meetings) by using any **virtual meeting platform** that is agreed to by all of the directors.

56.2 The directors' agreement under clause 56.1 may be a standing (ongoing) one.

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

57. 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.

58. CIRCULAR RESOLUTIONS OF DIRECTORS

- 58.1 The directors may pass a circular resolution without a directors' meeting being held.
- 58.2 A circular resolution is passed if all the directors entitled to vote on the resolution sign (electronically or in wet-ink) or otherwise agree to the resolution in the manner set out in clause 58.3 or clause 58.4.
- 58.3 Each director may sign (electronically or in wet-ink):
- (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.
- 58.4 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.
- 58.5 A circular resolution is passed when the last director signs or otherwise agrees to the resolution in the manner set out in clause 58.3 or clause 58.4.

Secretary

59. APPOINTMENT, REMOVAL AND ROLE OF SECRETARY

- 59.1 The **company** must have at least one (1) secretary, who may also be a director.
- 59.2 A secretary:
- (a) must be at least 18 years old,
 - (b) appointed by the directors (after giving the **company** their signed consent to act as secretary of the **company**), and
 - (c) may be removed by the directors at their absolute discretion.
- 59.3 The directors must decide the terms and conditions under which the secretary is appointed, including any remuneration.
- 59.4 The role of the secretary includes:
- (a) maintaining a register of the **company's** members,
 - (b) maintaining the minutes and other records of **general meetings** (including notices of meetings), directors' meetings and circular resolutions, and
 - (c) notifying the ACNC of applicable changes, such as the resignation or appointment of a director, change of address, or change to this Constitution.

- 59.5 The secretary stops being a secretary if they:
- (a) resign in writing to the **company**,
 - (b) are removed by resolution of the directors,
 - (c) are disqualified from managing corporations under the **Corporations Act** or the **ACNC Act**, or
 - (d) die.

Minutes and records

60. MINUTES AND RECORDS

- 60.1 The **company** must, within one month of any meetings and/or circular resolutions, make and keep the following records:
- (a) minutes of proceedings and resolutions of **general meetings**,
 - (b) minutes of circular resolutions of full members,
 - (c) a copy of a notice of each **general meeting**, and
 - (d) a copy of a members' statement distributed to members under clause 30.1.
- 60.2 The **company** must, within one month of any meetings and/or circular resolutions, 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.
- 60.3 To allow full members to inspect the **company's** records:
- (a) the **company** must give a full member access to the records set out in clause 60.1, and
 - (b) the directors may authorise a full member to inspect other records of the **company**, including records referred to in clause 60.2 and clause 61.1.
- 60.4 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.
- 60.5 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 and, in any event, no later than 30 days thereafter.

61. FINANCIAL AND RELATED RECORDS

- 61.1 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.
- 61.2 The **company** must also keep written records that correctly record its operations.
- 61.3 The **company** must retain its records for at least 7 years.
- 61.4 The directors must take reasonable steps to ensure that the **company's** records are kept safe.

By-laws

62. BY-LAWS

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

Notice

63. WHAT IS NOTICE

- 63.1 Anything written to or from the **company** under any clause in this Constitution is written notice and is subject to clauses 64 to 66, unless specified otherwise.
- 63.2 Clauses 64 to 66 do not apply to a notice of proxy under clause 36.4.

64. NOTICE TO THE COMPANY

- 64.1 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; or
 - (c) sending it to an email address or other electronic address notified by the **company** to the members as the **company's** email address.

65. NOTICE TO MEMBERS

- 65.1 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).

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

66. WHEN NOTICE IS TAKEN TO BE GIVEN

66.1 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 65.1(e) is taken to be given on the business day after the notification that the notice is available is sent.

66.2 If the delivery or receipt of a notice is not on a business day, or is after 5pm on a business day, it is deemed to be received at 9am the following business day.

Financial year

67. 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

68. INDEMNITY

68.1 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**.

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

68.3 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).

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

69. 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**.

70. DIRECTORS' ACCESS TO DOCUMENTS

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

70.2 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

71. WINDING UP VOLUNTARILY

If permitted by law, the **full members** may pass a **special resolution** at a **general meeting** to wind up the **company** voluntarily.

72. 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 which meets the requirements described in clause 73.

73. DISTRIBUTION OF SURPLUS ASSETS

- 73.1 Subject to the **Corporations Act** and any other applicable Act, and any court order, any surplus assets (including 'gift funds' defined in clause 73.4(a)) 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,
 - (b) which also prohibit the distribution of any **surplus assets** to its members to at least the same extent as the **company**, and
 - (c) that is or are deductible gift recipients within the meaning of the *Income Tax Assessment Act 1997* (Cth).
- 73.2 The decision as to the charity or charities to be given the surplus assets must be made by a special resolution of full 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 If the **company's** deductible gift recipient endorsement is revoked (whether or not the **company** is to be wound up), any surplus gift funds must be transferred to one or more charities that meet the requirements under clause 73.1, as decided by the directors.
- 73.4 For the purpose of this clause:
- (a) **'gift funds'** means:
 - (1) gifts of money or property for the principal purpose of the **company**,
 - (2) contributions made in relation to a fund-raising event held for the principal purpose of the **company**, and
 - (3) money received by the **company** because of such gifts and contributions.
 - (b) 'contributions' and 'fund-raising event' have the same meaning as in Division 30 of the *Income Tax Assessment Act 1997* (Cth).

Definitions and interpretation

74. DEFINITIONS

- 74.1 In this Constitution:
- (a) **ACNC Act** means the Australian Charities and Not-for-profits Commission Act 2012 (Cth).
 - (b) **approved dependant** means a surviving dependant of a subsequently deceased full **member**, provided that such dependant:
 - (1) relied on the benefits derived by the full **member** from the **company** during the lifetime of the full member;

- (2) is a de factor partner, spouse or child of the relevant full member;
and
- (3) is approved by the directors, at their absolute discretion, to continue to derive the benefit previously conferred on the deceased full **member**.
- (c) **associate member** has the meaning set out in clauses 11 and 12.
- (d) **business day** means a day on which banks are open for business, other than a Saturday, Sunday or public holiday in the location of the **company's** registered office.
- (e) **company** means the company referred to in clause 1.
- (f) **Corporations Act** means the *Corporations Act 2001* (Cth).
- (g) **The board** means the group of elected directors.
- (h) **elected chairperson** means a person elected by the directors to be the **company's** chairperson under **clause 40**.
- (i) **general meeting** means a meeting of members and includes the annual **general meeting**, under **clause 19**.
- (j) **Veteran gold card** means a veteran gold card granted by DVA due to permanent medical impairment under for example:
- (1) the Veterans Entitlement Act 1968 (VEA) (as amended);
- (2) the Safety, Rehabilitation and Compensation Act 1988 (DRCA) (as amended);
- (3) the Military Rehabilitation and Compensation Act (MRCA) (as amended);
- (4) the Veterans Entitlements, Treatment and Support Act 2024 (VETS),
- (5) or any Act amending or replacing these Acts.
- (k) **initial directors** has the meaning given to it under clause **37.1**.
- (l) **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**
- (m) **member** means a **full member** and an **associate member**.
- (n) **full member** has the meaning given under clause **11.1**.
- (o) **full member present** means, in connection with a **general meeting**, a **member present** in person, by proxy at the venue or venues for the meeting.
- (p) **qualified person** means an individual who is a person who may be reasonably expected on the basis of qualifications, position and/or prior

experience be considered appropriate to act as a director of the **company**.

- (q) **registered charity** means a charity that is registered under the **ACNC Act**.
- (r) **special resolution** means a resolution:
 - (1) of which notice has been given under clause 22.5(c), and
 - (2) that has been passed by at least 75% of the votes cast by full **members present** and entitled to vote on the resolution, and
- (s) **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.
- (t) **TPI** means a person who has been granted a Veteran Gold Card as defined in this Constitution and **TPIs** has a corresponding meaning.
- (u) **virtual meeting platform** means any technology or combination of technologies that allows members to participate in a meeting, including by asking questions verbally and in writing, without being physically present at the meeting.

75. READING THIS CONSTITUTION WITH THE CORPORATIONS ACT

- 75.1 The replaceable rules set out in the Corporations Act do not apply to the company.
- 75.2 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, as they apply to a registered charity.
- 75.3 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.
- 75.4 Unless otherwise stated, 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.

76. SIGNING DOCUMENTS

- 76.1 Where this Constitution says that an individual (such as a member, representative or director) must sign a document, the individual may:
 - (a) sign a physical form of the document by hand, or
 - (b) sign an electronic form of the document using an electronic signature, in a way that identifies each person and indicates their intention.
- 76.2 Individuals may also sign separate copies of a physical or electronic document if each copy has the same wording.

77. INTERPRETATION

77.1 In this Constitution:

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