

**CONSTITUTION**  
**OF**  
**The Centre for Volunteering**

2023

Australian Company Number (ACN) 002 416 024  
Australian Business Number (ABN) 28 002 416 024

A company limited by guarantee

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## Definitions and Interpretation

### 1.1 Definitions

The meanings of the terms used in this constitution are set out below.

<b>ACNC Act</b>	means the <i>Australian Charities and Not-for-profits Commission Act 2012</i> (Cth).
<b>AGM</b>	means annual general meeting, as provided under clause 25.
<b>ASIC</b>	means Australian Securities and Investments Commission.
<b>Auditor</b>	means a qualified auditor appointed by the Company.
<b>Charities Act</b>	means Charities Act 2013 (Cth).
<b>Commissioner</b>	means the Commissioner of Taxation, a Second Commissioner of Taxation or a Deputy Commissioner of Taxation for the purposes of ITAA 97.
<b>Company</b>	means The Centre for Volunteering (ACN 002 416 024).
<b>Corporations Act</b>	means the <i>Corporations Act 2001</i> (Cth)
<b>Deductible Gift Recipient (DGR)</b>	means an organisation that can receive donations that are tax deductible.
<b>Document</b>	has the meaning in the <i>Acts Interpretation Act 1901</i> (Cth).
<b>Elected Chairperson</b>	means a person elected by the directors to be the Company's chairperson under clause 48.
<b>Eligible Entity</b>	means a fund, authority or institution: <ol style="list-style-type: none"> <li>a) that is charitable at law;</li> <li>b) with charitable object(s) similar to, or inclusive of, the object(s) in clause 6;</li> <li>c) whose constitution prohibits distributions or payments to its Members and directors (if any) to an extent at least as great as is outlined in clause 8; and</li> <li>d) to which gifts can be deducted under Division 30 of the ITAA 97 due to it being characterised as a public benevolent institution under item 4.10.4 of the table in section 30-45 of the ITAA 97.</li> </ol>
<b>General Meeting</b>	means a meeting of Members and includes the AGM under clause 25.1
<b>Indemnified Officer</b>	means:

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	a) each person who is or has been a director or executive officer (within the meaning of clause 78) of the Company; and b) any other officers or former officers of the Company as the directors in each case decide.
<b>Initial Members</b>	means a person who is named in the application for registration of the Company, with their consent, as a proposed Member of the Company.
<b>ITAA 97</b>	means the <i>Income Tax Assessment Act 1997</i> (Cth).
<b>Member</b>	means a person entered in the register of Members as provided under clause 11.2.
<b>Quarter</b>	means a calendar quarter ending on the last day of June, September, December and March.
<b>Registered Address</b>	means a Member's address as notified to the Company by the Member and recorded in the Company's records.
<b>Registered Charity</b>	means a charity that is registered under the ACNC Act.
<b>Skill Matrix</b>	means the skill matrix of the board of directors of the Company as amended and updated from time to time.
<b>Special Resolution</b>	means a resolution: a) of which notice has been given under clause 26.7(c); and b) that has been passed by at least 75% of the votes cast by Members present and entitled to vote on the resolution.
<b>Surplus Assets</b>	means any assets of the Company that remain after paying all debts and other liabilities of the Company, including the costs of winding up.
<b>Virtual Meeting Technology</b>	means any technology that allows a person to participate in a meeting without being physically present at the meeting.

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### 1.2 Interpretation

In this constitution:

- a) references to notices include formal notices of meeting and all documents and other communications from the Company to its Member;
- b) a reference to a document or instrument, including this constitution, includes all of its clauses, paragraphs, recitals, parts, schedules and annexures and includes the document or instrument as amended, varied, novated, supplemented or replaced from time to time;
- c) if the day on or by which something must be done is not a business day, that thing must be done on the next business day;

- d) a reference to any legislation or a provision of any legislation includes any amendment to that legislation or provision, any consolidation or replacement of that legislation or provision and any subordinate legislation made under that legislation;
- e) a reference to a Member present at a General Meeting is a reference to a Member present in person or by proxy, attorney or representative;
- f) a reference to writing and written includes printing, lithography and other ways of representing or reproducing words in a visible form;
- g) all monetary amounts are in Australian dollars, unless otherwise stated and a reference to payment means payment in Australian dollars;
- h) the words 'including', 'for example', or similar expressions mean that there may be more inclusions or examples than those mentioned after that expression;
- i) reference to an any legislation includes every amendment, re-enactment, or replacement of that legislation and any subordinate legislation made under that legislation (such as regulations);
- j) words importing any gender include all other genders;
- k) the singular includes the plural and vice versa;
- l) a reference to a person includes a natural person, or where applicable, a body politic or corporate; and
- m) the singular (including defined terms includes the plural and the plural includes the singular.

### 1.3 Headings

Headings are used for convenience only and do not affect the interpretation of this constitution.

## Preliminary

### 2. Name of the company

The name of the company is The Centre for Volunteering (ACN 002 416 024).

### 3. 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.

### 4. Limited liability of Members

The liability of Members is limited to an amount not exceeding \$50 (**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.

### 5. Reading this constitution with the Corporations Act

- 5.1 The replaceable rules set out in the Corporations Act are displaced by the constitution and do not apply to the Company, except those which operate as mandatory rules for public companies under the Corporations Act.
- 5.2 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.

- 5.3 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.
- 5.4 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.

## Charitable purposes and powers

### 6. Object

The Company's object is to pursue the following general charitable purpose(s), but not exclusively:

- a) to operate as a non-profit corporation for the development of public interest in the volunteer sector, including raising awareness of issues directly impacting the sector;
- b) to sustain and grow a strong volunteer base and community service for the relief of distress, illness, poverty, delinquency and helplessness by providing volunteers and advice;
- c) to assist:
  - i. youth;
  - ii. disadvantaged persons;
  - iii. health and welfare agencies;
  - iv. hospitals and public institutions;
  - v. educational and recreational agencies;
  - vi. justice and rehabilitation; and
  - vii. other areas of volunteer service;
- d) to encourage voluntary citizen participation in health, welfare, recreation, educational, cultural and civic programs by promoting volunteering opportunities and making volunteers aware of their rights and responsibilities;
- e) to provide a central resource centre and units for recruitment, registration, training and management, networking, referral and placement of volunteers in such programs;
- f) to encourage community services to use volunteers; and
- g) to encourage community services to maintain high standards in the use of volunteers solely for the purpose of carrying out the aforesaid purposes and not otherwise.

### 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 clause 8.3.
- 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 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. Establishment and operation of gift fund**

### **9.1 Maintaining gift fund**

The Company must at all times maintain a management account (**Gift Fund**) to identify and record the following amounts to the exclusion of all others:

- (a) gifts of money or property to the Company;
- (b) contributions made to the Company in relation to a fund-raising event; and
- (c) any money received by the Company because of such gifts or contributions.

### **9.2 Loss of DGR status**

If the Company ceases to be endorsed as a deductible gift recipient under Subdivision 30-BA of the ITAA 97, any surplus assets of the Gift Fund must be transferred to one or more Eligible Entities, as decided by the directors.

## **10. Amending the constitution**

10.1 Subject to clause 10.3, the Members may amend this constitution by passing a Special Resolution.

10.2 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.

10.3 The Members must not pass a Special Resolution that amends this constitution if passing it causes the Company to no longer be a charity.

10.4 The Company must notify the Commissioner if:

- (a) a Special Resolution is passed materially altering clause 6; or
- (b) the Company is no longer eligible to be endorsed as a charity or as a Deductible Gift Recipient (**DGR**) as a result of a change in its constitution or activities or otherwise.

## **Members**

### **11. Membership and register of Members**

11.1 The Members of the Company are:

- (a) Initial Members;
- (b) directors; and
- (c) any other person that the directors allow to be a Member, in accordance with this constitution.

11.2 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. name;
  - ii. address;
  - iii. any alternative address nominated by the Member for the service of notices; and



- iv. date the Member was entered on to the register.
  - (b) for each person who stopped being a Member in the last 7 years:
    - i. name;
    - ii. address;
    - iii. any alternative address nominated by the Member for the service of notices; and
    - iv. dates the membership started and ended.
- 11.3 The Company must give current Members access to the register of Members.
- 11.4 Information that is accessed from the register of Members must only be used in a manner relevant to the interests or rights of Members.

## **12. Who can be a Member**

- 12.1 A person who supports the purposes of the Company is eligible to apply to be a Member of the Company under clause 13.
- 12.2 In this clause, 'person' means an individual or incorporated body.

## **13. How to apply to become a Member**

A person (as defined in clause 12.2) may apply to become a Member of the Company by writing to the secretary stating that they:

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

## **14. Directors decide whether to approve membership**

- 14.1 The directors must consider an application for membership within a reasonable time after the secretary receives the application.
- 14.2 If the directors approve an application, the secretary must as soon as possible:
  - (a) enter the new Member on the register of Members; and
  - (b) write to the applicant to tell them that their application was approved, and the date that their membership started (see clause 15).
- 14.3 If the directors reject an application, the secretary must write to the applicant as soon as possible to tell them that their application has been rejected. The directors are not required to give reasons.
- 14.4 The directors may decide to create eligibility criteria and categories of membership with the same or differing rights or privileges at any time.
- 14.5 For the avoidance of doubt, the directors may approve an application even if the application does not state the matters listed in clauses 13(a), 13(b) or 13(c). In that case, by applying to be a Member, the applicant agrees to those three matters.

## **15. When a person becomes a Member**

Other than Initial Members, an applicant will become a Member when they are entered on the register of Members.

## **16. When a person stops being a Member**

A person immediately stops being a Member if:

- (a) he or she dies;
- (b) the Company is wound up or otherwise dissolved or deregistered (for an incorporated Member);

- (c) they resign, by giving written notice to the secretary;
- (d) they are expelled under clause 20; or
- (e) they have not responded within three months to a written request from the secretary that they confirm in writing that they want to remain a Member.

#### **17. Subscription fee**

- (a) An annual subscription fee may be decided by the directors.
- (b) The directors must notify all persons entered in the register of Members of the amount and time for payment of any annual subscription fee and of any alteration to the annual subscription fee. Subject to clause 17(c), the annual subscription fee may be reviewed and varied as decided by the directors and made available to the Members in a membership policy.
- (c) If the proposed new annual subscription fee is increased by a percentage greater than 'All groups Consumer Price Index (annual movement)' as published by the Australian Bureau of Statistics on the Quarter ending immediately before the relevant proposed increase, such increase shall be subject to Members' approval.
- (d) Subject to clause 18, where the annual subscription fee is not received:
  - i. after 1 month of the due date, the directors may issue a written notice to the Member; and
  - ii. after 1 month of the written notice, the Member's rights and privileges associated with that membership will be suspended.
- (e) If a Member whose rights and privileges have been suspended pursuant to clause 17(d)ii has not paid an annual subscription fee for more than 2 months after the written notice, the person ceases to be a Member, in which case the suspension under 17(d)ii will continue until all outstanding subscription fees are received.

#### **18. Life membership**

- (a) The directors shall have the right, exercisable at any directors' meeting, to propose the conferment of life membership upon Members who have given distinguished services to the Company.
- (b) Any conferment proposed under clause 18(a) will be formally adopted at an AGM.
- (c) Life Members will be exempt from annual subscription fee payment.

## **Dispute resolution and disciplinary procedures**

#### **19. Dispute resolution**

- 19.1 The dispute resolution procedure in this clause applies to matters arising under this constitution between a Member or director and:
- (a) one or more Members;
  - (b) one or more directors; or
  - (c) the Company.
- 19.2 A Member must not start a dispute resolution procedure in relation to a matter which is the subject of a disciplinary procedure under clause 20 until the disciplinary procedure is completed.
- 19.3 Those involved in the dispute must try to resolve it between themselves within 14 days of knowing about it.
- 19.4 If those involved in the dispute do not resolve it under clause 19.3, they must within 10 days:
- (a) tell the directors about the dispute in writing;

- (b) agree or request that a mediator be appointed; and
  - (c) attempt in good faith to settle the dispute by mediation.
- 19.5 The mediator must:
- (a) be chosen by agreement of those involved; or
  - (b) where those involved do not agree:
    - i. for disputes between Members, a person chosen by the directors; or
    - ii. for other disputes, a person chosen by either the Commissioner of the Australian Charities and Not-for-profits Commission or the president of the law institute or society in the state or territory in which the Company has its registered office.
- 19.6 The parties to the mediation must bear any costs arising from the mediation in accordance with any mediation agreement to be provided to the parties, or as otherwise agreed between the parties.
- 19.7 A mediator chosen by the directors under clause 19.5(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.
- 19.8 When conducting the mediation, the mediator must:
- (a) allow those involved a reasonable chance to be heard;
  - (b) allow those involved a reasonable chance to review any written statements;
  - (c) ensure that those involved are given natural justice; and
  - (d) not make a decision on the dispute.

## **20. Disciplining Members**

- 20.1 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;
  - (b) the Member's behaviour is causing, has caused, or is likely to cause harm to the Company or it is otherwise in the Company's interests to do so.
- 20.2 At least 14 days before the directors' meeting at which a resolution under clause 20.1 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 details of how to do so.
- 20.3 Before the directors pass any resolution under clause 20.1, 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.
- 20.4 After considering any explanation under clause 20.3, the directors may:
- (a) take no further action;
  - (b) warn the Member;
  - (c) suspend the Member's rights as a Member for a period of no more than 12 months;

- (d) expel the Member;
  - (e) refer the decision to an unbiased, independent person on conditions that the directors consider appropriate (however, the person can only make a decision that the directors could have made under this clause); or
  - (f) require the matter to be determined at a General Meeting.
- 20.5 The directors cannot fine a Member.
- 20.6 The secretary must give written notice to the Member of the decision under clause 20.4 as soon as possible.
- 20.7 Disciplinary procedures must be completed as soon as reasonably practical.
- 20.8 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

### 21. Calling General Meetings

- 21.1 A General Meeting can be called:
- (a) by a directors' resolution;
  - (b) in accordance with a Member's requisition under the Corporations Act; or
  - (c) as otherwise provided in the Corporations Act.

### 22. General Meetings called by directors when requested by Members

- 22.1 The directors may call a General Meeting.
- 22.2 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.
- 22.3 The percentage of votes that Members have (in clause 22.2) is to be worked out as at midnight before the Members request the meeting.
- 22.4 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.
- 22.5 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.

### 23. General Meetings called by Members

- 23.1 Members with at least 5% of the votes that may be cast at a general meeting of the Company may call, and arrange to hold, a General Meeting.
- 23.2 The meeting must be called in the same way, so far as is possible, in which General Meetings of the Company may be called.
- 23.3 The Members calling the meeting must pay the expenses of calling and holding the meeting.
- 23.4 The percentage of votes that Members have is to be worked out as at midnight before the meeting is called.

#### **24. Failure of directors to call General Meeting**

- 24.1 If the directors do not call the meeting within 21 days of being requested under clause 22.2, 50% or more of the Members who made the request may call and arrange to hold a General Meeting.
- 24.2 To call and hold a meeting under clause 24.1 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.
- 24.3 The Company must pay the Members who request the General Meeting any reasonable expenses they incur because the directors did not call and hold the meeting.

#### **25. Annual General Meeting (AGM)**

- 25.1 A General Meeting, called the AGM (**AGM**), must be held:
- (a) within 18 months after registration of the Company; and
  - (b) after the first AGM, at least once in every calendar year and within 5 months after the end of its financial year.
- 25.2 Even if these items are not set out in the notice of meeting, the business of an AGM may include:
- (a) a review of the Company's activities;
  - (b) a review of the Company's finances;
  - (c) any auditor's report;
  - (d) the election of directors; and
  - (e) the appointment and payment of auditors, if any.
- 25.3 Before or at the AGM, the directors must give information to the Members on the Company's activities and finances during the period since the last AGM.
- 25.4 The chairperson of the AGM must give Members as a whole a reasonable opportunity at the meeting to ask questions or make comments about the management of the Company.

#### **26. Notice of General Meetings**

- 26.1 Notice of a General Meeting must be given at least 21 days before the meeting to:
- (a) each Member entitled to vote at the meeting;
  - (b) each director; and
  - (c) the auditor (if any).
- 26.2 The non-receipt of notice of a General Meeting or proxy form by, or a failure to give notice of a General Meeting or a proxy form to, any person entitled to receive notice does not invalidate anything done or resolution passed at the General Meeting if it occurred by accident or error.
- 26.3 A person's attendance at a General Meeting waives any objection that person may have to:
- (a) a failure to give notice, or the giving of defective notice, of the meeting unless, at the beginning of the meeting objects to the holding of the meeting; and

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- (b) the consideration of a particular matter at the meeting which is not within the business referred to in the notice of the meeting, unless the person objects to considering the matter when it is presented.
- 26.4 Members may elect to receive notice:
- (a) in person;
  - (b) by post;
  - (c) by facsimile; or
  - (d) by electronic means.
- 26.5 Subject to clause 26.6, notice of a meeting may be provided less than 21 days before the meeting if:
- (a) for an AGM, all the Members entitled to attend and vote at the AGM agree beforehand; or
  - (b) for any other General Meeting, Members with at least 95% of the votes that may be cast at the meeting agree beforehand.
- 26.6 Notice of a meeting cannot be provided less than 21 days before the meeting if a resolution will be moved to:
- (a) remove a director;
  - (b) appoint a director in order to replace a director who was removed; or
  - (c) remove an auditor.
- 26.7 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 Meeting Technology or using Virtual Meeting 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 does not need to be a Member of the Company;
    - ii. the proxy form must be delivered to the Company at its registered address or the address (including an electronic address) specified in the notice of the meeting; and
    - iii. the proxy form must be delivered to the Company at least 48 hours before the meeting.
- 26.8 If a General Meeting is adjourned (put off) for one month or more, the Members must be given new notice of the resumed meeting.

### **27. Quorum at General Meetings**

- 27.1 For a General Meeting to be held, at least 5 Members entitled to vote must be present (in person, by proxy or by representative) for the whole meeting.
- 27.2 When determining whether a quorum is present, a person may only be counted once (even if that person is a representative or proxy of more than one Member).
- 27.3 No business may be conducted at a General Meeting if a quorum is not present.
- 27.4 If there is no quorum present within 30 minutes after the starting time stated in the notice of General Meeting, the General Meeting is adjourned to the date, time and place that the chairperson specifies. If the chairperson does not specify one or more of those things, the meeting is adjourned to:
- (a) if the date is not specified – the same day in the next week;

- (b) if the time is not specified – the same time; and
  - (c) if the place is not specified – the same place.
- 27.5 If no quorum is present at the resumed meeting within 30 minutes after the starting time set for that meeting, the meeting is cancelled.

### **28. Auditor's right to attend meetings**

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

### **29. Representatives of Members**

- 29.1 An incorporated Member may appoint as a representative:
- (a) one individual to represent the Member at meetings and to sign circular resolutions under clause 36; and
  - (b) the same individual or another individual for the purpose of being appointed or elected as a director.
- 29.2 The appointment of a representative by a Member must:
- (a) be in writing;
  - (b) include the name of the representative;
  - (c) be signed on behalf of the Member; and
  - (d) be given to the Company or, for representation at a meeting, be given to the chairperson before the meeting starts.
- 29.3 A representative has all the rights of a Member relevant to the purposes of the appointment as a representative.
- 29.4 The appointment may be standing (ongoing).
- 29.5 The representative does not need to be a Member of the Company.

### **30. How meetings of Members may be held**

- 30.1 The Company may hold a General Meeting at:
- (a) at one or more physical venues; or
  - (b) one or more physical venues and using virtual technology; or
  - (c) using only Virtual Meeting Technology.
- 30.2 The Members as a whole must be given a reasonable opportunity to participate in the meeting.
- 30.3 Anyone using this technology is taken to be present in person at the meeting.

### **31. Chairperson for General Meetings**

- 31.1 The Elected Chairperson is entitled to chair General Meetings.
- 31.2 The Members present and entitled to vote at a General Meeting may choose a director or Member to be the chairperson for that meeting if:
- (a) there is no Elected Chairperson; or
  - (b) the Elected Chairperson is not present within 30 minutes after the starting time set for the meeting; or
  - (c) the Elected Chairperson is present but says they do not wish to act as chairperson of the meeting.

### **32. Role of the chairperson**

- 32.1 The chairperson is responsible for the conduct of the General Meeting, and for this purpose must give Members a reasonable opportunity to make comments and ask questions (including to the auditor (if any)).
- 32.2 The chairperson does not have a casting vote.
- 32.3 A question arising at a General Meeting relating to the order of business, procedure or conduct of the meeting must be referred to the chairperson of the meeting, whose decision is final.

### **33. Adjournment of meetings**

- 33.1 If a quorum is present, a General Meeting must be adjourned if a majority of Members present direct the chairperson to do so.
- 33.2 Only unfinished business may be dealt with at a meeting resumed after an adjournment.
- 33.3 Where a meeting is adjourned, the directors may change the venue, postpone or cancel, the adjourned meeting, unless the meeting was called and arranged to be held by the Members or the court under the Corporations Act. If a meeting is called and arranged to be held under section 249D of the Corporations Act, the directors may not postpone it beyond the date by which section 249D required it to be held and may not cancel it without the consent of the requisitioning Member.

## **Members' resolutions and statements**

### **34. Members' resolutions and statements**

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

### **35. Company must give notice of proposed resolution**

- 35.1 If the Company has been given written notice of a Members' resolution or a written request under clause 34.1(a):



- (a) in time to send the notice of proposed Members' resolution or a copy of the Members' statement to Members with a notice of meeting, it must do so at the Company's cost; or
  - (b) too late to send the notice of proposed Members' resolution or a copy of the Members' statement to Members with a notice of meeting, then the Members who proposed the resolution or made the request must pay the expenses reasonably incurred by the Company in giving Members notice of the proposed Members' resolution or a copy of the Members' statement. However, at a General Meeting, the Members may pass a resolution that the Company will pay these expenses.
- 35.2 The Company does not need to send the notice of proposed Members' resolution or a copy of the Members' statement to Members if:
- (a) it is more than 1,000 words;
  - (b) the directors consider it may be defamatory;
  - (c) clause 35.1(b) applies, and the Members who proposed the resolution or made the request have not paid the Company enough money to cover the cost of sending the notice of the proposed Members' resolution or a copy of the Members' statement to Members; or
  - (d) proposed Members' resolution does not relate to a matter that may be properly considered at a General Meeting or is otherwise not a valid resolution able to be put to the Members.

### **36. Circular resolutions of Members**

- 36.1 Subject to clause 36.3, the directors may put a resolution to the Members to pass a resolution without a General Meeting being held (a circular resolution).
- 36.2 The directors must notify the auditor (if any) as soon as possible that a circular resolution has or will be put to Members, and set out the wording of the resolution.
- 36.3 Circular resolutions cannot be used:
- (a) for a resolution to remove an auditor, appoint a director or remove a director;
  - (b) for passing a Special Resolution; or
  - (c) where the Corporations Act or this constitution requires a meeting to be held.
- 36.4 A circular resolution is passed if all the Members entitled to vote on the resolution sign or agree to the circular resolution, in the manner set out in clause 36.5 or clause 36.6.
- 36.5 Members may sign:
- (a) a single document setting out the circular resolution and containing a statement that they agree to the resolution; or
  - (b) separate copies of that document, as long as the wording is the same in each copy.
- 36.6 The Company may send a circular resolution by email to Members and Members may agree by sending a reply email to that effect, including the text of the resolution in their reply.

## **Voting at general meetings**

### **37. Decisions at General Meeting**

Except where a resolution requires a special majority by law, questions arising at a General Meeting must be decided by a majority of votes (more than 50%) cast by the Members present at the meeting.

**38. How many votes a Member has**

Each Member who is entitled to vote has:

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

**39. Challenge to Member's right to vote**

- 39.1 A Member or the chairperson may only challenge a person's right to vote at a General Meeting at that meeting.
- 39.2 If a challenge is made under clause 39.1, the chairperson must decide whether or not the person may vote. The chairperson's decision is final.

**40. Method of voting**

- 40.1 Voting 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 35; or
  - (c) a poll is demanded.
- 40.2 Unless the meeting is conducted by way of a Virtual Meeting Technology, if a poll is not required or has not been demanded, voting may be conducted by:
  - (a) a show of hands; or
  - (b) another method chosen by the chairperson that is fair and reasonable in the circumstances.
- 40.3 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.

**41. Demand for a poll**

- 41.1 A demand for a poll may be made by:
  - (a) the chair of the meeting;
  - (b) at least 5 Members entitled to vote on the resolution; or
  - (c) at least 5% of Members present having the right to vote at the meeting.
- 41.2 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.

**42. Conduct of a poll**

- 42.1 The demand for a poll may be withdrawn.
- 42.2 If a poll is duly demanded (and the demand not withdrawn), it must be taken in such manner and at such time as the Chair of the meeting directs.
- 42.3 A poll demanded on the election of a Chair or on any question of adjournment must be taken immediately.

42.4 The result of the poll is the resolution of the meeting at which the poll was demanded.

**43. Declaring the result of a vote on show of hands**

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

43.2 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.

**44. Appointment of proxy**

44.1 A Member may appoint a proxy to attend and vote at a General Meeting on their behalf.

44.2 A proxy does not need to be a Member.

44.3 A proxy appointed to attend and vote for a Member has the same rights as the Member to:

- (a) speak at the meeting; and
- (b) join in the demand for a poll under clause 41.

44.4 An appointment of proxy (proxy form) must be signed by the Member appointing the proxy and must contain:

- (a) the Member's name and address;
- (b) the Company's name;
- (c) the proxy's name or the name of the office held by the proxy; and
- (d) the meeting(s) at which the appointment may be used.

44.5 A proxy appointment may be standing (ongoing).

44.6 Proxy forms must be received by the Company at least 48 hours before a meeting at any of the following:

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

44.7 For the purpose of clause 44.6, an appointment received at an electronic address will be taken to be signed by the Member or proxy as applicable if the appointment has been authenticated under the Corporations Act.

44.8 A proxy appointment form may be delivered in person, by post, facsimile or by electronic means.

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

44.10 Unless the Company receives written notice before the start or resumption of a General Meeting at which a proxy votes, a vote cast by the proxy is valid even if, before the proxy votes, the appointing Member:

- (a) dies;
- (b) is mentally incapacitated;
- (c) revokes the proxy's appointment; or
- (d) revokes the authority of a representative or agent who appointed the proxy.

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

**45. Voting by proxy**

- 45.1 A proxy is not entitled to vote on a show of hands (but this does not prevent a Member appointed as a proxy from voting as a Member on a show of hands).
- 45.2 A proxy, attorney or representative is entitled to a separate vote for each Member the person represents, in addition to any vote the person may have as a Member in his or her own right.

## Directors

### 46. Number of non-executive directors

The minimum number of non-executive directors is 7 and the maximum number is 10, unless the Company in a General Meeting resolves otherwise.

### 47. Election and appointment of directors

- 47.1 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.
- 47.2 Before appointing a person as a director of the Company, the Company shall have regard to the suitability of that person as a director by reference, amongst other things, to the Skill Matrix.
- 47.3 Apart from the initial directors and directors appointed under clause 47.6, the Members may elect a director by a resolution passed in a General Meeting.
- 47.4 Each of the directors must be appointed by a separate resolution, unless:
- (a) the Members present have first passed a resolution that the appointments may be voted on together; and
  - (b) no votes were cast against that resolution.
- 47.5 A person is eligible for election as a director of the Company if he or she:
- (a) is a Member of the Company, or a representative of a Member of the Company;
  - (b) is 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);
  - (c) gives the Company his or her signed consent to act as a director of the Company; and
  - (d) is not ineligible to be a director under the Corporations Act or the ACNC Act.
- 47.6 The directors may appoint a person as a director to fill a casual vacancy or as an additional director if that person:
- (a) is a Member of the Company, or a representative of a Member of the Company;
  - (b) gives the Company his or her signed consent to act as a director of the Company; and
  - (c) is not ineligible to be a director under the Corporations Act or the ACNC Act.
- 47.7 If the number of directors is reduced to fewer than 7 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 7 (or higher if required for a quorum) or calling a General Meeting, but for no other purpose.

### 48. Election of chairperson

- 48.1 The directors must elect a director as the Company's Elected Chairperson.
- 48.2 The term of a chairperson will expire annually immediately prior to elections under clause 48.1, or as determined by the directors in writing.
- 48.3 A director may serve as Elected Chairperson for a maximum of 5 consecutive terms.
- 48.4 The Board may, at their discretion, agree to elect a director for an additional term as Chairperson.

**49. Term of office**

- 49.1 A director appointed by the directors under clause 47.6 who is not an executive director, holds office only until the conclusion of the next AGM following his or her appointment.
- 49.2 At every AGM after the General Meeting at which this constitution was adopted by the Company, 1/3 of the directors or, if their number is not a multiple of 3, then the number nearest to 1/3 must retire from office, and will be eligible for re-election.
- 49.3 The directors to retire in every year are the directors longest in office since last being elected or re-elected. Between directors who were elected on the same day, the director to retire, if they cannot otherwise agree, must be determined by lot. A retiring director is eligible for re-election without needing to give any prior notice of their intention to submit themselves for re-election and may act as director throughout the meeting at which they retire. A director appointed and vacating office under clause 47.6 must not be taken into account in determining either the number or identity of the directors to retire by rotation.
- 49.4 A director must not hold office without re-election past the third AGM following the director's appointment, or three years, whichever is the longer.
- 49.5 The retirement of a director from office and the re-election of the director or the election of another person to that office (as the case may be) takes effect at the conclusion of the meeting at which the retirement and re-election or election occur.
- 49.6 Other than a director appointed under clause 47.6:
  - (a) any newly appointed director under clause 47 has a maximum aggregate term of office of 6 years (**Maximum Term**); and
  - (b) a current director of the Company who has exceeded the Maximum Term as provided under clause (a) above, must retire and cease to be a director of the Company by the conclusion of the next AGM.

**50. When a director stops being a director**

A director stops being a director if they:

- (a) give written notice of resignation as a director to the Company;
- (b) become of unsound mind or a person who was, or whose estate was, liable to be dealt with in any way under the law relating to mental health;
- (c) upon the expiration of their term of office in accordance with clause 49 above (unless re-elected in accordance with the applicable part of that clause);
- (d) die;
- (e) are removed as a director by a resolution of the Members;
- (f) stop being a Member of the Company;
- (g) are a representative of a Member, and that Member stops being a Member;

- (h) are a representative of a Member, and the Member notifies the Company that the representative is no longer a representative;
- (i) if the director deliberately or materially breaches the Code of Conduct of the Centre and fails to remedy that breach after receipt of a notice from the Board, unless the directors subsequently decide to waive the breach;
- (j) are absent for 2 consecutive directors' meetings or at least 3 directors' meetings over a period of 12 months without approval from the directors, unless the directors subsequently decide to approve that director's absence;  
or
- (k) become ineligible to be a director of the Company under the Corporations Act or the ACNC Act.

## **Powers of directors**

### **51. Powers of directors**

- 51.1 The directors are responsible for managing and directing the activities of the Company to achieve the purpose(s) set out in clause 6.
- 51.2 The directors may use all the powers of the Company except for powers that, under the Corporations Act or this constitution, may only be used by Members.
- 51.3 The directors must decide on the responsible financial management of the Company including:
  - (a) any suitable written delegations of power under clause 52; and
  - (b) how money will be managed, such as how electronic transfers, negotiable instruments or cheques must be authorised and signed or otherwise approved.
- 51.4 The directors cannot remove a director or auditor. Directors and auditors may only be removed by a Members' resolution at a General Meeting.

### **52. Delegation of directors' powers**

- 52.1 The directors may delegate any of their powers and functions to a committee, a director, an employee of the Company (such as a chief executive officer) or any other person, as they consider appropriate.
- 52.2 The delegation must be recorded in the Company's minute book.
- 52.3 The exercise of the power by the delegate is as effective as if the directors had exercised it.

### **53. Payments to directors**

- 53.1 The Company must not pay fees to a director for acting as a director.
- 53.2 The Company may:
  - (a) pay a director for work they do for the Company, other than as a director, if the amount is no more than an amount which commercially would be a reasonable fee for the work done; or
  - (b) reimburse a director for expenses properly incurred by the director in connection with the affairs of the Company.
- 53.3 Any payment made under clause 53.2 must be approved by the directors.

- 53.4 The Company may pay premiums for insurance indemnifying directors, as allowed for by law (including the Corporations Act) and this constitution.

#### **54. Execution of documents**

- 54.1 The Company may execute a document without using a common seal if the document is signed by:
- (a) two directors of the Company; or
  - (b) a director and the secretary.
- 54.2 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**

### **55. Duties of directors**

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

- (a) to exercise their powers and discharge their duties with the degree of care and diligence that a reasonable individual would exercise if they were a director of the Company;
- (b) to act in good faith in the best interests of the Company and to further the charitable purpose(s) of the Company set out in clause 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 56;
- (f) to ensure that the financial affairs of the Company are managed responsibly; and
- (g) not to allow the Company to operate while it is insolvent.

### **56. Conflicts of interest**

- 56.1 A director must disclose the nature and extent of any actual or perceived material conflict of interest in a matter that is being considered at a meeting of directors (or that is proposed in a circular resolution), except provided under clause 56.2:
- (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.
- 56.2 A director does not need to disclose an actual or perceived material conflict of interest to the other directors under clause 52.2 if:
- (a) their interest arises because they are a Member of the Company, and the other Members have the same interest;
  - (b) their interest relates to an insurance contract that insures, or would insure, the director against liabilities that the director incurs as a director of the Company (see clause 79);

## CONSTITUTION OF THE CENTRE FOR VOLUNTEERING

- (c) their interest relates to a payment by the Company under clause 78 (Indemnity), or any contract relating to an indemnity that is allowed under the Corporations Act.
- 56.3 The disclosure of a conflict of interest by a director must be recorded in the minutes of the meeting.
- 56.4 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 clauses 56.5:
  - (a) be present at the meeting while the matter is being discussed; or
  - (b) vote on the matter.
- 56.5 A director may still be present and vote if:
  - (a) 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.
- 56.6 Provided that the director complies with the disclosure requirements applicable to a director under this constitution or any applicable laws:
  - (a) a director of the Company is not disqualified from contracting or entering into an arrangement with the Company as vendor, purchaser or in another capacity merely because the director holds office as a director or because of the fiduciary obligations arising from that office;
  - (b) a contract or arrangement entered into by or on behalf of the Company in which a director is in any way interested is not invalid or voidable merely because the director holds office as a director or because of the fiduciary obligations arising from that office;
  - (c) a director who is interested in any arrangement involving the Company is not liable to account to the Company for any profit realised under the arrangement;
  - (d) a director may hold any other office or position (except as an Auditor) in the Company or any related body corporate in conjunction with his or her directorship and may be appointed to that office or position on terms (including remuneration and tenure) the directors decide;
  - (e) a director may be or become a director or other officer of, or interested in, any related body corporate or any other body corporate associated with the Company, and, with the consent of the directors of the Company, need not account to the Company for any remuneration or other benefits the director receives as a director or officer of, or from having an interest in, that body corporate; or



- (f) the directors may exercise the voting rights conferred by shares in any body corporate held or owned by the Company in the manner in all respects that they think fit.

## Directors' meetings

### 57. When the directors meet

- 57.1 The directors may decide how often, where and when they meet, as well as regulate their meetings as they think fit.
- 57.2 A secretary must, on the requisition of a director, convene a meeting of the directors.

### 58. Calling directors' meetings

- 58.1 A director, and the secretary on the request of a director must, call a directors' meeting by giving reasonable notice to all of the other directors specifying the time and place of the meeting, or the method of which the meeting will be held.
- 58.2 A director may give notice in writing or by any other means of communication that has previously been agreed to by all of the directors.
- 58.3 A notice of meeting of directors may be given in person or by post, telephone or other electronic means.

### 59. Chairperson for directors' meetings

- 59.1 The Elected Chairperson is entitled to chair directors' meetings.
- 59.2 The directors at a directors' meeting may choose a director to be the chairperson for that meeting if the Elected Chairperson:
  - (a) is not present within 30 minutes after the starting time set for the meeting;
  - (b) present but does not want to act as chairperson of the meeting.
- 59.3 Where the votes on a proposed resolution are equal the proposed resolution is taken as lost.

### 60. Quorum at directors' meetings

- 60.1 The quorum for a directors' meeting is a minimum of 50% of the total number of appointed directors plus 1 director.
- 60.2 A quorum must be present for the whole directors' meeting.

### 61. Using technology to hold directors' meetings

- 61.1 The directors may hold their meetings by using any technology (such as video or teleconferencing) that is agreed to by all of the directors.
- 61.2 The directors' agreement may be a standing (ongoing) one.
- 61.3 A director may only withdraw their consent within a reasonable period before the meeting (being not less than seven days before the relevant meeting is due to take place).
- 61.4 A director who takes part in a meeting by any technology is taken to be present in person at the meeting.
- 61.5 If, before or during the meeting, any technical difficulty occurs as a result of which one or more directors cease to participate, the Elected Chairperson may adjourn the

meeting until the difficulty is remedied or may, where a quorum of director remains present, continue with the meeting.

## **62. Passing directors' resolutions**

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

## **63. Circular resolutions of directors**

- 63.1 The directors may pass a circular resolution without a directors' meeting being held.
- 63.2 A circular resolution is passed if all the directors entitled to vote on the resolution sign or otherwise agree to the resolution in the manner set out in clause 63.3 or clause 63.4.
- 63.3 Each director may sign:
- (a) a single document setting out the resolution and containing a statement that they agree to the resolution; or
  - (b) separate copies of that document, as long as the wording of the resolution is the same in each copy.
- 63.4 The Company may send a circular resolution by email to the directors and the directors may agree to the resolution by sending a reply email to that effect, including the text of the resolution in their reply.
- 63.5 A circular resolution is passed when the last director signs or otherwise agrees to the resolution in the manner set out in clause 63.3 or clause 63.4.

## **64. Validity of acts**

An act done by a person acting as a director, a meeting of directors, or a committee of directors attended by a person acting as a director, is not invalidated merely because of one of the following circumstances, if that circumstance was not known by the person, the directors or the committee (as applicable) when the act was done:

- (a) a defect in the appointment of the person as a director;
- (b) the person being disqualified to be a director or having vacated office; or
- (c) the person not being entitled to vote.

## **Secretary**

### **65. Appointment and role of secretary**

- 65.1 The Company must have at least one secretary, who may also be a director.
- 65.2 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.
- 65.3 The directors must decide the terms and conditions under which the secretary is appointed, including any remuneration.
- 65.4 The role of the secretary includes:
- (a) maintaining a register of the Company's Members; and
  - (b) maintaining the minutes and other records of General Meetings (including notices of meetings), directors' meetings and circular resolutions.

## Executive officers

### 66. Executive officer

- 66.1 Subject to clause 66.2 the directors can appoint another person as an executive officer of the Company.
- 66.2 A person is eligible for election as an executive officer of the Company if that person:
- (a) is not a director of the Company;
  - (b) is not ineligible to be an executive officer under the Corporations Act or the ACNC Act.

### 67. Provisions that apply to all executive officers

The directors may:

- (a) confer on an executive officer the powers, discretions, and duties (including powers, discretions and duties vested in or exercisable by the directors) they think fit;
- (b) withdraw, suspend or vary any of the powers, discretions and duties conferred on an executive officer; and
- (c) authorise the executive officer to delegate all of any of the powers, discretions and duties conferred on him or her.

## Minutes and records

### 68. Minutes and records

- 68.1 The Company must, within one month, make and keep the following records:
- (a) minutes of proceedings and resolutions of General Meetings;
  - (b) minutes of circular resolutions of Members;
  - (c) a copy of a notice of each General Meeting; and
  - (d) a copy of a Members' statement distributed to Members under clause 30.
- 68.2 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.
- 68.3 To allow Members to inspect the Company's records:
- (a) the Company must give a Member access to the records set out in clause 68.1; and
  - (b) the directors may authorise a Member to inspect other records of the Company, including records referred to in clause 68.2 and clause 69.1.
- 68.4 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.
- 68.5 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.

#### **69. Financial and related records**

- 69.1 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.
- 69.2 The Company must also keep written records that correctly record its operations.
- 69.3 The Company must retain its records for at least 7 years.
- 69.4 The directors must take reasonable steps to ensure that the Company's records are kept safe.

### **Branches**

#### **70. Branches**

- 70.1 The directors have the power to establish and register branches within New South Wales and each registered branch shall call itself a branch of 'The Centre for Volunteering'.
- 70.2 Each branch established by the directors may be registered by filing an acceptance of the regulations for the management of branches and a list of its office bearers with the secretary of the Company and shall from time to time notify the secretary of the Company of any alteration or addition to such list of office bearers and shall keep and maintain a register of Members enrolled by it in such form as may be prescribed by the regulations of the Company. Any de-registration of a branch shall not affect the status of a branch Member as a Member of the Company.
- 70.3 The directors may, if dissatisfied with the management of any branch, notify the relevant branch in writing that its registration has been withdrawn and that it will cease to be branch.

### **By-laws**

#### **71. By-laws**

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

### **Notice**

#### **72. What is notice**

- 72.1 Anything written to or from the Company under any clause in this constitution is written notice and is subject to clauses 73 to 75, unless specified otherwise.
- 72.2 Clauses 73 to 75 do not apply to a notice of proxy under clause 44.6.

#### **73. 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; or
- (c) sending it to an email address or other electronic address notified by the Company to the Members as the Company's email address or other electronic address

#### **74. Notice to Members**

- 74.1 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); or
  - (d) 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).
- 74.2 If the Company does not have a registered address for the Member, the Company is not required to give notice in person or by post.

#### **75. 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) a notice is sent by post, service of the notice is to be taken to be effect if a prepaid envelope containing the notice is properly addressed and placed in the post and to have been effected:
  - (i) in the case of a notice of a general meeting, on the day after the date of its posting; or
  - (ii) it any other case, at the time at which the letter would be delivered in the ordinary course of post;
- (c) sent by email or other electronic method, is taken to be given on the same business day after it is sent; and
- (d) given under clause 74.1(d) is taken to be given on the business day after the notification that the notice is available is sent.

## **Financial year**

#### **76. 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.

## **Seal**

## 77. Seal

The directors shall provide for the safe custody of the seal which shall only be used by the authority of the directors or of a sub-committee of directors authorised the directors, and every instrument to which the seal is affixed shall be signed by a director and shall be countersigned by the secretary or by a second director or by some other person appointed by the directors for the purpose.

## Indemnity, insurance and access

### 78. Indemnity

- 78.1 The Company indemnifies each officer of the Company (**Indemnified Officer**) out of the assets of the Company, to the relevant extent, against any liabilities incurred by the Indemnified Officer in or arising out of the conduct of the business or in or arising out of the discharge of the duties of the Indemnified Officer.
- 78.2 Where the directors consider it appropriate, the Company may execute a documentary indemnity in any form in favour of an Indemnified Officer.
- 78.3 The indemnity is a continuing obligation and is enforceable by an Indemnified Officer even though that person is no longer an officer of the Company.

### 79. Insurance

To the extent permitted by law (including the Corporations Act), and if the directors consider it appropriate, the Company may:

- 79.1 pay or agree to pay a premium for a contract insuring an Indemnified Officer against any liability incurred by that Indemnified Officer; and
- 79.2 bind itself in any contract or deed with an Indemnified Officer to make the payments.

### 80. Definitions

- 80.1 In clauses 78 and 79:
- (a) *Officer* means a director or secretary or such officers of the Company or of its related bodies corporate as the directors in each case determine, and includes a former officer;
  - (b) *to the relevant extent means:*
    - (i) to the extent that the Company is not precluded by law (including the Corporations Act) from doing so; and
    - (ii) for the amount that the Indemnified Officer is not otherwise entitled to be indemnified and is not actually indemnified by another person (including an insurer under an insurance policy); and
    - (iii) *liability* means all costs, charges, losses, damages, expenses, penalties and liabilities of any kind including, in particular, legal costs incurred in defending any proceedings (whether criminal, civil, administrative or judicial) or appearing before any court, tribunal, government authority or other body.

### 81. Directors' access to documents

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

- 81.2 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.
- 81.3 The Company may bind itself in any contract or deed with a director or former director to give the access under this clause.

## Winding up

### **82. 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 an Eligible Entity.

### **83. Distribution of surplus assets**

- 83.1 Subject to the Corporations Act and any other applicable law, and any court order, any Surplus Assets that remain after the Company is wound up (including any surplus assets of the Gift Fund) must be distributed to one or more Eligible Entities.
- 83.2 The decision as to the Eligible Entities 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.