

# **Constitution of a company limited by guarantee formed for non-profit charitable purposes**

**Central Coast Community Women's Health Centre Ltd.**

ACN 001 330 472

Approved at the 2020/2021 AGM

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## 1. General

### 1.1 Name

The name of the Company is Central Coast Community Women's Health Centre Ltd.

### 1.2 Definitions

In this constitution:

- (a) **"Company"** means Central Coast Community Women's Health Centre Ltd.;
- (b) **"Corporations Act"** means the Corporations Act 2001 (Cth);
- (c) **"Directors"** means the board of directors of the Company;
- (d) **"Director"** means an individual member of the board of directors;
- (e) A reference to one gender is a reference to all other genders.

### 1.3 Exclusion of replaceable rules

Subject to Part 2B.4 of the Corporations Act, the replaceable rules shall not apply to the Company.

### 1.4 The Company – its nature, purpose, objects and powers

- (a) The Company:
  - (i) is a company limited by guarantee;
  - (ii) will operate predominantly for the promotion, development and attainment of its purpose;
  - (iii) will apply its profits (if any) or other income in promoting its purpose; and
  - (iv) is not carried on for the purpose of profit or gain to its individual members.
- (b) The registered office of the Company shall be at a location determined by the directors of the Company.
- (c) The philosophy of the Company is that services provided will be provided within a context which:
  - (i) Recognises the social, environmental, economical, physical, emotional and cultural factors which influence women's health.
  - (ii) Recognises and challenges the effects of sex-role stereotyping and gender discrimination on women's health and wellbeing.
  - (iii) Reflects the whole of the women's lifespan, their role and responsibilities, not just their reproductive life.
  - (iv) Recognises the importance of maintaining health and wellbeing by focusing on preventative practices.
  - (v) Actively encourages the empowerment of women in both the personal and social aspects of their lives.
  - (vi) Values women's own knowledge and skills and their right to make informed decisions about their own health.
- (d) The purpose of the Company is the promotion of the health and wellbeing of women and girls.
- (e) The objects of the company are the following:
  - (i) Provide a holistic health service to women in the community which includes a women's gynaecological doctor's clinic, general counseling, therapeutic groups, social groups and alternate therapists.
  - (ii) Educate and empower women by the provision of preventive health services

and self-development programs.

- (iii) Encourage Indigenous women, women from diverse cultural backgrounds, women with disabilities and women from low income groups to achieve full access to the services provided
  - (iv) Provide a safe space for women in a supportive environment.
  - (v) Advocate for women on a range of women's issues from a feminist perspective.
  - (vi) Identify the health needs of women in the community and develop services and programs to meet these needs.
  - (vii) Provide information and referral to women.
  - (viii) To do all other things necessary or desirable in furtherance of the objectives of the organisation.
  - (ix) For the purpose of carrying out the above mentioned purpose and not otherwise the Company shall have the powers to do all such other things as are incidental or conducive to the attainment of the purpose.
- (f) Solely for the purpose of carrying out the Company's purpose, but not otherwise, the Company shall have the legal capacity and all the powers of a natural person. The powers set forth in subsection 124(1) of the Corporations Act shall apply to the Company except insofar as they are inconsistent with the purpose of the Company.
- (g) Nothing in this Constitution limits the effect of paragraph (f) of this rule.

#### **1.5 Application of income**

- (a) The assets and income of the Company shall be applied solely in furtherance of the purpose of the Company, as set forth in clause 1.4 of this constitution.
- (b) No part of the assets or income shall be distributed, whether directly or indirectly, by way of dividend, bonus or otherwise to any member.
- (c) Nothing contained in this clause prevents the payment in good faith of or to any member for:
  - (i) any services rendered to the Company, whether or not as an employee;
  - (ii) goods supplied to the Company in the ordinary and usual course of operation;
  - (iii) interest on money borrowed from any member;
  - (iv) rent for premises demised or let by any member to the Company; and/or
  - (v) any out-of-pocket expenses incurred by the member on behalf of the Company;

provided that the payment shall not exceed the amount ordinarily payable between ordinary commercial parties dealing at arm's length in a similar transaction.

#### **1.6 Liability of members**

The liability of the members is limited.

#### **1.7 Members guarantee**

Every member of the Company undertakes to contribute an amount equal to the current full membership fee to the property of the Company in the event of it being wound up while that person is a member or within one year thereafter for:

- (a) payment of the debts and liabilities of the Company contracted before the time the membership ceased;
- (b) the costs, charges and expenses of winding up; and
- (c) for an adjustment of the rights of contributories among themselves.

## **1.8 Distribution of property on winding-up**

- (a) If the Company is to be wound up, application for deregistration may be made on Form 6010 (see the Corporations Act) if:
- (i) all members agree to de-register;
  - (ii) the Company is not carrying on a business;
  - (iii) the Company has paid all penalties and fees under the Corporations Act;
  - (iv) the Company has no outstanding debts; and
  - (v) the Company is not engaged in any legal proceedings.

Otherwise, if the Company is wound up, it will be done in accordance with section 491 of the Corporations Act.

- (b) If the Company is deregistered, wound up, or loses deductible gift recipient status, any property or money remaining after its debts have been paid shall be given to one or more organisations who have deductible gift receipt status and have similar purposes to the Company. These organisations will be determined by the Directors of the Company at or before the time of dissolution, or loss of deductible gift recipient status; or, in default thereof, by a court of competent jurisdiction, which shall nevertheless be required to give the property to an organisation with a deductible gift recipient status and similar purposes to the Company.

## **2. Members**

### **2.1 Member's contributions/fees**

The initial subscription fee payable by a new member and the annual subscription fee payable by all Members of the Company shall be determined from time to time by the Directors.

### **2.2 Eligibility of members**

- (a) To be eligible for membership of the Company, members or applicants for membership must be conversant with and fully support the aims of the Company.
- (b) The Directors may refuse membership to any person without providing reasons.
- (c) A corporation shall not be capable of becoming a member of the Company.

### **2.3 Application for membership**

An application for membership must meet the requirements as approved by the Directors as may be varied from time to time.

### **2.4 Determination of application by the board**

An applicant for membership is taken to be admitted as a member upon the Directors (or its appointee) approving the application.

### **2.5 Register of members**

- (a) When a person has been accepted for membership of the Company the Secretary shall notify her in writing and her name and particulars will be entered into the Company's register of members.
- (b) The register of members shall be kept safe and private, and shall be used solely for the purpose of the Company unless explicit permission is given to release personal information by the member concerned.

### **2.6 Duties of members**

Each individual member must act in accordance with the values of the Company and consider herself an ambassador of the Company.

### **2.7 Cessation of membership**

- (a) A person's membership of the Company will cease upon any of the following events:
  - (i) the member dies;

- (ii) the member gives notice to the Company in writing resigning their membership;
  - (iii) the member becomes a person of unsound mind or a person whose estate is liable to be dealt with in any way under any law relating to mental health; or
  - (iv) the member is declared bankrupt or insolvent under the laws of any competent jurisdiction.
- (b) Any person who ceases to be a member of the Company pursuant to paragraph (a)(ii) of this rule shall remain liable to the company for the period of time stipulated in rule 1.7, for any amount she may owe under that rule.
  - (c) The Directors have the right by three-fourths majority decision to cancel the membership of a member for any reason, subject to:
    - (i) the Directors receiving 30 days' notice of the meeting and resolution, and
    - (ii) the member receiving a fair hearing at the abovementioned meeting.
  - (d) The directors shall remove from the membership record the name and particulars of any member who ceases to be a member, and shall maintain a file or files of ceased members.
  - (e) A person who has ceased to be a member may be readmitted to membership in accordance with the normal requirements for membership.

### **3. Accounts**

- (a) The Directors shall cause true accounts to be kept of the sums of money received and expended by the Company and the manner and respect of which such receipts of expenditure takes place and of the property credits and liabilities of the Company.
- (b) The books of accounts shall be kept at the registered office of the Company or at such other place or places as the Directors may from time to time determine. Subject to any reasonable resections on the time and manner of inspecting, the accounts shall be open to the inspection of members.
- (c) Once at least in every year the accounts of the Company shall be examined and the correctness of the Company accounts ascertained by one or more properly qualified auditors in accordance with accepted accounting principles.
- (d) At every Annual General Meeting, an audited report of accounts made not more than 3 months prior to the date of the meeting shall be put before all members.
- (e) A copy of the audited reports mentioned in paragraph (d) of this rule will be sent to members no later than seven days before an Annual General Meeting.

### **4. Board of directors**

#### **4.1 Composition of board**

- (a) The Company shall have between five and seven directors (collectively known as the "board of directors").
- (b) The board of directors shall elect, by a simple majority, a member of the board to act as Chair of the board of directors.
- (c) The secretary of the Company shall be a member of the board of directors.
- (d) The board of directors shall elect, by a simple majority, any offices and officers of the Company as it sees fit.

#### **4.2 Eligibility of directors**

- (a) To be eligible for the office of director of the Company a person must:
  - (i) be a member of the Company;

- (ii) not have a criminal conviction on record and
  - (iii) have a Working with Children Check clearance.
- (b) You cannot be a director if you:
- (i) are an undischarged bankrupt or have entered into a personal insolvency agreement under the *Bankruptcy Act 1966* and failed to fully comply with the terms of the agreement;
  - (ii) have been banned by ASIC or a court from managing corporations under the *Corporations Act 2001* (the length of the banning period will be set by ASIC or the court); or
  - (iii) have been convicted of dishonesty-related offences, such as fraud.

#### **4.3 Directors powers and duties**

- (a) The directors are responsible for managing the business of the Company and may exercise to the exclusion of the Company in general meeting all the powers of the Company which are not required, by the Corporations Act, this constitution or the law, to be exercised by the Company in general meeting.
- (b) Without limiting paragraph (a) of this rule, the directors may exercise all the powers of the Company to borrow or otherwise raise money, to charge any property or business of the Company or all or any of its uncalled capital and to issue debentures, give any indemnities or guarantees, or give any other security for a debt, liability or obligation of the Company or of any other person.
- (c) The directors may determine how cheques, promissory notes, bankers drafts, bills of exchange or other negotiable instruments or other documents must be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, by or on behalf of the Company.
- (d) The directors may pay out of the Company's funds all expenses of the promotion, formation and registration of the Company and the vesting in it of the assets acquired by it.
- (e) It shall be the duty of the directors to:
  - (i) perform any and all duties imposed on them collectively or individually by law or as set out in this constitution;
  - (ii) appoint and remove, employ and discharge and, except as otherwise provided in this constitution, prescribe the duties and fix the compensation, if any, of all officers, agents and employees of the Company;
  - (iii) supervise all officers, agents and employees of the Company to ensure that their duties are performed properly;
  - (iv) develop and maintain an up to date philosophy and purpose of the organisation; and
  - (v) meet at such times and places as required by this constitution.

#### **4.4 Minutes**

- (a) The directors must cause minutes of all proceedings and resolutions of the Company, whether by the directors or the members, to be recorded and entered into records kept for that purpose within one month after the meeting is held, or the resolution is made.
- (b) Minutes of a meeting must be signed by the Chair of the meeting or the Chair of the next meeting within a reasonable time after the meeting.
- (c) A minute that is recorded and signed in accordance with this rule is evidence of the proceedings or resolution to which it relates.



#### **4.5 Appointment of directors and term of office**

- (a) Any member shall be eligible for election as a director. Nominations will be accepted up to seven days prior to an Annual General Meeting.
- (b) A term of office is three years.
- (c) Directors who have completed a three-year term shall be deemed to have retired at the commencement of the Annual General Meeting. The meeting shall then elect new directors to replace all vacant director positions.
- (d) A director can hold office for a maximum of three consecutive three year terms i.e. a continuous period of nine years.
- (e) A director who has held office for three consecutive three year terms may only be re-appointed or re-elected after two years have passed from the date they ceased holding office.
- (f) The directors shall have power at any time to appoint a member as an additional director or to fill up a casual vacancy occurring in the number of directors but the total number of directors shall not at any time exceed the number fixed in accordance with this constitution. Any director so appointed shall hold office only until the next following Annual General Meeting.

#### **4.6 Removal of directors**

A person shall cease to be a director in any of the following events:

- (a) the director ceases to be a member of the Company; or
- (b) the director resigns her office;
- (c) the director fails to declare the nature of her interest in any office or property with the Company;
- (d) the director ceases to be a member by virtue of the Corporations Act or is prohibited from being a member by an order made under the Corporations Act; or
- (e) the director ceases to be eligible to be a director.

### **5. Secretary**

- (a) The Secretary of the Company shall be determined by the Directors.
- (b) The Secretary shall attend the meetings of the shareholders and of the Directors and may be entrusted with the keeping of the minutes of such meetings.
- (c) The Secretary shall perform all the usual duties incident to the office of Secretary and shall in addition perform such duties as shall be assigned to her from time to time by the Directors.
- (d) The Directors may also appoint from time to time by resolution and on any terms they think proper one or more assistant or acting secretaries; any of whom may in the absence or disability of the Secretary perform her duties.
- (e) The assistant Secretary if any shall perform such other duties as may be assigned to them by the Directors or by the Secretary.

### **6. Meeting of directors**

#### **6.1 Meetings of directors**

- (a) The Directors may meet together for the dispatch of business and may otherwise regulate their meetings as they think fit. Questions arising at any meeting shall be decided by a simple majority of votes. In case of an equality of vote the Chair shall have a second or casting vote.
- (b) A director or the Secretary, on the request of any member, may at any time summon a meeting of the board of directors.

- (c) If at a meeting the Chair is not present within 15 minutes after the time appointed for holding the same the directors present may then choose one of their number to be Chair of that meeting.

## **6.2 Notice of meetings**

At least five days prior notice of a meeting of the board shall be given by the Secretary, or by persons designated by the Chair of the board, to each director of the board. Such notice must be written and state the place, date and time of the meeting and the agenda of the meeting.

## **6.3 Quorum for meetings**

- (a) A quorum (which will not reduce to less than three) shall consist of a simple majority of the duly elected members of the board of directors.
- (b) Directors can participate in meetings by the use of any communication technology and their presence and vote will be counted as valid if the directors present at the meeting so approve or if the meeting has been specifically designated to include communication by those communication technologies.
- (c) Except as otherwise provided under this constitution, no business shall be considered by the board at any meeting at which the required quorum is not present, and the only motion which the Chair shall entertain at such meeting is a motion to adjourn.

## **6.4 Using technology to hold directors' meetings**

- (a) The directors may hold their meetings by using any technology (such as video or teleconferencing) that is agreed to by all of the directors.
- (b) The directors' agreement may be a standing (ongoing) one.
- (c) A director may only withdraw their consent within a reasonable period before the meeting.

The linking together, by a means of communication consented to by the directors, of sufficient directors to constitute a quorum:

- i. constitutes a meeting of the board and the provisions of this constitution regarding meetings of the board apply as if all the directors were present together and are all to be taken as being present; and
- ii. the meeting is to be taken to be held at the place determined by the Chair provided that at least one of the directors present was at that place during the meeting.

## **6.5 Majority action as board action**

- (a) Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present is the act of the board of directors, unless this constitution states that a greater percentage or different voting rules for approval of a matter by the board is required.
- (b) If a director cannot attend a meeting, that director can give her proxy by written request to another director to vote on certain or all matters that may come before the board at a meeting.

## **6.6 Conduct of meetings**

The Secretary shall act as Secretary of all meetings of the board, provided that, in her absence, the presiding officer shall appoint another person to act as Secretary of the meeting.

## **6.7 Circular resolutions of directors**

- (a) The directors may pass a circular resolution without a directors' meeting being held.
- (b) A circular resolution is passed if all the directors entitled to vote on the resolution sign the resolution in the manner set out in clause 6.7(c) or clause 6.7(d).
- (c) Each director may sign:

- (i) a single document setting out the resolution and containing a statement that they agree to the resolution; or
  - (ii) separate copies of that document, as long as the wording of the resolution is the same in each copy.
- (d) 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.
- (e) A circular resolution is passed when the last director signs or otherwise agrees to the resolution.

## **6.8 Vacancies**

Any director may resign effective upon giving written notice to the Chair of the board, the Secretary, or the board of directors, unless the notice specifies another time for the effectiveness of such resignation. No director may resign if the Company would then remain without a duly elected director or directors in charge of its affairs.

## **6.9 Committees**

- (a) The directors may by resolution or power of attorney delegate any of its power to committees consisting of such members of the Company or such other persons as they think fit and any committee so formed shall in exercise of the power so delegated conform to any regulation that may be imposed on it by the directors.
- (b) Subject to the director's regulations, the meeting and proceedings of any committee shall be governed by the provisions of this constitution relating to meeting of directors, except in so far as a quorum shall be three.
- (c) Any acts done at any meeting of a director's committee shall be deemed valid notwithstanding that there was later discovered some defect in the appointment of such directors committee.

## **6.10 Restrictions on voting**

A director who has a material personal interest in a matter that is being considered at a directors meeting must not be present while the matter is being considered at the meeting, or vote on the matter.

## **6.11 Director interested in contracts with Company**

- (a) Notwithstanding any rule of law or equity to the contrary no director shall be disqualified by her office from:
- (i) holding any office or place of profit under the Company; or
  - (ii) from contracting with the Company either as vendor, purchaser or otherwise.
- (b) Any contract or arrangement entered into by or on behalf of the Company in which any director is in any way interested shall not be avoided, and any director is not liable to account to the Company for any profit arising from that contract, solely as a result of her position.
- (c) The nature of the director's interest must be disclosed by her at the meeting of directors at which the contract or arrangement is first taken into consideration if her interest then exists or in any other case at the first meeting of Director after the acquisition of her interest.
- (d) A general notice that a director is a member or a director of any Company or a member of any partnership that is to be regarded as interested in any transaction with the Company shall be sufficient disclosure under this rule. After a general notice is given under this paragraph, no further notice relating to specific transactions otherwise caught by this rule shall be necessary.

**7. Meetings of members**

**7.1 General meetings**

- (a) An annual general meeting (“AGM”) shall be called at the end of each operating year. Each members shall be invited to participate in the AGM and each members has the right to vote on any issues raised and voted upon at the AGM.
- (b) The Directors shall determine the location, the agenda and the procedures of the AGM.
- (c) The Company may hold a general meeting at two or more venues using any technology that gives the members as a whole a reasonable opportunity to participate, including to hear and be heard.
- (d) Any person using this technology is taken to be present in person at the meeting.
- (e) The Chair shall preside as Chair of the AGM except in relation to any election for which the Chair is a nominee, or where a conflict of interest exists. If the Chair is not present, or is unwilling or unable to preside, any director present may preside at that meeting only.

**7.2 Proxies**

- (a) Each member who is unable to attend the AGM is entitled to a proxy vote. The member can nominate a proxy to vote on her behalf by sending a proxy form to the Secretary to be received at least three days before the AGM.
- (b) A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the death of unsoundness of mind of the principal or revocation of the proxy authority provided that no notice was received by the Company at its registered office before the commencement of the meeting or adjourned meeting at which the instrument is used.
- (c) The instrument appointing a proxy will be in the following form, or substantially similar:

**Central Coast Community Women’s Health Centre Limited**

I, \_\_\_\_\_ of \_\_\_\_\_ (address)  
 appoint \_\_\_\_\_ to vote for me and on my behalf at  
 the (Annual or Special) General Meeting of the Company to be held on \_\_\_\_\_  
 (date and time) and at every adjournment thereof.

This form is to be used in favour of / against the Resolution (strike out whichever is not desired). Unless otherwise instructed, the proxy may vote as she thinks fit.

Signed on \_\_\_\_\_ (date)

.....  
 (Signature of Member)

.....  
 (Signature of Proxy)

- (d) Any proxy which although signed by the member does not appoint a proxy may be signed by the Secretary on authority from the Directors and the Directors may

authorise completion of such proxy by the insertion of the name or names of one or more of their number.

- (e) The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

### **7.3 Special meetings**

- (a) A special meeting (being any meeting of members other than an AGM) may be called by the Directors or by a document signed by at least a quarter of members, by number, as at the time the document was signed.
- (b) At least 21 days notice of the special meeting to all members must be given.
- (c) Every member is invited to participate in the special meeting and each member has the right to vote on any issues raised and voted upon at the special meeting.

### **7.4 Notice of meeting**

- (a) Subject to this constitution, notice of a general meeting must be given within the time limits prescribed by the Corporations Act.
- (b) A notice of a general meeting must specify:
  - (i) the date, time and place of the meeting (and if the meeting is to be held in two or more places, the technology that will be used to facilitate this);
  - (ii) the general nature of the business to be transacted at the meeting; and
  - (iii) any other matters required under the Corporations Act.
- (c) A person may waive notice of any general meeting by notice in writing to the Company.
- (d) 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 of a general meeting under this rule does not invalidate any act, matter or thing done or resolution passed at the general meeting if:
  - (i) the non-receipt or failure occurred by accident or error; or
  - (ii) before or after the meeting, the person:
    - i. has waived or waives notice of that meeting under paragraph (c) of this rule; or
    - ii. has notified or notifies the Company of the person's agreement to that act, matter, thing or resolution by notice in writing to the Company.
- (e) A person's attendance at a general meeting:
  - (i) waives any objection that person may have to a failure to give notice, or the giving of a defective notice, of the meeting unless the person at the beginning of the meeting objects to the holding of the meeting; and
  - (ii) waives any objection that person may have to 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.

### **7.5 Quorum for meetings of members**

- (a) A quorum at all general and special meetings of members shall consist of a minimum of three members.
- (b) If a quorum is not present within 30 minutes after the time appointed for a general meeting:
  - (i) where the meeting was convened by, or at the request of, a member or members, the meeting must be dissolved; or
  - (ii) in any other case:

- i. the meeting stands adjourned to the day, and at the time and place, as the directors determine or, if no determination is made by the directors, to the same day in the next week at the same time and place; and
- ii. if, at the adjourned meeting, a quorum is not present within 30 minutes after the time appointed for the meeting, the meeting must be dissolved.

#### **7.6 Entitlement to vote**

- (a) All members shall be entitled to one vote each at meetings, except for the Chair who shall have no deliberate vote.
- (b) The Chair shall have a casting vote if there is an equality of votes upon a resolution.

#### **7.7 Voting procedure**

- (a) Except in the case of any resolution which as a matter of law requires a special majority, questions arising at a general meeting are to be decided by a majority of votes cast by the members present at the meeting and that decision is for all purposes a decision of the members.
- (b) In the case of an equality of votes upon any proposed resolution the Chair of the meeting shall have the casting vote.
- (c) A resolution put to the vote of a general meeting must be decided on a show of hands unless a poll is demanded before a vote by show of hands is taken or before or immediately after the declaration of the result of the show of hands:
  - (i) by the Chair of the meeting; or
  - (ii) by any member present and entitled to vote on the relevant resolution.
- (d) A demand for a poll does not prevent the continuance of a general meeting for the transaction of any business other than the question on which the poll has been demanded.
- (e) Unless a poll is duly demanded, a declaration by the Chair of a general meeting that a resolution has on a show of hands been carried or carried unanimously, or carried by a particular majority, or lost, and an entry to that effect in the book containing the minutes of the proceedings of the Company, is conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
- (f) If a poll is duly demanded at a general meeting, it will be taken when and in the manner the Chair of the meeting directs, and the result of the poll will be the resolution of the meeting at which the poll was demanded.
- (g) A poll cannot be demanded at a general meeting on the election of a Chair of the meeting.
- (h) The demand for a poll may be withdrawn.
- (i) An objection to the qualification of a person to vote at a general meeting:
  - (i) must be raised before or immediately after the result of the motion on which the vote objected to is given or tendered; and
  - (ii) must be referred to the Chair of the meeting, whose decision is final.
- (j) A vote not disallowed by the Chair of a meeting under the above paragraph is valid for all purposes.

#### **7.8 Conduct of general meetings**

- (a) Any question arising at a general meeting relating to the order of business, procedure or conduct of the meeting must be referred to the Chair of the meeting, whose decision is final.
- (b) The Chair of a general meeting may, and must if so directed by the meeting, adjourn the meeting from time to time and from place to place, but no business may be transacted at any adjourned meeting other than the business left unfinished at the

meeting from which the adjournment took place.

- (c) It is not necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

### **7.9 Resolution in writing**

A resolution in writing signed by three-quarters of the members of the Company shall be as valid and effectual as if the resolution had been passed at a meeting of all such members properly called and constituted.

### **7.10 Altering the constitution**

This constitution shall not be altered except by special resolution in accordance with the Corporations Act. Upon any proposed amendment to the constitution, the Australian Charities and Not-for-profits Commission must first be notified.

## **8. The seal**

- (a) The Directors shall provide a seal for the purpose of the Company and have power from time to time to destroy the same and substitute a new seal in lieu thereof and the seal for the time being of the Company shall be kept under such custody and control as the Board of Directors may from time to time prescribe and in the absence of any prescription in that behalf it shall be kept in the custody of the Secretary.
- (b) Every instrument to which the seal is affixed shall be signed by one Director and countersigned by the Secretary or by another Director or by some other person appointed by the Directors for that purpose.
- (c) The Director may exercise all the powers given by Corporations Act relating to the use of the Seal.

## **9. Notices**

### **9.1 Notices by the Company to members**

- (a) A notice may be given by the Company to a member:
  - (i) by serving it personally at, or by sending it by post in a prepaid envelope to, the member's address as shown in the register of members or such other address, or by fax or electronic mail to such fax number or electronic address as the member has supplied to the Company for the giving of notices; or
  - (ii) if the member does not have a registered address and has not supplied another address to the Company for the giving of notices, by exhibiting it at the registered office of the Company.
- (b) The fact that a person has supplied a fax number or electronic address for the giving of notices does not require the Company to give any notice to that person by fax or electronic mail.
- (c) A signature to any notice given by the Company to a member under this rule may be in writing or a facsimile printed or fixed by some mechanical or other means.
- (d) A certificate signed by a director or Secretary to the effect that a notice has been given in accordance with this constitution is conclusive evidence of that fact.

### **9.2 Notices by the Company to directors**

Subject to this constitution, a notice may be given by the Company to any director or alternate director either by serving it personally at, or by sending it by post in a prepaid envelope to, the director's or alternate director's usual residential or business address, or such other address, or by fax or electronic mail to such fax number or electronic address as the director or alternate director has supplied to the Company for the giving of notices.

### **9.3 Notices by members or directors to the Company**

Subject to this constitution, a notice may be given by a member, director or alternate director

to the Company by serving it on the Company at, or by sending it by post in a prepaid envelope to, the registered office of the Company or by fax or electronic mail to the principal fax number or a nominated electronic address at the registered office of the Company.

#### **9.4 Notices to members outside Australia**

A notice to be sent to a member outside Australia and its external territories must be sent by airmail, fax or electronic mail, or in another way that ensures it will be received quickly.

#### **9.5 Time of service**

- (a) Where a notice is served personally, service of the notice is taken to be effected when delivered.
- (b) Where a notice is sent by post, service of the notice is to be taken to be effected 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) in any other case, at the time at which the letter would be delivered in the ordinary course of post.
- (c) Where a notice is sent by fax, the notice is to be taken to be given on the business day after it is sent.
- (d) Where a notice is sent by electronic mail, service of the notice is taken to be effected if the sender receives a confirmation of delivery and is taken to be given on the business day after it is sent.

#### **9.6 Notices in writing**

A reference in this constitution to a notice in writing includes a notice given by fax, electronic mail or another form of written communication.

### **10. Indemnity**

Every director and any auditor or Secretary or other officer for the time being of the Company shall be indemnified out of the assets of the Company against any liability incurred by her in defending any proceedings whether civil or criminal in which judgment is given in her favour or in which she is acquitted.