The Constitution

of

Women Onside Limited

Australian Company Number (ACN) 637 323 105
Australian Business Number (ABN) 86 637 323 105

a company limited by guarantee

Approved at the Extraordinary General Meeting of
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CONSTITUTION OF WOMEN ONSIDE LIMITED

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Definitions and interpretation

1. Definitions

In this constitution:

Associate Members means Persons who have been admitted as Associate Members in accordance with clause 18

Appointed Director means a person appointed by the Directors in accordance with clause 39

Company means Women Onside Limited

Corporations Act means the Corporations Act 2001 (Cth)

Deputy Chair means a person appointed by the Directors to be the Company's deputy chair accordance with clause 40

Directors means directors of the Company, including Appointed Directors elected or appointed in accordance with clause 39

Elected Chair means a person elected by the Directors to be the Company's chair under clause 40

Football means "Association Football" as recognised by the Federation Internationale de Football Association (FIFA) from time to time. Football includes the games of football, soccer football, indoor or five a side (futsal) football and beach football.

General Meeting means a meeting of Members and includes the annual General Meeting, under clause 21

Initial Member means a person who is named in the application for registration of the Company, with their consent, as a proposed Member of the Company

Member means a member of the Company in accordance with clause 16, including the Initial Members.

Member Present means, in connection with a General Meeting, a Member Present in person, by representative or by proxy at the venue or venues for the meeting.

Non-binary people includes people who identify as neither exclusively male nor female, or otherwise gender diverse.

Purpose has the meaning given in clause 8

Special Resolution means a resolution:

a) of which notice has been given under clause 22.5 (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

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

Women includes people who identify as female, cisgender women and transgender women.

2. Reading this constitution with the Corporations Act

2.1 The replaceable rules set out in the Corporations Act do not apply to the Company.

2.2 A word or expression that is defined in the Corporations Act, or used in that Act and covering the same subject, has the same meaning as in this constitution.

3. Interpretation

In this constitution:

a) the words 'including', 'for example', or similar expressions mean that there may be more inclusions or examples than those mentioned after that expression, and

b) reference to an Act includes every amendment, re-enactment, or replacement of that Act and any subordinate legislation made under that Act (such as regulations)

Preliminary

4. Name of the Company

The name of the Company is Women Onside Limited (the Company).

5. Type of Company

The Company is a not-for-profit public company limited by guarantee.

6. Limited liability of Members

Notwithstanding any other provision of this Constitution, the liability of a Member (including a former Member) is limited to the Guarantee payable in accordance with clause 7.

7. The Guarantee

7.1 Subject to clause 7.2 every Member undertakes that if the Company is wound up while that person is a Member or within one calendar year of that person ceasing to be a Member, that Member will contribute an amount (the Guarantee) to the property of the Company as required for the payment of:

a) debts and liabilities of the Company incurred before the Member stopped being a Member, or

b) costs of winding up.

7.2 The amount of the Guarantee payable by each Member will be determined by the Directors provided that the Guarantee will not exceed $5.

Purposes and powers

8. Purpose

The Company's Purpose is to pursue the advancement of Women and non-binary people, particularly equality in the sport of association football in Australia across all sectors of the sport, on behalf of Women and non-binary referees, coaches, players, administrators and other participants at all levels and organisations, including:

a) advocating for the inclusion, development, promotion and better resourcing of Women in Football and Women's Football;

b) identifying, highlighting and eradicating discrimination against Women in Football;

c) creating and enhancing awareness of Women's contribution and development of Football;

d) promoting positive values in regard to Women and Football, including support for human rights for Women, equality, diversity, acceptance and co-operation;

e) establishing, facilitating and supporting networks of Members, including geographically based chapters, special interest groups and working groups to support, educate and encourage Women referees, coaches, players and administrators and others at all levels;

f) facilitating and undertaking research and policy development in regard to Women's Football and Women in Football;

g) facilitating and undertaking programs and outreach activities to support Women's Football and Women in Football;

h) facilitating and providing communication opportunities for Women's Football and Women in Football;

i) engaging with Football clubs, supporters clubs, governing and competition bodies, governments, player and coaches associations, media organisations, community groups, commercial firms and other stakeholders to facilitate and undertake activities for the advancement of Women in Football;

j) assisting in funding organisations and individuals in personal and professional development relating to Women's Football and Women in Football.

9. Powers

In order to further the Purposes, the Company has the general powers given by the Corporations Act.

10. Not-for-profit

10.1 The Company must not distribute any income or assets directly or indirectly to its Members, except as provided in clause 10.2.

10.2 Clause 10.1 does not stop the Company from doing the following things, provided they are done in good faith and with the approval of the Directors:

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;

b) providing Members with a discounted price for any services made publicly available.

11. Amending the constitution

The Members may amend this constitution by passing a Special Resolution.

Members

12. Membership and register of Members

12.1 The Members of the Company are:

a) Initial Members, and

b) any other person that the Directors admit to be a Member, in accordance with this constitution and who pays the required fee.

12.2 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. email 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;

V. the category of membership

b) for each person who stopped being a Member in the last 7 years:

I. name
II. email address
III. any alternative address nominated by the Member for the service of notices,
IV. the category of membership, and
V. dates the membership started and ended.

12.3 The Company must make the register available for inspection by Members at the office of the Company during normal business hours.

12.4 Information that is accessed from the register of Members must only be used in a manner relevant to the interests or rights of Members and may not be used for any commercial purposes.

13. Who can be a Member

13.1 A person who supports the purposes of the Company is eligible to apply to be a Member of the Company.

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

14. How to apply to become a Member

14.1 A person (as defined in clause 13.2) may apply to become a Member of the Company.

14.2 Applications for membership must be in a form and submitted in a manner specified by the Directors from time to time, including a declaration that the applicant for membership will:

(a) support the purpose(s) of the Company, and

(b) agree to comply with the Company's constitution and bylaws, including paying the annual membership fee and paying the guarantee under clause 7 if required.

15. Directors decide whether to approve membership

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

15.2 If the Directors approve an application, the applicant will be entered on the register of Members and become a Member.

15.3 If the Directors reject an application, the secretary must write to the applicant as soon as possible to tell them that their application has been rejected, but does not have to give reasons.

15.4 For the avoidance of doubt, the Directors may approve an application even if the application does not state the matters listed in clauses 14.2 (a) or 14.2 (b). In that case, by applying to be a Member, the applicant agrees to those two matters.

16. 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.

17. When a person stops being a Member

A person immediately stops being a Member if they:

(a) die

(b) are wound up or otherwise dissolved or deregistered (for an incorporated Member)

(c) resign, by writing to the secretary

(d) are expelled under clause 70

(e) have failed to pay the relevant annual membership fee within 3 months of being

notified that the fee is due and payable; or

(f) 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.

Associate Members

18. Associate Members

18.1 The Directors may admit any Persons to, and remove any Persons from, associate membership of the Company.

18.2 The Directors may not give an Associate Member the right to vote on a matter concerning the Company but may otherwise determine the rights and obligations of an Associate Member.

18.3 An Associate Member is not a Member for the purposes of this Constitution or the Corporations Act.

General meetings of Members

19. General meetings called by Directors

19.1 The Directors may call a General Meeting.

19.2 If Members with at least 5% of the votes that may be cast at a General Meeting make a written request to the Company for a General Meeting to be held, the Directors must:

a) within 21 days of the Members' request, give all Members notice of a General Meeting, and

b) hold the General Meeting within 2 months of the Members' request.

19.3 The percentage of votes that Members have (in clause 19.2) is to be worked out as at midnight before the Members request the meeting.

19.4 The Members who make the request for a General Meeting must:

a) state in the request any resolution to be proposed at the meeting

b) sign the request, and

c) give the request to the Company.

19.5 Separate copies of a document setting out the request may be signed by Members if the wording of the request is the same in each copy.

20. General meetings called by Members

20.1 If the Directors do not call the meeting within 21 days of being requested under clause 19.2, 50% or more of the Members who made the request may call and arrange to hold a General Meeting.

20.2 To call and hold a meeting under clause 20.1 the Members must:

a) as far as possible, follow the procedures for General Meetings set out in this constitution

b) call the meeting using the list of Members on the Company's Member register, which the Company must provide to the Members making the request at no cost, and

c) hold the General Meeting within three months after the request was given to the Company.

20.3 The Company must pay the Members who request the General Meeting any reasonable expenses they incur because the Directors did not call and hold the

meeting.

21. Annual General Meeting

21.1 A General Meeting, called the annual General Meeting, must be held:

a) within 18 months after registration of the Company, and

b) after the first annual General Meeting, at least once in every calendar year.

21.2 Even if these items are not set out in the notice of meeting, the business of an annual General Meeting may include:

a) a review of the Company's activities

b) a review of the Company's finances

c) any auditor's report

d) the election of Directors, and

e) the appointment and payment of auditors, if any.

21.3 Before or at the annual General Meeting, the Directors must give information to the Members on the Company's activities and finances during the period since the last annual General Meeting.

21.4 The chair of the annual General Meeting must give Members as a whole a reasonable opportunity at the meeting to ask questions or make comments about the management of the Company.

22. Notice of General Meetings

22.1 Notice of a General Meeting must be given to:

a) each Member entitled to vote at the meeting

b) each Director, and

c) the auditor (if any).

22.2 Notice of a General Meeting must be provided in writing at least 21 days before the meeting.

22.3 Subject to clause 22.4, notice of a meeting may be provided less than 21 days before the meeting if:

a) for an annual General Meeting, all the Members entitled to attend and vote at the annual General Meeting agree beforehand, or

b) for any other General Meeting, Members with at least 95% of the votes that may be cast at the meeting agree beforehand.

22.4 Notice of a meeting cannot be provided less than 21 days before the meeting if a resolution will be moved to:

a) remove a Director

b) appoint a Director in order to replace a Director who was removed, or

c) remove an auditor.

22.5 Notice of a General Meeting must include:

a) the place, date and time for the meeting (and if the meeting is to be held in two or more places, the technology that will be used to facilitate this)

b) the general nature of the meeting's business

c) if applicable, that a Special Resolution is to be proposed and the words of the proposed resolution

d) a statement that Members have the right to appoint proxies and that, if a Member appoints a proxy:

I. the proxy must be a Member of the Company

II. a person may not be the proxy for more than five Members and any additional proxy appointments will be invalid

III. 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

IV. the proxy form must be delivered to the Company at least 48 hours before the meeting.

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

23. Quorum at General Meetings

23.1 For a General Meeting to be held, at least 10 Members (a quorum) must be present (in person, by proxy or by representative) for the whole meeting. When determining whether a quorum is present, a person may only be counted once (even if that person is a representative or proxy of more than one Member).

23.2 No business may be conducted at a General Meeting if a quorum is not present.

23.3 If there is no quorum present within 30 minutes after the starting time stated in the notice of General Meeting, the General Meeting is adjourned to the date, time and place that the chair specifies. If the chair does not specify one or more of those things, the meeting is adjourned to:

a) if the date is not specified – the same day in the next week

b) if the time is not specified – the same time, and

c) if the place is not specified – the same place.

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

24. Auditor's right to attend meetings

24.1 The auditor (if any) is entitled to attend any General Meeting and to be heard by the Members on any part of the business of the meeting that concerns the auditor in the capacity of auditor.

24.2 The Company must give the auditor (if any) any communications relating to the General Meeting that a Member of the Company is entitled to receive.

25. Representatives of Members

25.1 An incorporated Member may appoint as a representative:

a) one individual to represent the Member at meetings, and

b) the same individual or another individual for the purpose of being appointed or elected as a Director.

25.2 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 chair before the meeting starts.

25.3 A representative has all the rights of a Member relevant to the purposes of the

appointment as a representative.

25.4 The appointment may be standing (ongoing).

26. Using technology to hold meetings

26.1 The Company may hold a General Meeting at two or more venues using any technology that gives the Members as a whole a reasonable opportunity to participate, including to hear and be heard.

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

27. Chair for General Meetings

27.1 The Elected Chair is entitled to chair General Meetings.

27.2 The Deputy Chair is entitled to chair General Meetings if:

a) there is no Elected Chair, or

b) the Elected Chair is not present within 30 minutes after the starting time set for the meeting, or

c) the Elected Chair is present but says they do not wish to act as chair of the meeting.

27.3 The Members Present and entitled to vote at a General Meeting may choose a Director or Member to be the chair for that meeting if:

a) there is no Elected Chair or Deputy Chair, or

b) the Elected Chair and Deputy Chair are not present within 30 minutes after the starting time set for the meeting, or

c) the Elected Chair and Deputy Chair are not present but say they do not wish to act as chair of the meeting.

28. Role of the chair

28.1 The chair 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)).

28.2 The chair does not have a casting vote.

29. Adjournment of meetings

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

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

Members' resolutions and statements

30. Members' resolutions and statements

30.1 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).

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

30.3 A request to distribute a Members' statement must set out the statement to be

distributed and be signed by the Members making the request.

30.4 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.

30.5 The percentage of votes that Members have (as described in clause 30.1) is to be worked out as at midnight before the request or notice is given to the Company.

30.6 If the Company has been given notice of a Members' resolution under clause 30.1 (a) the resolution must be considered at the next General Meeting held more than two months after the notice is given.

30.7 This clause does not limit any other right that a Member has to propose a resolution at a General Meeting.

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

31.1 If the Company has been given a notice or request under clause 30:

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.

31.2 The Company does not need to send the notice of proposed Members' resolution or a copy of the Members' statement to Members if:

a) it is more than 1 000 words long

b) the Directors consider it may be defamatory

c) clause 31.1 (b) applies, and the Members who proposed the resolution or made the request have not paid the Company enough money to cover the cost of sending the notice of the proposed Members' resolution or a copy of the Members' statement to Members, or

d) in the case of a proposed Members' resolution, the resolution does not relate to a matter that may be properly considered at a General Meeting or is otherwise not a valid resolution able to be put to the Members.

Voting at General Meetings

32. Who is eligible to vote

32.1 Each Member has one vote.

32.2 Members are not eligible to vote at a meeting or an election if:

a) their membership has been suspended and has not been restored to active membership at the time of the meeting or election;

b) they owe any fee or other amount due and payable to the Company in respect of their membership of the Company which has not been paid and is more than 2 months overdue

33. Challenge to Member's right to vote

33.1 A Member or the chair may only challenge a person's right to vote at a General Meeting at that meeting.

33.2 If a challenge is made under clause 33.1, the chair must decide whether or not the person may vote. The chair's decision is final.

34. How voting is carried out

34.1 Voting must be conducted and decided by:

a) a show of hands

b) a vote in writing, or

c) another method chosen by the chair that is fair and reasonable in the circumstances.

34.2 Before a vote is taken, the chair must state whether any proxy votes have been received and, if so, how the proxy votes will be cast.

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

34.4 The chair and the meeting minutes do not need to state the number or proportion of the votes recorded in favour or against on a show of hands.

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

35.1 A vote in writing may be demanded on any resolution instead of or after a vote by a show of hands by:

a) at least five Members Present

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

c) the chair.

35.2 A vote in writing must be taken when and how the chair directs, unless clause 35.3 applies.

35.3 A vote in writing must be held immediately if it is demanded under clause 35.1:

a) for the election of a chair under clause 27.3, or

b) to decide whether to adjourn the meeting.

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

36. Appointment of proxy

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

36.2 A proxy must be a Member.

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

a) speak at the meeting

b) vote in a vote in writing (but only to the extent allowed by the appointment), and

c) join in to demand a vote in writing under clause 35.1.

36.4 An appointment of proxy (proxy form) must be signed by the 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.

36.5 A proxy appointment will be for one meeting only.

36.6 Proxy forms must be received by the Company at the address stated in the notice under clause 22.5 (d) or at the Company's registered address at least 48 hours before a meeting.

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

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

a) dies

b) is mentally incapacitated

c) revokes the proxy's appointment, or

d) revokes the authority of a representative or agent who appointed the proxy.

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

37. Voting by proxy

37.1 A proxy is not entitled to vote on a show of hands (but this does not prevent a Member appointed as a proxy from voting as a Member on a show of hands).

37.2 When a vote in writing is held, a proxy:

a) does not need to vote, unless the proxy appointment specifies the way they must vote

b) if the way they must vote is specified on the proxy form, must vote that way, and

c) if the proxy is also a Member or holds more than one proxy, may cast the votes held in different ways.

Directors

38. Number of Directors

The Company must have at least five and no more than nine Directors, comprising:

a) up to seven (7) elected Directors; and

b) as many Directors appointed in accordance with clause 39.5 as required to fill casual vacancies to the elected Director positions should any of the elected positions be vacant; and

c) up to two (2) Appointed Directors in accordance with clause 39.5

39. Election and appointment of Directors

39.1 The initial Directors are the people who have agreed to act as Directors and who are named as proposed Directors in the application for registration of the Company.

39.2 Apart from the initial Directors and Appointed Directors appointed under clause 39 5, the Members may elect a Director by a resolution passed in a General Meeting.

39.3 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.

39.4 A person is eligible for election as a Director of the Company if they:

a) are a Member of the Company, or a representative of a Member of the Company (appointed under clause 25)

b) are nominated by two Members or representatives of Members entitled to vote

c) give the Company their signed consent to act as a Director of the Company, and

d) are not ineligible to be a director under the Corporations Act.

39.5 The Directors may appoint a person as a Director to fill a casual vacancy or as an Appointed Director if that person:

a) is a Member of the Company, or a representative of a Member of the Company (appointed under clause 25)

b) gives the Company their signed consent to act as a director of the Company, and

c) is not ineligible to be a director under the Corporations Act.

39.6 If the number of Directors is reduced to fewer than five 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 five (or higher if required for a quorum) or calling a General Meeting, but for no other purpose.

40. Election of chair or deputy chair

40.1 The Directors must elect a Director, who must be an elected Director, as the Company's Elected Chair after each annual General Meeting.

40.2 The Elected Chair must retire at the end of 2 years of their term but may be re-elected chair to a maximum of three (3) two (2) year terms.

40.3 The Directors must elect a Director, who must be an elected Director, as the Company's Deputy Chair after each annual General Meeting.

40.4 The Deputy Chair must retire at the end of 2 years of their term but may be re-elected as Deputy Chair to a maximum of three (3) two (2) year terms.

41. Term of office

41.1 At the first annual General Meeting half of the initial elected Directors must retire. The elected Directors to retire will be determined by lot unless they otherwise agree between themselves.

41.2 At each annual General Meeting:

a) any Director appointed by the Directors to fill a casual vacancy or as an Appointed Director must retire, and

b) at least one-half of the remaining Directors must retire.

41.3 The Directors who must retire at each annual General Meeting under clause 41.2 (b) will be the Directors who have been longest in office since last being elected. Where Directors were elected on the same day, the Director(s) to retire will be decided by lot unless they agree otherwise between themselves.

41.4 Other than a Director appointed under clause 39.5, a Director's term of office starts at the end of the annual General Meeting at which they are elected and ends at the end of the annual General Meeting at which they retire.

41.5 Each Director must retire at least once every two years.

41.6 A Director who retires under clause 41.2 may nominate for election or re-election, subject to clause 41.7.

41.7 A Director who has held office for a continuous period of six years or more may only be re-appointed or re-elected by a Special Resolution for one more term only.

42. When a Director stops being a Director

A Director stops being a Director if they:

a) give written notice of resignation as a Director to the Company

b) die

c) are removed as a Director by a resolution of the Members

d) stop being a Member of the Company

e) are a representative of a Member, and that Member stops being a Member

f) are a representative of a Member, and the Member notifies the Company that the representative is no longer a representative

g) are absent for [3] consecutive Directors' meetings without approval from the Directors, or

h) become ineligible to be a Director of the Company under the Corporations Act.

Powers of Directors

43. Powers of Directors

43.1 The Directors are responsible for managing and directing the activities of the Company to achieve the purposes set out in clause 8.

43.2 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.

43.3 The Directors must decide on the responsible financial management of the Company including:

a) any suitable written delegations of power under clause 44, and

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

43.4 The Directors cannot remove a Director or auditor. Directors and auditors may only be removed by a Members' resolution at a General Meeting.

44. Delegation of Directors' powers

44.1 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.

44.2 The delegation must be recorded in the Company's minute book.

45. Nominations Committee

45.1 The Board may establish a Nominations Committee as a committee of the Board to assist in identifying, evaluating and recommending candidates for appointment or election to the Board.

45.2 The Nominations Committee must consist of at least three Directors, appointed by resolution of the Board.

45.3 A Director who is standing for re-election at the forthcoming Annual General Meeting is not eligible to serve on the Nominations Committee during that election period.

45.4 This clause 45 is in addition to, and does not limit, the delegation of Director's powers set out in clause 44.

46. Payments to Directors

46.1 The Company must not pay fees to a Director for acting as a Director.

46.2 The Company may:

a) pay a Director for work they do for the Company, other than as a Director, if the amount is no more than a reasonable fee for the work done, or

b) reimburse a Director for expenses properly incurred by the Director in connection with the affairs of the Company.

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

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

47. Execution of documents

The Company may execute a document without using a common seal if the document is signed by:

a) two Directors of the Company, or

b) a Director and the secretary.

Duties of Directors

48. Duties of Directors

The Directors must comply with their duties as directors under legislation and common law (judge-made law), 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 Purpose(s) of the Company set out in clause 8

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 49

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.

49 Conflicts of interest

49.1 A Director must disclose the nature and extent of any actual or perceived material conflict of interest in a matter that is being considered at a meeting of Directors (or that is proposed in a circular resolution):

a) to the other Directors, or

b) if all of the Directors have the same conflict of interest, to the Members at the next General Meeting, or at an earlier time if reasonable to do so.

49.2 The disclosure of a conflict of interest by a Director must be recorded in the minutes of the meeting.

49.3 Each Director who has a material personal interest in a matter that is being considered at a meeting of Directors (or that is proposed in a circular resolution) must not, except as provided under clause 49.4:

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

b) vote on the matter.

49.4 A Director may still be present and vote if:

a) their interest arises because they are a Member of the Company, and the other Members have the same interest

b) their interest relates to an insurance contract that insures, or would insure, the Director against liabilities that the Director incurs as a Director of the Company (see clause 67)

c) their interest relates to a payment by the Company under clause 66 (indemnity), or any contract relating to an indemnity that is allowed under the Corporations Act

d) the Australian Securities and Investments Commission (ASIC) makes an order allowing the Director to vote on the matter, or

e) the Directors who do not have a material personal interest in the matter pass a resolution that:

I. identifies the Director, the nature and extent of the Director's interest in the matter and how it relates to the affairs of the Company, and

II. says that those Directors are satisfied that the interest should not stop the Director from voting or being present.

Directors' meetings

50 When the Directors meet

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

51 Calling Directors' meetings

51.1 A minimum of two Directors may call a Directors' meeting by giving reasonable notice to all of the other Directors.

51.2 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.

52 Chair for Directors' meetings

52.1 The Elected Chair is entitled to chair Directors' meetings.

52.2 The Deputy Chair is entitled to chair Directors' meetings if the Elected Chair is:

a) not present within 30 minutes after the starting time set for the meeting, or

b) present but does not want to act as chair of the meeting.

52.3 The Directors at a Directors' meeting may choose a Director to be the chair for that meeting if the Elected Chair or Deputy Chair are:

a) not present within 30 minutes after the starting time set for the meeting, or

b) present but do not want to act as chair of the meeting.

53 Quorum at Directors' meetings

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

53.2 A quorum must be present for the whole Directors' meeting

54 Using technology to hold Directors' meetings

54.1 The Directors may hold their meetings by using any technology (such as video or teleconferencing) that is agreed to by resolution of the Directors.

54.2 The Directors' agreement may be a standing (ongoing) one.

54.3 A Director may only withdraw their consent within a reasonable period before the meeting.

55 Passing Directors' resolutions

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

56 Circular resolutions of Directors

56.1 The Directors may pass a circular resolution without a Directors' meeting being held.

56.2 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 56.3 or clause 56.4.

56.3 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.

56.4 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.

56.5 A circular resolution is passed when the last Director signs or otherwise agrees to the resolution in the manner set out in clause 56.3 or clause 56.4.

Secretary

57 Appointment and role of secretary

57.1 The Company must have at least one secretary, who may also be a Director.

57.2 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.

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

57.4 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.

Minutes and records

58 Minutes and records

58.1 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.

58.2 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.

58.3 To allow Members to inspect the Company's records:

a) the Company must give a Member access to the records set out in clause 58.1, and

b) the Directors may authorise a Member to inspect other records of the Company, including records referred to in clause 58.2 and clause 59.1.

58.4 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 chair of the meeting, or

b) the chair of the next meeting.

58.5 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.

59 Financial and related records

59.1 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 if required by law.

59.2 The Company must also keep written records that correctly record its operations.

59.3 The Company must retain its records for at least 7 years.

59.4 The Directors must take reasonable steps to ensure that the Company's records are kept safe.

By-laws

60 Bylaws

60.1 The Directors may pass a resolution to make bylaws to give effect to this constitution.

60.2 Members and Directors must comply with bylaws as if they were part of this

constitution.

Notice

61 What is notice

61.1 Anything written to or from the Company under any clause in this constitution is written notice and is subject to clauses 0 to 64, unless specified otherwise.

61.2 Clauses 0 to 64 do not apply to a notice of proxy under clause 36.6.

62 Notice to the Company

62.1 Written notice or any communication under this constitution may be given to the Company, the Directors or the secretary by:

a) delivering it to the Company's registered office

b) posting it to the Company's registered office or to another address chosen by the Company for notice to be provided

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.

63 Notice to Members

63.1 Written notice or any communication under this constitution may be given to a Member:

a) in person

b) by posting it to, or leaving it at the address of the Member in the register of Members or an alternative address (if any) nominated by the Member for service of notices

c) sending it to the email or other electronic address nominated by the Member as an alternative address for service of notices (if any)

d) 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).

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

64 When notice is taken to be given

64.1 A notice:

a) delivered in person, or left at the recipient's address, is taken to be given on the day it is delivered

b) sent by post, is taken to be given on the third day after it is posted with the correct payment of postage costs

c) sent by email or other electronic method, is taken to be given on the business day after it is sent, and

d) given under clause 63.1(d) is taken to be given on the business day after the notification that the notice is available is sent.

Financial year

65 Company's financial year

65.1 The Company's financial year is from 1 July to 30 June, unless the Directors

pass a resolution to change the financial year.

Indemnity, insurance and access

66 Indemnity

66.1 The Company indemnifies each officer of the Company out of the assets of the Company, to the relevant extent, against all losses and liabilities (including costs, expenses and charges) incurred by that person as an officer of the Company.

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

66.3 In this clause, 'to the relevant extent' means:

a) to the extent that the Company is not precluded by law (including the Corporations Act) from doing so, and

b) for the amount that the officer is not otherwise entitled to be indemnified and is not actually indemnified by another person (including an insurer under an insurance policy).

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

67 Insurance

67.1 To the extent permitted by law (including the Corporations Act), and if the Directors consider it appropriate, the Company may pay or agree to pay a premium for a contract insuring a person who is or has been an officer of the Company against any liability incurred by the person as an officer of the Company.

68 Directors' access to documents

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

68.2 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.

Dispute resolution and disciplinary procedures

69 Dispute resolution

69.1 The dispute resolution procedure in this clause applies to disputes (disagreements) under this constitution between a Member or Director and:

a) one or more Members

b) one or more Directors, or

c) the Company.

69.2 A Member must not start a dispute resolution procedure in relation to a matter which is the subject of a disciplinary procedure under clause 70 until the disciplinary procedure is completed.

69.3 Those involved in the dispute must try to resolve it between themselves within 14 days of knowing about it.

69.4 If those involved in the dispute do not resolve it under clause 69.3, 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.

69.5 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 the president of the law institute or society in the state or territory in which the Company has its registered office.

69.6 A mediator chosen by the Directors under clause 69.5 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.

69.7 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.

70 Disciplining Members

70.1 In accordance with this clause, the Directors may resolve to warn, suspend or expel a Member from the Company if the Directors consider that:

a) the Member has breached this constitution, or the Bylaws

b) the Member's behaviour is causing, has caused, or is likely to cause harm to the Company.

70.2 At least 14 days before the Directors' meeting at which a resolution under clause 70.1 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.

70.3 Before the Directors pass any resolution under clause 70.1 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.

70.4 After considering any explanation under clause 70.3 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.

70.5 The Directors cannot fine a Member.

70.6 The secretary must give written notice to the Member of the decision under clause 70.4 as soon as possible.

70.7 Disciplinary procedures must be completed as soon as reasonably practical.

70.8 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.

Winding up

71 Surplus assets not to be distributed to Members

71.1 If the Company is wound up, any Surplus Assets must not be distributed to a Member or a former Member of the Company.

72 Distribution of Surplus Assets

72.1 Subject to the Corporations Act and any other applicable Act, and any court order, any Surplus Assets that remain after the Company is wound up must be distributed to one or more bodies:

a) with purpose(s) similar to, or inclusive of, the Purpose(s) in clause 8

b) which also prohibit the distribution of any Surplus Assets to its Members to at least the same extent as the Company.

72.2 The decision as to the body or bodies 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.