



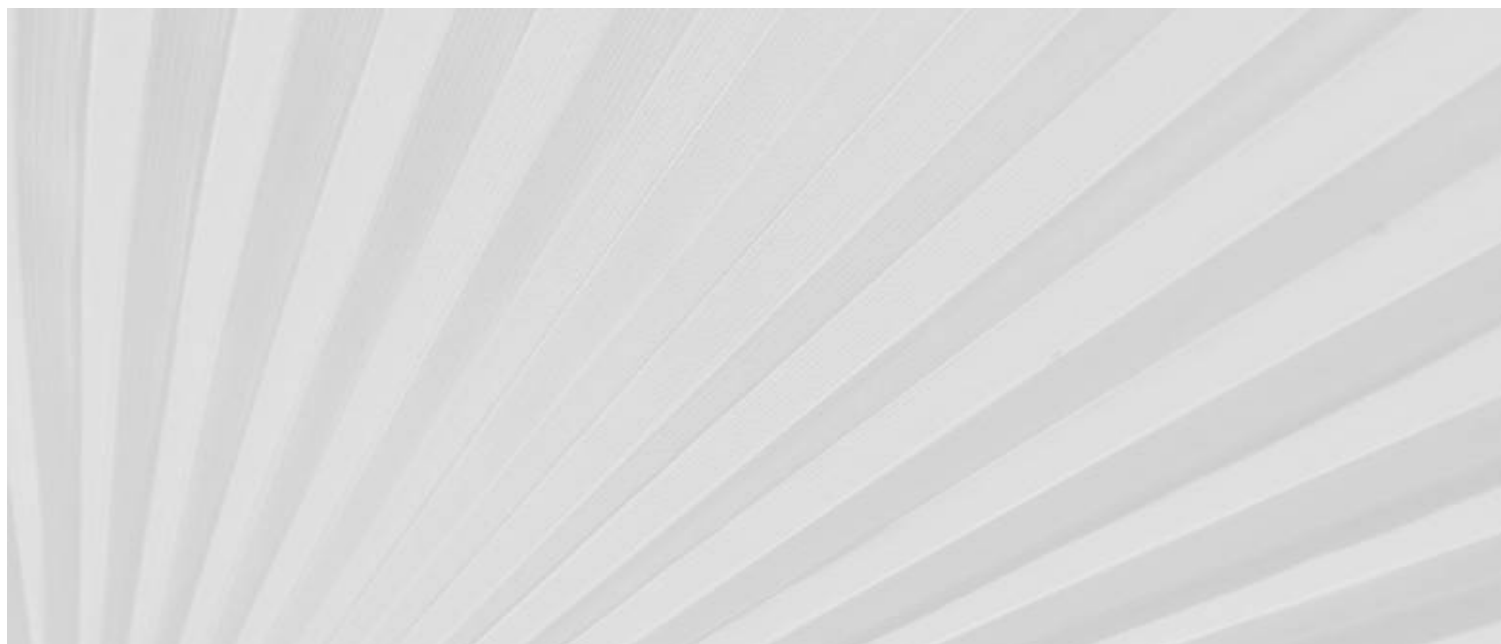
PALMERA

INNOVATING  
FOR SUSTAINABLE  
LIVELIHOODS



# Constitution of Palmera Projects

A company limited by guarantee



**Contents**

- 1. Definitions and interpretation .....1**
  - 1.1 Definitions ..... 1
  - 1.2 Interpretation .....2
- 2. Name.....2**
- 3. Objects .....2**
- 4. Powers of the Organisation .....3**
- 5. Income.....4**
- 6. Palmera Overseas Aid Relief Fund.....5**
  - 6.1 Objects .....5
  - 6.2 Relief Fund Account .....5
  - 6.3 Books and Records .....5
  - 6.4 Receipts .....5
  - 6.5 Public invited to contribute .....5
  - 6.6 Management Committee .....5
  - 6.7 Non-Profit .....6
  - 6.8 Winding up .....6
  - 6.9 Notification of change to the Relief Fund rules .....6
- 7. Membership .....6**
  - 7.1 Membership .....6
  - 7.2 Number and classes of Membership .....6
  - 7.3 Application for Membership .....7
  - 7.4 Admissions to Membership .....7
  - 7.5 Register of Members .....7
  - 7.6 Nominee .....8
  - 7.7 Removal and cessation of Membership .....8
  - 7.8 Membership rights not transferable .....9
- 8. Meetings.....9**
  - 8.1 Annual General Meeting .....9
  - 8.2 General meetings .....9
  - 8.3 Convening meetings .....9
  - 8.4 Notice of general meetings .....9
  - 8.5 Technology ..... 10
  - 8.6 Accidental omission ..... 10
  - 8.7 Adjournment of general meetings ..... 10
- 9. Proceedings at general meetings..... 10**
  - 9.1 Quorum at general meetings ..... 10
  - 9.2 Chairing meetings ..... 10
  - 9.3 Circular resolutions of members ..... 10
  - 9.4 Decisions at meetings ..... 11
  - 9.5 Voting rights of Members ..... 11
  - 9.6 Minutes ..... 12
- 10. The Board..... 12**
  - 10.1 Composition of the Board ..... 12
  - 10.2 Appointment by the Board ..... 12
  - 10.3 Election by general meeting ..... 13
  - 10.4 Term of office ..... 13
  - 10.5 Removal of office ..... 13
  - 10.6 Vacation of office ..... 13
- 11. Powers and duties of the Board ..... 14**
  - 11.1 Governance ..... 14

11.2	Powers of Directors .....	14
<b>12.</b>	<b>Managing Director.....</b>	<b>15</b>
12.1	Appointment and power of Managing Director .....	15
12.2	Retirement and removal of Managing Director .....	15
12.3	Termination of appointment of Managing Director .....	15
<b>13.</b>	<b>Delegation Of Board Powers.....</b>	<b>15</b>
13.1	Power to delegate .....	15
13.2	Power to revoke delegation .....	15
13.3	Terms of delegation .....	16
13.4	Proceedings of committees .....	16
<b>14.</b>	<b>Proceedings of the Board of Directors .....</b>	<b>16</b>
14.1	Board meetings.....	16
14.2	Notice of meeting.....	16
14.3	Calling Board meetings.....	16
14.4	Quorum .....	16
14.5	Resolutions .....	16
14.6	Material personal interest .....	17
<b>15.</b>	<b>Secretary .....</b>	<b>17</b>
15.2	Terms and conditions of office.....	17
15.3	Cessation of Secretary's appointment.....	17
15.4	Removal from office.....	18
15.1	Minutes and books:.....	18
<b>16.</b>	<b>Financial year .....</b>	<b>18</b>
<b>17.</b>	<b>Funds.....</b>	<b>18</b>
<b>18.</b>	<b>Accounts, audit, compliance obligations and records .....</b>	<b>18</b>
18.1	Accounts .....	18
18.2	Audit.....	19
18.3	Compliance obligations.....	19
18.4	Annual report .....	19
18.5	Rights of inspection .....	19
<b>19.</b>	<b>Dissolution/winding up.....</b>	<b>19</b>
<b>20.</b>	<b>Conflict of interest.....</b>	<b>20</b>
<b>21.</b>	<b>Notices .....</b>	<b>21</b>
21.1	Notice to Members.....	21
21.2	Notice to Directors .....	21
21.3	Notice to the Organisation .....	21
21.4	When notice is taken to be given.....	22
21.5	Notice requirements.....	22

# Constitution of Palmera Projects

---

Date

---

## 1. Definitions and interpretation

### 1.1 Definitions

In this Constitution, the following definitions apply:

**Approved Country** means a country declared by the Minister of Foreign Affairs to be a developing country;

**Board** means the Board of Directors of the Organisation as established from time to time under part 10;

**Chairperson** means the person elected from time to time pursuant to the provisions of clause 10.1(e)(i) to perform the duties of a chairperson;

**Organisation** means Palmera Projects (or, subject to the Law, any other name as approved by the Members from time to time) as governed by this Constitution;

**Constitution** means this Constitution as supplemented, substituted or amended from time to time and includes any rules, regulations and by-laws of the Organisation in force;

**Directors** means the Directors of the Organisation appointed under clause 10, and having authority, acting as a body, to act for the Organisation;

**Gifts** means gifts of money property received by the Organisation;

**Law** means the Corporations Act 2001 (Cth) and the Australian Charities and Not-for-Profit Commission Act 2012 (Cth);

**Managing Director** means a managing director appointed under rule 12.1.

**Member** means each person who is recorded as a Member in the Register;

**Membership** means the contractual rights of a person to membership of the Organisation, being the rights attaching to the class of Membership conferred on that person;

**Nominee** means in respect of a Member who is not a natural person, the natural person nominated in accordance with clause 7.6(a) who is authorised to exercise all the rights of that Member under this Constitution;

**Present** when used in relation to a Member at a meeting means present in person, or by proxy;

**Register** means the register of Members of the Organisation maintained pursuant to the Law and clauses 7.5(a) to 7.5(c).

**Relief Fund** means the Palmera Overseas Aid Relief Fund;

**Relief Fund Account** means the Palmera Overseas Aid Relief Fund Account;

**Responsible Person** means a person who has a high degree of responsibility to the community as a whole and includes school principals, judges, clergymen, solicitors, doctors,

accountants and other professional persons, mayors, councillors, town clerks and members of parliament. Generally they are persons who perform a public function or belong to a professional body (such as the Institute of Chartered Accountants in Australia, State Law Societies and Medical Registration Boards) which has a professional code of ethics and rules of conduct;

**Secretary** means the person appointed from time to time pursuant to clause 15(a) to perform the duties of a secretary of the Organisation.

## 1.2 Interpretation

In the interpretation of this Constitution, the following provisions apply unless the context otherwise requires:

- (a) Headings are inserted for convenience only and do not affect the interpretation of this Constitution.
- (b) The replaceable rules contained in the Law shall not, unless expressed in the Law to be mandatory in respect of the Organisation, apply to the Organisation.
- (c) A reference to one gender includes all genders.
- (d) A reference in this Constitution to a business day means a day other than a Saturday or Sunday.
- (e) If the day on which any act, matter or thing is to be done under this Constitution is not a business day, the act, matter or thing must be done on the next business day.
- (f) A reference in this Constitution to any law, legislation or legislative provision includes any statutory modification, amendment or re-enactment, and any subordinate legislation or regulations issued under that legislation or legislative provision.
- (g) A reference to a part or clause is a reference to a part or clause in this Constitution.
- (h) An expression importing a natural person includes any company, trust, partnership, joint venture, association, body corporate or governmental agency.
- (i) Where a word or phrase is given a defined meaning, another part of speech or other grammatical form in respect of that word or phrase has a corresponding meaning.
- (j) References to the word 'include' or 'including' are to be interpreted without limitation.

---

## 2. Name

The name of the organisation is Palmera Projects.

---

## 3. Objects

- (a) The principal object of the Organisation is for the public charitable purpose of providing vulnerable people in developing countries the means to earn sustainable incomes to alleviate poverty, distress, suffering, misfortune, destitution and sickness through non-government humanitarian projects, and for those purposes:
  - (i) to implement and support sustainable development projects which provide the foundation for generating livelihoods in developing countries;

- (ii) to implement and support livelihood and income generation activities and social business opportunities in developing countries;
  - (iii) to provide relief for communities in developing countries affected by natural disasters or emergencies;
  - (iv) to implement development projects in communities that focus on water and sanitation needs;
  - (v) to establish and maintain relationships with non-government organisations in developing countries for the purposes of partnering to deliver the objects of the Organisation;
  - (vi) to promote capacity-building of overseas non-government organisations with whom the Organisation has partnered for the purposes of pursuing its objects;
  - (vii) to educate Australians and the international community about the causes of poverty and encouraging community involvement in alleviating poverty and its causes;
  - (viii) to facilitate knowledge sharing between Australia and developing countries through volunteer contribution in the Organisation's activities;
  - (ix) to provide and encourage capacity building for the Organisation's Members and the broader community who support the Organisation's objects;
  - (x) to actively raise funds for the Organisation to be applied in carrying out any of the activities satisfying any of the objects of the Organisation;
  - (xi) to administer and maintain one or more funds into which all gifts, donations, grants and bequests to the Organisation will be credited;
  - (xii) to establish and maintain networks and close communications with other non-government organisations, government agencies, corporations, entities, associations and professionals that may have related interests to the Organisation; and
  - (xiii) to do all such other things as are incidental or conducive to the attainment of the objects of the Organisation.
- (b) The Organisation will carry out its objects without regard to race, ethnicity, gender, religious or political belief.
  - (c) The objects of the Organisation shall not be carried out for the purposes of profit or gain to its Members.

---

#### **4. Powers of the Organisation**

- (a) The Organisation is a company limited by guarantee under the Law.
- (b) The Organisation has, subject to the Law, power to do all things necessary or convenient to be done for, or in connection with, the performance of its objects.
- (c) The Organisation has both within and outside Australia, all the rights, powers and privileges and the legal capacity of a natural person including, but not limited to, the powers to:

- (i) accept gifts, donations, bequests or assignments made to the Organisation;
- (ii) acquire, hold and dispose of real and personal property;
- (iii) lease the whole or any part of any land or building for the purpose of the Organisation;
- (iv) occupy, use and control any land or building owned or held under lease by any other person and made available to the Organisation;
- (v) enter into contracts and deeds;
- (vi) appoint an attorney or agent with the powers and on the terms the Organisation sees fit;
- (vii) purchase or take on hire, or to accept as a gift or on deposit or loan, and to dispose of or otherwise deal with furnishings, equipment and other goods;
- (viii) manage and invest funds raised by the Organisation on such terms as the Organisation thinks fit; and
- (ix) do anything incidental to any of the Organisation's objects.

---

## 5. Income

- (a) The income and property of the Organisation, however derived, shall, subject to any obligations under the Law and any charitable trust law or any other statutory requirements, be used and applied solely in the promotion of the above-mentioned objects and in the exercise of powers conferred upon it by this Constitution.
- (b) No portion of this income and property shall be distributed, paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to or amongst the Members of the Organisation, the Board and/or the Managing Director.
- (c) The requirement contained in clause 5(b) shall not, however, prevent the payment in good faith of:
  - (i) Subject to approval from the Directors interest (provided it is based on the prevailing rate of interest charged by banks, building societies or credit unions for unsecured loans) to any such Member in respect of moneys advanced by that Member to the Organisation, or otherwise owing by the Organisation to the Member;
  - (ii) Any bona fide, reasonable and proper compensation or remuneration to any officers or servants of the Organisation or other person in return for any services genuinely rendered to the Organisation or for expenses incurred on behalf of the Organisation in the usual course of its business;
  - (iii) the payment or reimbursement of out-of-pocket expenses incurred by any officers or Members of the Organisation where the amount payable does not exceed an amount previously approved by the Directors;
  - (iv) reasonable and proper rent or fees to a Member for premises leased or licensed by any Member to the Organisation; and
  - (v) money to any Member, being a solicitor, accountant or other person engaged in any profession, for all usual professional or other charges for

work done by that person or that person's firm or employer, where the provision of the service has the prior approval of the Directors and the amount payable is approved by the Directors and is not more than an amount which commercially would be reasonable payment for the service.

---

## **6. Palmera Overseas Aid Relief Fund**

### **6.1 Objects**

- (a) The purpose of the Relief Fund is to solicit and receive Gifts towards the carrying out of the objects of the Relief Fund as set out in clause 6.9 below.
- (b) The object of the Relief Fund is to:
  - (i) provide relief to people in an Approved Country; and
  - (ii) to establish and to maintain funds (separate to the Organisation's general funds) to carry out activities which provide relief to people in an Approved Country.

### **6.2 Relief Fund Account**

- (a) The Relief Fund Account will be established to receive all Gifts received by the Organisation. This account must only include any money or property which is a Gift to the Organisation or which is received because of such Gifts including, without limitation, interest received on any monies in the account.
- (b) The Relief Fund Account shall be opened, in the name of the Organisation, in such bank, building society or credit union as the Board may from time to time direct.
- (c) The Relief Fund Account will be operated on a not-for-profit basis.

### **6.3 Books and Records**

The Organisation shall maintain separate books and records for the Relief Fund and the Relief Fund Account.

### **6.4 Receipts**

- (a) All receipts for Gifts must issue in the name of the Relief Fund.
- (b) Receipts issued for Gifts must include:
  - (i) the name of the Relief Fund on behalf of the Organisation;
  - (ii) the fact that the receipt is for a Gift; and
  - (iii) the Australian Business Number of the Organisation.

### **6.5 Public invited to contribute**

The Organisation will invite the general public to make Gifts to the Relief Fund for the purpose of carrying out the objects of the Relief Fund.

### **6.6 Management Committee**

- (a) The Relief Fund is to be managed by a Relief Fund Committee, appointed by the Board.



- (b) The Relief Fund Committee shall not be less than three persons, a majority of whom must be persons having a degree of responsibility to the general community by reason of their occupation or standing in the community.

## **6.7 Non-Profit**

The assets and income of the Relief Fund shall be applied solely in furtherance of its objects and no portion shall be distributed directly or indirectly to the Organisation's Directors, Members or any other persons except as bona fide compensation for services rendered or expenses incurred by such persons on behalf of the Organisation.

## **6.8 Winding up**

On the first occurrence of any of the following:

- (a) The winding up of the Organisation;
- (b) The winding up of the Relief Fund; and
- (c) If the Relief Fund is endorsed by the Commissioner of Taxation under Division 30 of the Income Tax Assessment Act 1997 (Cth), then the revocation of that endorsement,

any surplus assets of the Relief Fund remaining after the payment of liabilities of the Relief Fund shall be transferred to another organisation or fund with similar purposes to which income tax deductible gifts can be made under Division 30 of the Income Tax Assessment Act 1997 (Cth).

## **6.9 Notification of change to the Relief Fund rules**

The Australian Taxation Office must be notified of any alterations made to any rules set out in this document which govern the object and function of the Relief Fund.

---

# **7. Membership**

## **7.1 Membership**

- (a) Membership is open to any person or organisation sharing the same objects of the Organisation.
- (b) The liability of the Members of the Organisation is limited.
- (c) Every Member undertakes to contribute to the assets of the Organisation in the event of the same being wound up whilst he or she is a Member or within one (1) year afterwards for the payment of the debts or liabilities of the Organisation contracted before he/she ceases to be a Member and the costs, charges and expenses of winding up and for the adjustment of the rights of the contributories among themselves such amount as may be required not exceeding ten dollars (10.00) in Australian currency.
- (d) The undertaking referred to in clause 7.1(c) is to be provided by the Member in writing.

## **7.2 Number and classes of Membership**

- (a) The number of Members shall not be less than one (1), nor more than the maximum number (if any) which the Board may from time to time prescribe.

- (b) The Members of the Organisation shall consist of such persons as the Directors shall admit to Membership in accordance with the provisions of this Constitution.
- (c) The Directors may, at any time, establish different classifications of Membership and may prescribe the qualifications, rights and privileges of persons admitted to Membership in, or transferred into, such classifications. In the event that a new class of Membership is created, the qualifications, rights and privileges of that Membership must be approved by a vote of at least 50% of the existing Members.

### **7.3 Application for Membership**

- (a) Applications for Membership shall be made in writing to the Secretary, and shall be in such form and contain such requirements as the Board from time to time prescribes.
- (b) A person applying for Membership who is not a natural person must nominate a natural person to be its Nominee in accordance with clause 7.6(a).
- (c) As soon as practicable after receipt of an application referred to in clause 7.3(a), the Secretary must refer the application, nomination or notice to the Board.

### **7.4 Admissions to Membership**

- (a) On an application for Membership or nomination being referred to the Board, the Board shall determine in its absolute discretion, whether to approve or reject the application or nomination.
- (b) Applicants become Members of the Organisation immediately upon approval by the Board.
- (c) In determining the eligibility of an application for Membership, the Board may take any of the following factors into consideration:
  - (i) Whether the applicant has at least one (1) year of prior involvement with the Organisation's activities;
  - (ii) Whether the applicant has contributed at least twenty (20) hours of voluntary service to the Organisation in the six (6) months preceding the application for Membership;
  - (iii) Whether the applicant shares the same values and objectives as the Organisation;
  - (iv) Whether the applicant is capable of making a sustained contribution to the Organisation.
- (d) The Board may reject an application for Membership if accepting the application for Membership is to be detrimental to the best interests of the Organisation.
- (e) In the event the Board rejects an application for Membership, the Board must give a reason for the rejection of an application, if requested by the applicant.

### **7.5 Register of Members**

- (a) A register of Members must be kept by the Secretary.
- (b) The following details must be entered in the register in respect of each Member as soon as their application for Membership is approved by the Board:
  - (i) The full name of each Member.

- (ii) The address, telephone and email address of the Member or the Nominee, if the Member is not a natural person.
  - (iii) The date of admission to and cessation of Membership.
  - (iv) The class of Membership (if any).
  - (v) Such other information as the Board may require, from time to time.
- (c) Each Member must notify the Secretary in writing of any change in that person's name, address, telephone number or email address within one month after the change.

## **7.6 Nominee**

- (a) A nomination for the purposes of clause 7.3(b) must:
- (i) Be in writing;
  - (ii) Be signed or executed by the body corporate or entity seeking Membership;
  - (iii) Be addressed to the Secretary, or to such other person as the Board shall, from time to time, determine for that purpose; and
  - (iv) Accompany the application referred to in clause 7.3(a).
- (b) A Nominee, nominated pursuant to clauses 7.3(b) and 7.6(a) may be removed or replaced by written notice to the Secretary, signed or executed by the body corporate or entity which nominated that Nominee.
- (c) If the body corporate or entity which nominated a Nominee gives notice to the Secretary that it wishes its Nominee to be removed or replaced, the Secretary will, subject to the approval of the Board in accordance with clause 7.4(a), as soon as practicable, make the appropriate entries in the Register to remove and/or to replace that Nominee.

## **7.7 Removal and cessation of Membership**

- (a) An individual ceases to be an Member if the individual:
- (i) Dies, or
  - (ii) Resigns Membership, or
  - (iii) Is expelled from the Organisation in accordance with clause 7.7(e).
- (b) A corporation ceases to be a Member of the Organisation if the corporation is:
- (i) Dissolved, or
  - (ii) Resigns Membership, or
  - (iii) Is expelled from the Organisation in accordance with clause 7.7(e).
- (c) A Member may resign from Membership by giving one (1) week's written notice (or such other period as the Board may determine from time to time) to the Secretary.
- (d) The resignation of a Member is deemed to take effect on the expiration of the notice period required to be given under rule 7.7(c).

- (e) A Member may be expelled from Membership of the Organisation by the Board, if in the opinion of the Board, after affording such Member an opportunity of offering the Board an explanation of that person's conduct either verbally or in writing as the Board may decide, the conduct of the Member is such as to be detrimental to the best interests of the Organisation.
- (f) The Secretary must provide a Member with at least one week's written notice of their intention to remove the Member from the Register.

## **7.8 Membership rights not transferable**

A right, privilege or obligation which an individual or corporation has by reason of being Member:

- (a) is not capable of being transferred or transmitted to another individual or corporation; and
- (b) will terminate on cessation of that individual's or corporation's Membership.

---

# **8. Meetings**

## **8.1 Annual General Meeting**

The Organisation must, at least once in each calendar year and within the period of five (5) months after the expiration of each financial year of the Organisation, convene an annual general meeting of its Members for the purposes of:

- (a) electing or removing any Directors;
- (b) receiving the financial reports of the Organisation;
- (c) appointing the auditor for the subsequent financial year; and
- (d) such other business as may be properly transacted at the annual general meeting.

## **8.2 General meetings**

All general meetings other than the annual general meeting will be called general meetings.

## **8.3 Convening meetings**

- (a) The Chairperson may, whenever they think fit, call a general meeting.
- (b) Members may requisition a general meeting and must:
  - (i) convey the requisition in writing;
  - (ii) state the resolution to be proposed at the general meeting;
  - (iii) be signed by the Members making the request; and
  - (iv) be given to the Chairperson, or in their absence, the Secretary.
- (c) The Directors are entitled to attend general meetings.

## **8.4 Notice of general meetings**

- (a) Subject to clause 8.4(b), the Secretary shall give at least seven (7) days' notice of all annual general meetings and general meetings to the Board and to the

Members specifying the place, date and time of the meeting and the general nature of the business to be dealt with at the meeting.

- (b) If at least 75% of Members agree, a resolution may be proposed and passed at an annual general meeting or a general meeting of the Organisation of which less than 7 days' notice has been given.

## **8.5 Technology**

The Company may hold a meeting of members at two or more venues using any technology that gives the members as a whole a reasonable opportunity to participate.

## **8.6 Accidental omission**

The accidental omission to give notice of a meeting to or the non-receipt of a notice of a meeting by any Member shall not invalidate the proceedings at any meeting.

## **8.7 Adjournment of general meetings**

- (a) The Chairperson may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting to another time and to another place.
- (b) The only business that may be transacted at any adjourned meeting is the business left unfinished at the meeting from which the adjournment took place.

---

# **9. Proceedings at general meetings**

## **9.1 Quorum at general meetings**

- (a) At general meetings a quorum shall consist of four Members.
- (b) If a quorum is not present within half an hour from the time appointed for the meeting, then the meeting shall be adjourned to a date to be determined at the original meeting called.
- (c) If at such adjourned meeting, called in the circumstances described in clause 9.1(b), a quorum not be present, then those Members attending shall be deemed to be a quorum, provided the number of such Members is not less than three.

## **9.2 Chairing meetings**

The Chairperson shall preside at every general meeting of the Organisation, but if he or she is not present within twenty minutes after the time appointed for the holding of the meeting or is unwilling to act then the Members present shall elect one of their number to chair the meeting by simple majority.

## **9.3 Circular resolutions of members**

- (a) Subject to clause 9.3(c), the Directors may put a resolution to the Members to pass a resolution without a general meeting being held (a circular resolution).
- (b) 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.
- (c) Circular resolutions cannot be used:
  - (i) for a resolution to remove an Auditor, appoint a Director or remove a Director, or

- (ii) where the Corporations Act or this constitution requires a meeting to be held.
- (d) 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 9.3(e) or clause 9.3(f).
- (e) Members may sign:
  - (i) a single document setting out the circular resolution and containing a statement that they agree to the resolution, or
  - (ii) separate copies of that document, as long as the wording is the same in each copy.
- (f) The Organisation 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.

#### **9.4 Decisions at meetings**

- (a) At any general meeting a resolution put to the vote of a meeting must be decided on a show of hands of the Members present unless a poll is demanded by the Chairperson or at least three Members:
  - (i) before that vote is taken; or
  - (ii) before the result is declared; or
  - (iii) immediately after the result is declared.
- (b) The demand for a poll may be withdrawn.
- (c) If a poll is not duly demanded, a declaration by the Chairperson that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book containing the minutes of the proceedings of the Organisation, is conclusive evidence or the fact without proof of the number or proportion of votes recorded in favour of or against the resolution.
- (d) If a poll is duly demanded it must be taken in such manner as the Chairperson directs and the result of the poll is the resolution of the meeting at which the poll is demanded.

#### **9.5 Voting rights of Members**

- (a) Each Member present and voting at any general meeting of the Organisation shall have one vote.
- (b) A Member may appoint another person as their proxy to attend and vote at a general meeting instead of the Member.
- (c) Only a Member may be appointed as a proxy for another Member.
- (d) A proxy appointed pursuant to clause 9.5(c) must be confirmed by the Member in writing and must be provided to the Secretary at the commencement of the general meeting.

- (e) A person attending as a proxy has all the rights of a Member, unless expressly stated to the contrary.
- (f) In the case of an equality of votes, whether by show of hands or on a poll, the Chairperson of the meeting at which the show of hands takes place or at which a poll is demanded is entitled to a second or casting vote.

## **9.6 Minutes**

- (a) The Secretary must cause minutes of all proceedings of special general meetings and Board meetings to be entered within one month after the relevant meeting is held, in a book known as the minute book.
- (b) The Secretary shall ensure minutes are made:
  - (i) of all appointments of office-bearers and Members of the Board;
  - (ii) of the names of all Members of the Board present at all meetings of the Organisation and of the Board;
  - (iii) of all proceedings at all meetings of the Organisation and of the Board.
- (c) The Secretary must cause all minutes to be signed by the Chairperson of the meeting at which proceedings took place or by the Chairperson of the next succeeding meeting.

---

## **10. The Board**

### **10.1 Composition of the Board**

- (a) The Organisation must have at least three (3) and no more than nine (9) Directors, known collectively within the Organisation as the Board.
- (b) A Director need not be a Member.
- (c) Neither the auditor of the Organisation nor any partner, director or employee of the auditor is eligible to act as a Director.
- (d) The majority of Directors cannot be:
  - (i) Members of the Organisation;
  - (ii) the nominee of any single Member;
  - (iii) family members of the same family group; or
  - (iv) staff of the Organisation.
- (e) The Directors may appoint, from among the members of the Board:
  - (i) a Chairperson; and
  - (ii) Deputy Chairperson.

### **10.2 Appointment by the Board**

Subject to this document, and to the number of Directors for the time being fixed under clause 10.1 not being exceeded, the Board may appoint a person to be a Director at any time

except during a general meeting. Any Director so appointed automatically retires at the next annual general meeting and is eligible for election by that general meeting.

### **10.3 Election by general meeting**

Subject to this document, section 201E and to the number of Directors for the time being fixed under clause 10.1 not being exceeded, the Organisation may elect Directors by ordinary resolution. A Director appointed to replace one removed from office under clause 10.5 must retire when the Director replaced would have been required to retire if not removed and is eligible for re-election.

### **10.4 Term of office**

- (a) Each Director shall hold office for a term of one year or until he or she dies or is removed from office, or vacates office in accordance with clause 10.6(a).
- (b) There is no limit on the number of terms a person is eligible to seek election or re-election.

### **10.5 Removal of office**

Whether or not a Director's appointment was expressed to be for a specified period, the Organisation by ordinary resolution, and subject to section 203D, may remove a Director from office.

### **10.6 Vacation of office**

- (a) A vacancy in the office of the Board occurs if a Director:
  - (i) dies;
  - (ii) is not permitted by the Law (or an order made under the Law) to be a director;
  - (iii) becomes disqualified from managing corporations under Law and is not given permission or leave to manage the Organisation under section 206F or 206G of the Corporations Act 2001 (Cth);
  - (iv) becomes bankrupt or insolvent under administration within the meaning of the Law;
  - (v) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
  - (vi) resigns office by notice in writing to the Secretary;
  - (vii) is absent without the consent of the Board from four consecutive meetings of the Board;
  - (viii) is expelled as a Member in accordance with clause 7.7(e);
  - (ix) holds any office of profit under the Organisation;
  - (x) is directly or indirectly interested in any contract or proposed contract with the Organisation which is not approved by the Board;
  - (xi) is removed from office under clause 10.5; and
  - (xii) is a Managing Director and ceases to hold that office.



---

## **11. Powers and duties of the Board**

### **11.1 Governance**

- (a) Subject to this Constitution and the Law, the affairs of the Organisation shall be governed by the Board.
- (b) The Board:
  - (i) shall control and manage the business, strategy and affairs of the Organisation, including by:
    - A. appointing and/or removing the Managing Director of the Organisation;
    - B. approving the strategic plan for the Organisation;
    - C. approving the country strategies for the Organisation;
  - (ii) may exercise all such powers and do all such acts and things as are conferred upon the Organisation by this Constitution which are not (whether under the Constitution or under the Law) directed or required to be exercised or done by the Organisation in general meeting or otherwise;
  - (iii) has the power to perform all such acts and things as appear to the Directors to be essential for the proper management of the business and affairs of the Organisation;
  - (iv) shall provide guidance and direction to the Organisation's Managing Director.

### **11.2 Powers of Directors**

- (a) Except as otherwise provided in this Constitution, and without limiting the generality of clause 11.1(b), the Board:
  - (i) shall have the general control and management of the administration of the affairs, property and funds of the Organisation.
  - (ii) has the power to determine any dispute or matter which may arise from time to time concerning or touching the interpretation of this Constitution or any particular clause, phrase or word contained and the decision of the Board thereon shall be binding on all Members.
  - (iii) may make rules, regulations and by-laws for the conduct, administration and management of the Organisation and may from time to time alter, modify and revoke such rules, regulations and by-laws or make new or additional rules, regulations and by-laws that are not inconsistent with the provisions of this Constitution and the provisions of the Law;
  - (iv) has the power to do all things necessary or convenient to be done for or in connection with the performance of its functions;
  - (v) may invest any funds belonging to or vested in the Organisation;
  - (vi) may from time to time appoint any company, corporation, firm, person or body of persons to be the attorney of the Organisation for such purposes and with such powers, authorities and discretions within the limits of the powers vested in or exercisable by Directors under this Constitution, and

for such period and subject to such conditions as it thinks fit any such power of attorney; and

(vii) may open any banking account and operate the bank account in the ordinary course of business.

(b) All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments and all receipts for money paid to the Organisation shall be signed, drawn, accepted, endorsed or otherwise executed by any two Directors or in such other manner as the Directors may from time to time determine.

---

## **12. Managing Director**

### **12.1 Appointment and power of Managing Director**

The Board may appoint one or more persons to be a Managing Director either for a specified term (but not for life) or without specifying a term. Subject to this document, a Managing Director has all the duties, and can exercise all the powers and rights, of a Director.

The Board may delegate any of the powers of the Board to a Managing Director:

- (a) on the terms and subject to any restrictions the Board decides; and
- (b) so as to be concurrent with, or to the exclusion of, the powers of the Board,

and may revoke the delegation at any time.

This rule does not limit rule 13.

### **12.2 Retirement and removal of Managing Director**

A Managing Director is not subject to automatic retirement under rule 10.2, but (subject to any contract between the Company and that Managing Director) is otherwise subject to the same rules regarding resignation, removal and retirement from office as the other Directors.

### **12.3 Termination of appointment of Managing Director**

The appointment of a Managing Director terminates if:

- (a) the Managing Director ceases for any reason to be a Director; or
- (b) the Board removes the Managing Director from the office of Managing Director (which, without affecting the rights of the Managing Director under any contract between the Company and the Managing Director, the Board has power to do),

whether or not the appointment was expressed to be for a specified term.

---

## **13. Delegation of Board Powers**

### **13.1 Power to delegate**

The Board may delegate any of its powers as permitted by section 198D.

### **13.2 Power to revoke delegation**

The Board may revoke a delegation previously made whether or not the delegation is expressed to be for a specified period.

### **13.3 Terms of delegation**

A delegation of powers under rule 13.1 may be made:

- (a) for a specified period or without specifying a period; and
- (b) on the terms (including power to further delegate) and subject to any restrictions the Board decides.

A document of delegation may contain the provisions for the protection and convenience of those who deal with the delegate that the Board thinks appropriate.

### **13.4 Proceedings of committees**

Subject to the terms on which a power of the Board is delegated to a committee, the meetings and proceedings of committees are, to the greatest extent practical, governed by the rules of this document which regulate the meetings and proceedings of the Board.

---

## **14. Proceedings of the Board of Directors**

### **14.1 Board meetings**

- (a) Meetings of the Board will, unless otherwise determined by the Board, be held at least once every four (4) months at such place and time as the Directors may determine for the dispatch of business.

Meetings may also take place by telephone or audio visual communication systems.

### **14.2 Notice of meeting**

Notice of all Board meetings must be given to each Board Director at least 24 hours before the meeting or at any other time determined by resolution of the Board.

### **14.3 Calling Board meetings**

The Board may meet together for the dispatch of business, adjourn and otherwise appoint and regulate its meetings as it thinks fit. The Chairperson may at any time, and the Secretary must on the requisition of any two Directors, convene a meeting of the Board.

### **14.4 Quorum**

At meetings of Board Members a quorum shall consist of three Directors.

### **14.5 Resolutions**

- (a) Questions arising at any meeting of the Board shall be decided by a majority of votes of those present and a determination by a majority of the Board Directors present shall for all purposes be a resolution of the Board. In case of an equality of votes the Chairperson of the meeting shall have a second or casting vote.
- (b) A resolution in writing signed by all the Directors for the time being entitled to receive notice of a meeting of the Directors and to vote, shall be as valid and effectual as if it had been passed at a meeting of the Directors duly convened and held.
- (c) Any resolution passed in accordance with clause 14.5(b) may consist of identical copies of the document recording the resolution and accompanying information, each signed by one or more Directors.

## **14.6 Material personal interest**

- (a) Unless permitted by the Law, a Director who has a material personal interest in a matter that is to be considered at a Board meeting:
  - (i) must not vote on the matter or be present while the matter is being considered at the meeting; and
  - (ii) must not be counted in a quorum in relation to that matter.
- (b) Clause 14.6(a) does not apply to an interest that the Director has as a Member in common with other Members.
- (c) Each Director must disclose to the Organisation any material contract in which the Director is interested, and must provide the Organisation with the names of the parties to the contract, particulars of the contract and the Director's interest in the contract.
- (d) A Director's failure to make a disclosure under this clause does not render void or voidable a contract in which the Director has an interest.

---

## **15. Secretary**

- (a) The Board:
  - (i) must appoint at least one individual; and
  - (ii) may appoint more than one individual,
- (b) to be a Secretary for a specified term or without specifying a term.
- (c)
- (d) The Secretary may be a Director.
- (e) The Secretary may carry out any act or deed required by this Constitution, the Law or by any other statute to be carried out by the Secretary of the Organisation.

### **15.2 Terms and conditions of office**

A Secretary holds office on the terms (including as to remuneration) that the Board decides. The Board may vary any decision previously made by it in respect of a Secretary.

### **15.3 Cessation of Secretary's appointment**

- (a) The person automatically ceases to be a Secretary if the person:
- (b) is not permitted by Act (or an order made under the Act) to be a secretary of a company;
- (c) becomes disqualified from managing corporations under Part 2D.6 and is not given permission or leave to manage the Company under section 206F or 206G;
- (d) becomes of unsound mind or physically or mentally incapable of performing the functions of that office;
- (e) resigns by notice in writing to the Company; or
- (f) is removed from office under clause 15.4.

## 15.4 Removal from office

The Board may remove a Secretary from that office whether or not the appointment was expressed to be for a specified term.

## 15.1 Minutes and books:

- (a) The Secretary shall keep minutes and books to record:
  - (i) all appointments of Directors and officers;
  - (ii) the names of the Directors present at each meeting of Directors;
  - (iii) all resolutions and proceedings at all meetings of the Members of the Organisation and of the Directors and each committee and of all resolutions determined without meetings; and
  - (iv) of all other matters required by the Law.
- (b) Except in the case of documents deemed to constitute minutes in accordance with the provisions of the Law and resolutions signed in accordance with the provisions of clause 14.5(b), all minutes shall be signed by the Chairperson of the meeting at which the proceedings were held or by the Chairperson of any succeeding meeting.

---

## 16. Financial year

The financial year of the Organisation shall conclude on the 31st of December of each year.

---

## 17. Funds

- (a) All funds of the Organisation which do not constitute Gifts received under part 6 of this Constitution shall be deposited in the name of the Organisation in separate bank, building society or credit union as the Board may from time to time direct.
- (b) Funds raised by means of a fundraising appeal within the meaning of the;
  - (i) Charitable Fundraising Act 1991 in New South Wales;
  - (ii) Fundraising Act 1998 in Victoria;
  - (iii) Collections Act 1966 in Queensland; and
  - (iv) any other relevant authority governing fundraising activities in that State or Territory.

(referred to together and hereafter as the **Relevant State Acts**)

must be maintained in accordance with that Relevant State Act.

---

## 18. Accounts, audit, compliance obligations and records

### 18.1 Accounts

- (a) The Board shall ensure appropriate books of account and record are maintained, including those required to be maintained under the Law and Relevant State Acts.

- (b) All accounts shall be presented to and passed for payment at a meeting of the Board and full details of all such approvals shall be entered in the minute book.

## **18.2 Audit**

- (a) A properly qualified auditor or auditors shall be appointed and their duties shall be regulated in accordance with the provisions of the Law.
- (b) The auditor or auditors for the Organisation shall be elected at the Annual General Meeting. They shall examine all accounts, vouchers, receipts, books, etc., and furnish a report thereon to the Members at the Annual General Meeting.
- (c) Audits shall be conducted at regular intervals of not more than twelve months.
- (d) An auditor shall not be a Member or closely related to a Director.
- (e) Subject to clause 18.2(f), notice of the intention to nominate an auditor to replace the current auditor shall be given to the Secretary at least 21 days before the Annual General Meeting. The Secretary shall send a copy of the nomination to the current auditor at least seven days before the Annual General Meeting. The current auditor shall be entitled to attend the Annual General Meeting and if that person so wishes to be heard at such Annual General Meeting.
- (f) Where the current auditor submits a resignation, or notifies the Secretary of the intention not to seek re-election as auditor, clause 18.2(e) shall not apply.

## **18.3 Compliance obligations**

The Board shall ensure the Organisation complies with its legal and regulatory reporting obligations, including those required under the, the Relevant State Acts and the Law.

## **18.4 Annual report**

The Organisation shall once in each calendar year and within the period of 6 months after the expiration of each financial year, produce an annual report.

## **18.5 Rights of inspection**

- (a) The records, books and other documents of the Organisation shall be open to inspection, free of charge, by a Member of the Organisation at any reasonable hour.
- (b) Any Member seeking access to a copy of the Organisation's accounting records, minutes of general meetings, Board meetings, annual general meetings, special meetings or other documents of the Organisation is to make a written request to the Secretary.
- (c) The Secretary must respond to the request outlined in clause 18.5(a) above within ten (10) days of receipt of the request.

---

## **19. Dissolution/winding up**

- (a) The Organisation shall be dissolved upon the unanimous vote of the Board and two thirds majority of Members present at a general meeting convened to consider such question.
- (b) On the dissolution or winding up of the Organisation, the net assets or property available after satisfying all debts and liabilities must not be paid to or distributed among the Members, but must be given or transferred to:

- (i) one or more bodies corporate, associations, or institutions selected by the Members by resolution at or before the dissolution of the Organisation:
  - A. having similar objects of the Organisation and which is required by its constituent document to apply its income solely towards the promotion of those objects;
  - B. whose constituent document prohibits the distribution of its income and property to no lesser extent than that imposed on the Organisation pursuant to clause 5(b); and
  - C. gifts to which are allowable deductions pursuant to the Income Tax Assessment Act 1997 (Cth); or
- (ii) if there are no bodies corporate, associations or institutions which meet the requirements of clause 19(b)(i), to one or more bodies corporate, associations or institutions selected by the Members by resolution at or before dissolution of the Organisation, the objects of which are the promotion of charity and gifts to which are allowable deductions pursuant to the Income Tax Assessment Act 1997 (Cth); or
- (iii) if the Members do not make a selection pursuant to clause 19(b)(i) or clause 19(b)(ii) for any reason, to one or more bodies corporate, associations or institution meeting the requirements of either clause 19(b)(i) or clause 19(b)(ii) selected by the Board, subject to the Board obtaining court approval pursuant to the Corporations Act to exercise this power.

---

## 20. Conflict of interest

- (a) No Director or Member of the Organisation, or any member of his/her family should accept any gift, entertainment, service, loan, or promise of future benefits from any person who either personally or whose employees might benefit or appear to benefit from such Board or Member's connection with the Organisation, unless the facts of such benefit, gift, service, or loan are disclosed in good faith and are authorized by the Board.
- (b) No Board or Organisation members should perform, for any personal gain, services to any of the Organisation's suppliers of goods or services, as employee, consultant, or in any other capacity which promises compensation of any kind, unless the fact of such transaction or contracts are disclosed in good faith, and the Board authorises such a transaction.
- (c) No Board or Organisation Member or any member of his/her family should have any beneficial interest in, or substantial obligation to any of the Organisation's supplies of goods or services or any other organisation that is engaged in doing business with or serving the Organisation unless it has been determined by the Board, on the basis of full disclosure of facts, that such interest does not give rise to a conflict of interest.
- (d) Any matter of question or interpretation that arises relating to clauses 20(a), 20(b) and 20(c) should be referred to the Chairperson for decision and/or for referral to the Board for decision, where appropriate.

---

## **21. Notices**

### **21.1 Notice to Members**

- (a) The Organisation may give Notice to a Member by any of the following means in the Board's discretion:
  - (i) delivering it to that Member or person;
  - (ii) delivering it or sending it by post to the address of the Member in the Register or the alternative address (if any) nominated by that Member for that purpose;
  - (iii) sending it to the fax number or electronic address (if any) nominated by that Member or person for that purpose;
  - (iv) if permitted by the Corporations Act, notifying that Member of the notice's availability by an electronic means nominated by the Member for that purpose; or
  - (v) any other means permitted by the Corporations Act.
- (b) The Organisation must send all documents to a Member whose address for Notices is not within Australia by air-mail, air courier, fax or electronic transmission.

### **21.2 Notice to Directors**

- (a) The Organisation may give Notice to a Director by:
  - (i) delivering it to that person;
  - (ii) sending it by post to the usual residential address of that person or the alternative address (if any) nominated by that person for that purpose;
  - (iii) sending it to the fax number or electronic address (if any) nominated by that person for that purpose; or
  - (iv) any other means agreed between the Organisation and that person.

### **21.3 Notice to the Organisation**

- (a) A person may give Notice to the Organisation by:
  - (i) delivering it or sending it by post to the registered office of the Organisation;
  - (ii) delivering it or sending it by post to a place nominated by the Organisation for that purpose;
  - (iii) sending it to the fax number at the registered office of the Organisation nominated by the Organisation for that purpose;
  - (iv) sending it to the electronic address (if any) nominated by the Organisation for that purpose; or
  - (v) any other means permitted by the Corporations Act.



## **21.4 When notice is taken to be given**

- (a) A Notice sent by post or air-mail is taken to be given on the day after the date it is posted.
- (b) A Notice sent by fax or other electronic transmission is taken to be given when the transmission is sent provided that in the case of notice to the Organisation or a Director, the sender meets any action required by the recipient to verify the receipt of the document by the recipient.
- (c) A Notice given in accordance with clause 21.1(a)(iv) is taken to be given on the day after the date on which the Member is notified that the Notice is available.
- (d) A certificate by a Director or Secretary to the effect that a Notice by the Organisation has been given in accordance with this Constitution is conclusive evidence of that fact.

## **21.5 Notice requirements**

- (a) The Board may specify, generally or in a particular case, requirements in relation to Notices given by any electronic means, including requirements as to:
  - (i) the classes of, and circumstances in which, Notices may be sent;
  - (ii) verification (whether by encryption code or otherwise); and
  - (iii) the circumstances in which, and the time when, the Notice is taken to be given