



CONSTITUTION OF THE ORDER OF AUSTRALIA ASSOCIATION

Australian Business Number (ABN) 40 008 612 664

A company limited by guarantee
As at 28th February 2020

RECORD OF AMENDMENTS Number	Detail	Approve/Reject	AGM Date

Foreword

The Australian system of honours and awards was established in 1975. At this time The Queen approved the institution of the Order of Australia: 'an Australian society of honour for according recognition to Australian citizens and other persons for achievement or meritorious service'.

The Queen is the Sovereign Head of the Order of Australia and the Governor-General is the Principal Companion and as Chancellor is charged with the administration of the Order.

For several years after the establishment of the Order of Australia in 1975, awardees had been holding informal gatherings, initially in Victoria in 1978, followed quickly by NSW in the following year. Their success led to a group from NSW approaching Sir Zelman Cowan the Governor General with a proposal to form a national Association with State and Territory Branches. With Sir Zelman's strong support this occurred, with the Order of Australia Association being officially founded in Canberra on Saturday 26 January 1980. Since that time the Governors-General have graciously agreed to be the Patron of the Association, which by the end of 2019 had over 8,000 members.

The Order of Australia Association was established in 1980 as an Association within the Australian Capital Territory governed by Articles of Association.

In 1986 the Association was reconstituted as a Company Limited by Guarantee within the Australian Capital Territory register of the then National Companies and Securities Commission; governed by a Memorandum of Association.

In 2012 the Memorandum of Association, as amended, was replaced by a formal Constitution.

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Preliminary

1. Name of the company

The name of the company is The Order of Australia Association [Ltd] (the company).

2. Type of company

The company is a not-for-profit public company limited by guarantee which is established to be and remain a charity.

2.1. Company structure.

The company is structured to include the following components:

- (a) a National Board (the Board);
- (b) a Branch in each State and Territory of the Commonwealth of Australia;
- (c) within each Branch, as considered appropriate and desirable, geographic-based Regional Groups;
- (d) a Regional Group in designated overseas locations; and
- (e) such other groups as are authorised by the Board of the company from time to time.

These structural components have no legal identity in their own right separate from the company and are to be governed and managed by the terms of this constitution and any by-laws, policies and other determinations approved by the Board of the company from time to time.

3. Limited liability of members

The liability of members is limited to the amount of the guarantee in clause 4.

4. The guarantee

if the company is wound up while the member is a member, or within 12 months after they stop being a member, they must contribute an amount not more than \$10 (the guarantee) to the property of the company. This contribution is required to pay for the:

- (a) debts and liabilities of the company incurred before the member stopped being a member, or
- (b) costs of winding up.

5 Definitions

In this constitution and associated by-laws:

ACNC Act means the *Australian Charities and Not-for-profits Commission Act 2012* (Cth).

Auditor means a person qualified to act as the auditor of the company and appointed to that office under clause 28.1.

Branch Nominated Director means a director elected in accord with clause 43.4 (b).

By-laws means the by-laws of the company made pursuant to clause 66 for the purpose of the proper control, administration and management of the affairs of the company.

Company means the company referred to in clause 1.

Company Secretary means the member elected to that office under clause 59.

Corporations Act means the *Corporations Act 2001* (Cth).

Director means a member elected as director of the company under clause 43.

Executive Director means the National Chairman, National Deputy Chairman, Company Secretary (if a director), National Treasurer and National Membership Director appointed in accord with clause 43.4 a).

Honorary member means any person appointed by a meeting of the company for outstanding service to the company under clause 18.

National general meeting means a meeting of members called by the directors or by the members pursuant to clauses 23 and 24.

National annual general meeting means a meeting of members referred to in clause 25.1.

Member means any person referred to in clause 16 and includes Honorary members.

Member present means, in connection with a general meeting, a member present in person or by proxy at the venue or venues for the meeting.

National Chairman means the director elected to that office under clause 43.4(a)

National Deputy Chairman means the director elected to that office under clause 43.4(a).

National Membership Director means the member elected under clause 43.4(a)

National Treasurer means the member elected to that office under clause 43.4(a).

Proxy means a member who has been authorised in writing to vote on behalf of another member at a general meeting'

Regional Group means a group of members established in a defined geographical area.

Registered charity means a charity that is registered under the ACNC Act.

Special resolution means a resolution:

- i. of which notice has been given under clause 26.5(c), and
- ii. that has been passed by at least 75% of the written votes cast by members present and entitled to vote on the resolution, and

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

The Order of Australia means the system of awards established on 14th February 1975 by letters patent of Queen Elizabeth II of Australia subsequently amended, to recognise Australian citizens and other persons for achievement or meritorious services.

(Note: These definitions may be amended from time to time.)

6. Reading this constitution with the Corporations Act

- 6.1 The replaceable rules set out in the Corporations Act do not apply to the company.
- 6.2 While the company is a registered charity, the ACNC Act and the Corporations Act override any clauses in this constitution which are inconsistent with those Acts.
- 6.3 If the company is not a registered charity (even if it remains a charity), the Corporations Act overrides any clause in this constitution which is inconsistent with that Act.
- 6.4 A word or expression that is defined in the Corporations Act or used in that Act and covering the same subject, has the same meaning as in this constitution.

7. Interpretation.

In this constitution:

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- (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).

Charitable purposes and powers

8. Purpose:

The charitable purpose of the company is to celebrate and promote outstanding Australian citizenship.

8.1 Objects.

The company's objects are:

- to raise public awareness about the Order of Australia and promote high quality nominations for honours and awards that reflect the diversity of the Australian community;
- to support young Australians as they prepare for their careers and encourage them in service to the nation; and
- to provide opportunities for recipients of honours and awards in the Order of Australia to build networks with other recipients.

9. Powers

Subject to clause 10, the company has the following powers, which may only be used to carry out its purpose set out in clause 8:

- (a) the powers of an individual, and
- (b) all the powers of a company limited by guarantee under 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 clauses 10.2 and 77.

10.2 Clause 10.1 does not stop the company from doing the following things, provided they are done in good faith:

- (a) paying a member for goods or services they have provided or expenses they have properly incurred at fair and reasonable rates or rates more favourable to the company, or
- (b) making a payment to a member for expenses incurred in carrying out the company's charitable purpose e.g. travel expenses.

11. Amending the Constitution

11.1 Subject to clause 11.2, the members may amend this constitution by passing a special resolution at a national general meeting. Not less than 75% of eligible votes cast in person or by proxy are necessary for the special resolution to be carried.

11.2 The members must not pass a special resolution that amends this constitution if passing it causes the company to no longer be a charity.

Patron

12. Appointment

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- 12.1 The directors shall invite the Governor General of Australia to accept the offer of Patron.
- 12.2 Upon accepting the invitation to hold the office of Patron, the Governor General shall remain in the office of Patron until the conclusion of their term as Governor General.
- 12.3 Should the Governor General decline the offer, the directors shall appoint a suitable person to the office of Patron until:
 - (a) the conclusion of the term of office of the then Governor General, or
 - (b) they die, or
 - (c) they resign the office in writing to the company, or
 - (d) they are removed from office of Patron by decision of the directors.

Members

13. Membership and register of members

- 13.1 The members of the company are any persons who are eligible and accept the invitation to be members in accordance with this constitution.
- 13.2 The company must establish and maintain a register of members. The register of members must be kept by the National Membership Director and must contain:
 - (a) for each current member:
 - i. name,
 - ii. current address, and
 - iii. date the member was entered on the register.
 - (b) for each person who stopped being a member in the last 7 years:
 - i. name,
 - ii. address, and
 - iii. dates the membership started and ended.
- 13.3 Access by current members to the membership register will be in accord with the company's privacy policy (clause 62.3).
- 13.4 Information that is accessed from the register of members must only be used in a manner relevant to the interests or rights of members.

14. Who can be a member

- 14.1 A person who has been recognised by an appointment or award within the Order of Australia and supports the purposes of the company is eligible to be invited to be a member of the company under clause 15.
- 14.2 In this clause, 'person' means an individual.

15. How to apply to become a member

- 15.1 A person (as defined in clause 14.2) may apply to become a member of the company by completing an application, and by submitting the application and the selected membership fee to the company. By submitting the application the person:
 - (a) accepts the invitation to become a member,
 - (b) supports the purpose of the company, and
 - (c) agrees to comply with the company's constitution, by-laws, policies and other determinations including paying the guarantee under clause 4 if required.
- 15.2 An application need not state the matters listed in clauses 15.1(a), 15.1(b) or 15.1(c). In that case, by applying to be a member, the applicant agrees to those three matters.

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- 15.3 Once an application is received and the membership fee cleared, the National Membership Director must, as soon as possible, ensure action is taken to:
- (a) enter the new member on the register of members, and
 - (b) notify them that their application has been received and the date that their membership started (see clause 16), and
 - (c) advise the relevant Branch Secretary.

16. When a person becomes a member

An applicant becomes 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 the person:

- (a) dies;
- (b) resigns by writing to the National Membership Director;
- (c) is removed from the Order (forfeiture)
- (d) is expelled under clause 22;
- (e) has not responded within six months to a written request from the National Membership Director (or delegate) that they confirm in writing that they want to remain a member and pay the membership fee owing; or
- (f) has been or is convicted of a criminal or civil offence.

18. Honorary members

18.1 Only one honorary member can be appointed per year.

18.2 These members are exempt from paying a membership fee.

18.3 A member so appointed remains an honorary member until the person:

- (a) dies,
- (b) resigns, by writing to the National Membership Director,
- (c) is expelled under clause 22, or
- (d) has been or is convicted of a criminal or civil offence.

19. Affiliate status

19.1 A Branch may invite applications for eligible persons to be granted affiliate status.

19.2 Affiliates do not have membership rights.

Complaints

20. Complaint management

The company will maintain a complaints policy and make details publically available. If a member wishes to make a complaint to or about the company this must be made in writing using the process set out in the company's policy. All complaints are to be managed in accordance with the complaints policy.

Dispute resolution and disciplinary procedures

21. Dispute resolution

21.1 This clause applies to disputes and disagreements under this constitution between a member or director and:

- (a) one or more members,
- (b) one or more directors, or
- (c) the company.

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21.2 A member must not start a dispute resolution procedure in relation to a matter which is the subject of a disciplinary procedure under clause 22 until the disciplinary procedure is completed.

21.3 The company will maintain a dispute resolution policy and make details publically available. All disputes are to be managed and resolved in accordance with this policy.

22. Disciplining members

22.1 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
- (b) the member's behaviour is causing, has caused, or is likely to cause harm to the company and/or a member(s).

22.2 The company will maintain a disciplinary policy and make details publically available. All discipline matters are to be managed in accordance with this policy.

General meetings of members

23. National general meetings called by directors

23.1 The directors may call a national general meeting.

23.2 If members with at least 5% of the votes that may be cast at a national general meeting make a written request to the company for a national general meeting to be held, the directors must:

- (a) within 21 days of the members' request, give all members notice of a national general meeting, and
- (b) hold the national general meeting within 2 months of the members' request.

23.3 The percentage of votes that members have (in clause 23.2) is to be calculated as at the midnight before the members request the meeting.

23.4 The members who make the request for a national 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.

23.5 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.

24. National general meetings called by members

24.1 If the directors do not call a meeting within 21 days of being requested under clause 23.2, 50% or more of the members who made the request may call and arrange to hold a national general meeting.

24.2 To call and hold a meeting under clause 24.1 the members must:

- (a) as far as possible, follow the procedures for national general meetings set out in this constitution,
- (b) call the meeting using the offices of the Company Secretary to provide notice to all members on the company's membership register at no cost to the members making the request, and
- (c) hold the meeting within three months after the request was given to the company.

24.3 The company must pay the members who request the national general meeting any reasonable expenses they incur because the directors did not call and hold the meeting.

25. National annual general meeting

- 25.1 A national general meeting, called the national annual general meeting, must be held once every year.
- 25.2 Even if these items are not set out in the notice of meeting, the business of a national annual general meeting is to include:
- (a) a review of the company's activities,
 - (b) a review of the company's finances,
 - (c) the auditor's report,
 - (d) advice of the appointment of directors, and
 - (e) the appointment and payment of auditors.
- 25.3 All other items of business at a national annual general meeting are to be conducted by special resolution. No motions or items of business will be accepted from the floor on the day.
- 25.4 Before or at the national annual general meeting, the directors must give information to the members on the company's activities and finances in the previous financial year of the company.
- 25.5 The chairman of the national annual general meeting is the President or, if unavailable, the National Chairman.
- 25.6 The chairman of the national annual general meeting must give members a reasonable opportunity at the meeting to ask questions or make comments about the management of the company.

26. Notice of national general meetings

- 26.1 Notice of a national general meeting must be given to:
- (a) each member entitled to vote at the meeting,
 - (b) each director, and
 - (c) the auditor.
- 26.2 Notice of a national general meeting must be provided in writing at least 21 days before the meeting.
- 26.3 Subject to clause 26.4, notice of a national general meeting may be provided less than 21 days before the meeting if:
- (a) for a national annual general meeting, all the members entitled to attend and vote at the national annual general meeting agree beforehand, or,
 - (b) for any other national general meeting, members with at least 95% of the votes that may be cast at the meeting agree beforehand.
- 26.4 Notice of a national general meeting cannot be provided less than 21 days before the meeting if a resolution will be moved to:
- (a) remove a director, or
 - (b) remove an auditor.
- 26.5 Notice of a national 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;

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- ii. the proxy form must be delivered to the company at its registered address, or the address (including an electronic address) specified in the notice of the meeting; and
- iii. the proxy form must be delivered to the company at least 5 working days before the meeting.

26.6 If a national general meeting is adjourned for one month or more, the members must be given new notice of the resumed meeting.

27. Quorum at general meetings

27.1 For a national general meeting to be held, at least 50 members or 10% of the membership, whichever is less, must be present (in person or by proxy) for the whole meeting. When determining whether a quorum is present, each proxy counts as one person.

27.2 No business may be conducted at a national general meeting if a quorum is not present.

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

- (a) if the date is not specified – the same day in the next week,
- (b) if the time is not specified – the same time, and
- (c) if the place is not specified – the same place.

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

28. Auditor

28.1 An auditor of the company shall be appointed at a national annual general meeting of the company.

28.2 The auditor shall remain in office until:

- (a) the conclusion of the next annual meeting, or
- (b) is removed by a members' resolution at a national general meeting, or
- (c) the auditor resigns, or dies.

28.3 The auditor is entitled to attend any national general meeting and to be heard by the members on any part of the business of the meeting that concerns the auditor in the capacity of auditor.

28.4 The company must give the auditor any communications relating to the national general meeting that a member of the company is entitled to receive.

29. Using technology to hold meetings

29.1 The company may hold a national general meeting at two or more venues using any technology that gives the members a reasonable opportunity to participate, including to hear and be heard.

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

30. Chairman for national general meetings

30.1 The National Chairman is entitled to chair national general meetings except as in clause 25.5.

30.2 The members present and entitled to vote at a national general meeting may choose a director or member to be the chairman for that meeting if:

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- (a) the National Chairman is not present within 30 minutes after the starting time set for the meeting, or
- (b) the National Chairman is present but says they do not wish to act as chairman of the meeting.

31. Role of the chairman

- 31.1 The chairman is responsible for the conduct of the national general meeting, and for this purpose must give members a reasonable opportunity to make comments and ask questions (including to the auditor).
- 31.2 The chairman has a casting vote in addition to a deliberative one in the event of a tied vote.

32. Adjournment of meetings

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

Members' resolutions and statements

33. Members' resolutions and statements

- 33.1 Members with at least 5% of the votes that may be cast on a resolution may give:
 - (a) a written notice to the company of a resolution they propose to move at a national 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 national general meeting (members' statement).
- 33.2 Such notice or requests shall be submitted to the company no later than 60 days prior to any scheduled national general meeting or national annual general meeting.
- 33.3 A notice of a members' resolution must set out the wording of the proposed resolution and be signed by the members proposing the resolution.
- 33.4 A request to distribute a members' statement must set out the statement to be distributed and be signed by the members making the request.
- 33.5 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.
- 33.6 The percentage of votes that members have (as described in clause 33.1) is to be worked out as at the midnight before the request or notice is given to the company.
- 33.7 If the company has been given notice of a members' resolution under clause 33.1(a) the resolution must be considered at the next national general meeting held not more than three months after the notice is given.
- 33.8 This clause does not limit any other right that a member has to propose a resolution at a national general meeting.

34 Company must give notice of proposed resolution or distribute statement

- 34.1 If the company has been given a notice or request under clause 33:
 - (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 national general meeting, the members may pass a resolution that the company will pay these expenses.
- 34.2 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 (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 national general meeting or is otherwise not a valid resolution able to be put to the members.

Voting at general meetings

35. How many votes a member has

Each member has one vote.

36 Challenge to member's right to vote

36.1 A member or the chairman may only challenge a person's right to vote at a general meeting at that meeting.

36.2 If a challenge is made under clause 36.1, the chairman must decide whether or not the person may vote. The chairman's decision is final.

37 How voting is carried out

37.1 Voting must be conducted and decided by one of the following methods:

- (a) a show of hands,
- (b) a ballot, or
- (c) another method chosen by the chairman that is fair and reasonable in the circumstances.

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

37.3 When voting is by show of hands the chairman may appoint a teller.

37.4 On a show of hands, after a count, the chairman's decision is conclusive evidence of the result of the vote.

37.5 The meeting minutes are to state the number or proportion of the votes recorded in favour or against on a show of hands.

38 When and how a vote in writing must be held

38.1 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;

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- (b) members present with at least 5% of the votes that may be passed on the resolution on the vote in writing (calculated as at the midnight before the vote is demanded); or
 - (c) the chairman.
- 38.2 A vote in writing must be taken when and how the chairman directs, unless clause 38.3 applies.
- 38.3 A vote in writing must be held immediately if it is demanded under clause 38.1. to decide whether to adjourn the meeting.
- 38.4 A demand for a vote in writing may be withdrawn.
- 38.5 A vote in writing must be held for each special resolution.
- 38.6 When an election is held:
 - (a) a Returning Officer is to be appointed , and
 - (b) those members standing for election have the right to appoint a scrutineer.

39 Appointment of proxy

- 39.1 A member may appoint a proxy to attend and vote at a national general meeting on their behalf.
- 39.2 A proxy must be a member.
- 39.3 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 38.1.
- 39.4 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.
- 39.5 A proxy appointment is not a standing (ongoing) appointment.
- 39.6 Proxy forms must be received by the company at the address stated in the notice under clause 26.5 (d) (ii) or at the company's registered address at least five working days before a meeting.
- 39.7 A proxy does not have the authority to speak and vote for a member at a meeting while the member is at the meeting.
- 39.8 Unless the company receives written notice before the start or resumption of a national 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, or
 - (c) revokes the proxy's appointment.
- 39.9 A proxy appointment may specify the way the proxy must vote on a particular resolution.

40 Voting by proxy

- 40.1 A member appointed as a proxy can vote on a show of hands unless the proxy holds two or more appointments that specify different ways of voting. (This does not prevent a member appointed as a proxy from voting as a member on a show of hands.)

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40.2 . When a vote in writing is held, a proxy:

- (a) shall vote in the manner specified on the proxy form, and
- (c) if also a member, or holds more than one proxy, may cast the votes in different ways.

President

41 Role.

41.1 The company may appoint a President for a three-year term with no extension.

41.2 The President's role is to:

- (a) provide broad policy advice as appropriate to the National Chairman, Board and Executive Committee on matters related to the development and organisation of the company,
- (b) represent the company at the vice-regal and government level as appropriate,
- (c) together with the National Chairman, represent the company and its values within the Australian community, and
- (d) chair the national annual general meeting of the company.

41.3 The President is not a member of the Board but has the right to attend (*ex-officio*) meetings of the Board, the national annual general meeting and the Executive Committee.

Directors

42 Number of directors

42.1 The company will have no more than 13 directors who will constitute the Board. The directors comprise:

- (a) five Executive Directors: the National Chairman, the National Deputy Chairman, the Company Secretary (if position occupied by a director), the National Treasurer and the National Membership Director; and
- (b) eight Branch Nominated Directors: directors elected by each of the branches of the company.

43 Election and appointment of directors

43.1 All financial members of the company are eligible to nominate a member to the office of director.

43.2 A person is eligible for election as a director of the company if they:

- (a) are a member of the company,
- (b) are nominated by two members entitled to vote,
- (c) give the company their signed consent to act as a director of the company, and
- (d) meet the eligibility criteria specified in the Corporations Act or the ACNC Act to be a director.

43.3 Prior to elections the eligibility of all nominees for a director's position must be assessed (Clause 43.2) even in cases where there is only a single nomination for a vacant position.

43.4 Directors are elected and appointed as follows:

- (a) Executive Directors: Branch Nominated Directors elect the Executive Directors from among the eligible nominations at the Board meeting prior to the company's national annual general meeting.

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(b) Branch Nominated Directors are elected by members registered with their respective Branch at the Branch annual general meeting.

43.5 Each of the directors must be appointed by a separate resolution.

43.6 The directors may appoint a person as a director to fill a casual vacancy if that person:

- (a) is a member of the company,
- (b) gives the company their signed consent to act as a director of the company, and
- (c) meets the eligibility criteria specified in the Corporations Act or the ACNC Act to be a director.

43.7 If the number of directors is reduced to fewer than seven 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 seven (or higher if required for a quorum) or calling a national general meeting, but for no other purpose.

43.8 Should a Branch Nominated Director be elected as an Executive Director, the Committee of that Branch shall appoint another Branch member to fill the casual vacancy until the next Branch Annual General Meeting.

44 Term of office

44.1 The term of office for directors is three years with the maximum number of consecutive terms being three.

44.2 A director appointed to fill a casual vacancy, or one who has completed a three-year term, must retire as follows:

- (a) an Executive Director, at the conclusion of the national annual general meeting, and
- (b) Branch Nominated Director, at the conclusion of the Branch annual general meeting.

44.3 A director who retires under clause 44.2 may be nominated for election or re-election, subject to clause 44.4.

44.4 A director who has held office for a continuous period of nine years or more may only be re-elected by a special resolution at a national general meeting. However they may stand for election again after one year's break.

44.5 Other than for a director appointed to fill a casual vacancy, once written notification of appointment is received by the Company Secretary, a director's term of office begins as follows:

- (a) an Executive Director, at the completion of the national annual general meeting, and
- (b) a Branch Nominated Director, at the completion of the Branch annual general meeting.

45 When a director ceases being a director

A director ceases to hold office if the director:

- (a) gives written notice of resignation as a director to the company;
- (b) dies;
- (c) retires at the completion of a term as a director without being re-elected;
- (d) is removed as a director by a resolution of the members at a general meeting; in the case of an Executive Director by the national membership and for a director elected by a Branch, by that Branch membership;
- (e) ceases to be a member of the company;

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- (f) fails to attend three consecutive directors' meetings without the consent of the directors; or
- (g) becomes ineligible to be a director of the company under the Corporations Act or the ACNC Act.

Powers of directors

46 Powers of Directors

- 46.1 The directors are responsible for managing and directing the activities of the company to achieve the purpose set out in clause 8.
- 46.2 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.
- 46.3 The directors must decide on the responsible financial management of the company including:
 - (a) any suitable written delegations of power under clause 46, and
 - (b) how money will be managed, such as how electronic transfers, negotiable instruments or cheques must be authorised and signed or otherwise approved.
- 46.4 The directors cannot remove a director (clause 45 (d)) or an auditor (clause 28.2 (b)).

47 Delegation of directors' powers

- 47.1 The directors may delegate any of their powers and functions to a committee, a working party, a director, an employee of the company or any other person, as they consider appropriate. Other than minor matters, any decisions should be ratified at the next Board meeting.
- 47.2 The delegation must be recorded in the company's minute book.

48 Payments to directors

- 48.1 The company must not pay fees to a director for acting as a director.
- 48.2 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 e.g. travel and accommodation.
- 48.3 Any payment made under clause 48.2(a) must be approved by the directors.
- 48.4 The company may pay premiums for insurance indemnifying directors and other officers of the company, as allowed for by law (including the Corporations Act) and this constitution.

49 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 Company Secretary (if the Company Secretary is not a director).

Duties of directors

50 Duties of directors

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The directors must comply with their duties as directors under legislation and common law (judge-made law), the company's board charter and with the duties described in Governance Standard Five of the regulations made under the ACNC Act which are:

- (a) to exercise their powers and discharge their duties with the degree of care and diligence that a reasonable individual would exercise if they were a director of the company,
- (b) to act in good faith in the best interests of the company and to further the charitable purpose 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 51,
- (f) to ensure that the financial affairs of the company are managed responsibly, and
- (g) not to allow the company to operate while it is insolvent.

51. Conflicts of interest

51.1 A director must disclose the nature and extent of any actual or perceived material conflict of interest 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 directors have the same conflict of interest, to the members of the company at the next national general meeting, or at an earlier time if reasonable to do so.

51.2 The company will maintain a conflict of interest policy and must make details publically available. All conflicts of interest must be managed in accordance with this policy.

Directors' meetings

52 When the directors meet

The directors may decide how often, where and when they meet but must meet at least four times a year.

53 Calling directors' meetings

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

53.2 A director may give notice in writing or by any other means of communication that has previously been agreed to by all the directors.

54. Chairman for directors' meetings

54.1 The National Chairman is entitled to chair directors' meetings.

54.2 The directors at a directors' meeting may choose a director to be the chairman for that meeting if the National Chairman 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 chairman of the meeting.

55. Quorum at directors' meetings

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- 55.1 The quorum for a directors' meeting is a majority (more than 50%) of directors.
- 55.2 A quorum must be present for the whole directors' meeting.

56. Using technology to hold directors' meetings

- 56.1 The directors may hold their meetings by using any technology (such as video ('virtual' , teleconferencing) or a combination ('hybrid' - physical location plus on-line facilities) that is agreed to by all the directors.
- 56.2 The directors' agreement may be a standing (ongoing) one.
- 56.3 A director may only withdraw their consent within a reasonable period before the meeting.

57 Passing directors' resolutions

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

58 Circular resolutions of directors

- 58.1 The directors may pass a circular resolution without a directors' meeting being held.
- 58.2 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.
- 58.3 The company may send a circular resolution by email to the directors and the directors may agree to the resolution by sending a reply email to that effect, including the text of the resolution in their reply.
- 58.4 A circular resolution is passed when a majority of directors indicate their agreement to the resolution in a manner set out in Clause 58.2 or 58.3.

Company Secretary

59 Appointment and role of company secretary

- 59.1 The company must have at least one secretary, who may also be a director.
- 59.2 The secretary acts as the Company Secretary and the Public Officer.
- 59.3 Should the office of Company Secretary not be filled at an annual general meeting, the directors may appoint a company secretary who is not a director. The appointment is subject to that company secretary giving the company written consent to act as secretary of the company.
- 59.4 The company secretary may be removed by the directors.
- 59.5 The directors must decide the terms and conditions under which a secretary who is not a director is appointed, including any remuneration.
- 59.6 The role of the secretary includes maintaining the minutes and other records of national general meetings (including notices of meetings, directors' meetings and circular resolutions.)

Funds

60 Management of funds

- 60.1 Company funds will be managed in accordance with the company's financial management and control policies which the company will maintain and make public.
- 60.2 The company must satisfy any obligations that apply to the use of funds over which a trust exists.

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60.3 The company may establish a separate account to receive funds to be used solely for its objects in Clause 8. The funds may come from any lawful sources approved by the Board including donations, grants, fundraising or interest.

61 Levy

The Board may impose a levy on members, subject to the amount not exceeding the cost of one year's membership subscription.

Records and Minutes

62 Records

62.1 The company must make and keep appropriate and correct operational records.

62.2 The company must maintain a records management policy. All records must be managed in accordance with this policy.

62.3 The company must also maintain a privacy policy and make details publically available. Privacy matters must be managed in accordance with this policy.

63 Financial and related records

63.1 The company must make and keep 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.

64 Minutes of meetings

64.1 The company must, within one month, make and keep the following records:

- (a) minutes of proceedings and resolutions of general meetings,
- (b) a copy of a notice of each general meeting, and
- (c) a copy of a members' statement distributed to members under clause 33.
- (d) number and names of those members attending.

64.2 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.

64.3 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 chairman of the meeting, or
- (b) the chairman of the next meeting.

64.4 The directors must ensure that minutes of the passing of a circular resolution of directors are signed by a director within a reasonable time after the resolution is passed.

65 Member access to records:

- (a) the company must allow a member to view the records set out in clause 64.1.
- (b) the directors may authorise a member to view other records of the company, including records referred to in clauses 63.1 and 64.2.

By-laws and Policies

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66. By-laws and Policies

- 66.1 The directors may pass a resolution to make, amend or rescind by-laws and policies to give effect to this constitution.
- 66.2 Members and directors must comply with by-laws and policies as if they were part of this constitution.
- 66.3 A thirty day period is to be provided for consultations with Branches to make, amend or rescind a by-law or policy before a resolution to do so is put to the directors.
- 66.4 Regular reviews of policies and by-laws as required by the company's policy are to be conducted by the directors.

Company Branches and Regional Groups

67. Company Branches and Regional Groups

- 67.1 The role of each Branch and associated Regional Groups is to further the purpose and objects of the company as is appropriate for their members and location.
- 67.2 The directors shall delegate powers, functions and duties to the Branches and Regional Groups as specified in the by-laws.
- 67.3 A committee, elected by the members of the Branch, will manage the Branch in accordance with the relevant by-laws and policies.
- 67.4 The company may transfer a part of members' subscriptions to Branches on a regular basis to contribute to administrative costs and other projects as approved by the Board.

Notice

68 What is notice

- 68.1 Anything written to or from the company under any clause in this constitution is written notice and is subject to clauses 69 to 71 unless specified otherwise.
- 68.2 Clauses 69 to 71 do not apply to a notice of proxy under clause 39.6.

69 Notice to the company

Written notice or any communication under this constitution may be given to the company, the directors or the secretary by:

- (a) delivering it to the company's registered office,
- (b) posting it to the company's registered office or to another address chosen by the company for notice to be provided, or
- (c) sending it to an email address or other electronic address notified by the company to the members as the company's email address or other electronic address.

70 Notice to members

- 70.1 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 nominated by the member for service of notices,
 - (c) sending it to the email or other electronic address nominated by the member for service of notices, or
 - (d) if agreed to by the member, by notifying the member at an email or other electronic address nominated by the member, that the notice

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is available at a specified place or address (including an electronic address).

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

71 When notice is taken to be given

A notice is taken to be given as follows:

- (a) delivered in person, or left at a the recipient's address, on the day it is delivered,
- (b) sent by post, on the fifth day after it is posted with the correct payment of postage costs,
- (c) sent by email or other electronic method, on the business day after it is sent, and
- (d) given under clause 71.1(d) on the business day after the notification that the notice is available is sent.

Financial year

72 Company's financial year

The company's financial year is from 1 January to 31 December unless the directors pass a resolution to change the financial year and an application is made to ACNC for a substituted accounting period.

Indemnity, insurance and access

73 Indemnity

73.1 The company indemnifies each officer of the company from 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.

73.2 In these clauses, 'officer' means a director or secretary, employees, members of Branch and Regional Group committees, and members engaged on projects on or after the date this constitution takes effect and includes these listed after they have ceased to hold that office.

72.3 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).

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

74 Insurance

To the extent permitted by law (including the Corporations Act), and if the directors consider it appropriate, the company may pay or agree to pay a premium for a contract insuring a person who is or has been an officer of the company up to seven years after they ceased being an officer against any liability incurred by the person as an officer of the company.

75 Directors' access to documents

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- 75.1 A director has a right of access to the financial records of the company at all reasonable times.
- 75.2 If the directors agree, the company must give a director or former director access to:
- (a) certain documents, including documents provided for or available to the directors, and
 - (b) any other documents referred to in those documents.

Winding up

76 Surplus assets not to be distributed to members

If the company is wound up, any surplus assets must not be distributed to a member or a former member of the company, unless that member or former member is a charity described in clause 8.

77 Distribution of surplus assets

- 77.1 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 charities:
- (a) with charitable purpose(s) similar to, or inclusive of, the purpose in clause 8, and
 - (b) which also prohibit the distribution of any surplus assets to their members to at least the same extent as the company.
- 77.2 The decision as to the charity or charities 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.