

MALLESONS STEPHEN JAQUES

## Constitution

Room to Read Australia Limited  
ACN

A Company Limited by Guarantee

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# Constitution

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# Constitution

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## 1 Objects and purposes of Company

### 1.1 Charitable purpose

The Company may only pursue charitable purposes associated with its objects.

### 1.2 Objects

The objects of the Company are:

- (a) to operate as trustee of the Foundation, or such other trust or trust fund as may be established with similar objects and purposes;
- (b) to otherwise act for public charitable purposes in providing development and/or relief to children in Developing Countries by working with the local community to ensure that they have access to educational opportunities and educational infrastructure. This is intended to be achieved by raising funds to be applied for, but not limited to, the following purposes:
  - (i) providing basic educational aid and resources, including, but not limited to, English and local language literature, materials and expertise for school construction, teacher training, scholarships and other educational programs;
  - (ii) establishing libraries, creating local language children's literature, constructing schools, providing education to girls and establishing computer labs; and
  - (iii) providing relief to communities of Developing Countries in emergency situations where appropriate and possible.
- (c) for any other public charitable purpose set out in Subdivision 30-B of the Tax Act; and
- (d) to do all other things as may be incidental or ancillary to the attainment of these objects

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## 2 Income and property of Company

### 2.1 Application of income and property for objects only

The profits (if any), other income and property of the Company, however derived, must be applied solely towards the promotion of the Objects of the Company as set out in article 1.

## **2.2 No dividend, bonus or profit paid to Members**

No part of the profits, income or property of the Company may be paid or transferred to a Member, either directly or indirectly by way of dividend, bonus or otherwise.

## **2.3 Payments by Company in good faith**

Subject to articles 7.7, 7.8 and 7.9, article 2.2 does not prevent payment in good faith to an officer of the Company or a Member, or to a firm of which an officer of the Company or a Member is a partner:

- (a) of remuneration for services provided by that officer or Member to the Company;
- (b) for goods supplied in the ordinary course of business;
- (c) of interest at a rate not exceeding the rate fixed for the purposes of this article by the Company in general meeting on money borrowed from an officer of the Company or a Member; or
- (d) of reasonable rent for premises let by an officer of the Company or a Member.

## **2.4 Provision of Services**

Article 2.2 does not prevent an officer of the Company or a Member being the recipient of services from the Company in furtherance of the Company's objects.

## **2.5 Charitable Fundraising Legislation**

Funds raised by means of a collection within the meaning of the Charitable Fundraising Legislation must be maintained in accordance with those Acts.

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# **3 Membership**

## **3.1 Becoming a Member**

Except for a person who agreed in writing to the terms of this Constitution before the application for the Company's registration was lodged, a person may only become a Member under article 3.2.

## **3.2 Admission as a Member**

The Directors may admit as a Member any person who agrees to be bound by this Constitution and any other rules, by-laws, policies or other standards prescribed by the Directors from time to time and the existing Members approve the admission by unanimous resolution.

## **3.3 Member to notify changes**

A Member must promptly notify the Company of any change in the details with respect to that Member which are recorded in the register of Members.

### **3.4 Annual Subscription Fee**

The Company in general meeting may determine from time to time the amount of the Annual Subscription Fee (if any) for each year, for each Member or any class of Member.

### **3.5 Payment of Annual Subscription Fee**

Subject to any contrary notice by the Directors specifying a date and manner of payment, each Member must pay any applicable Annual Subscription Fee in advance by 31 December in each year.

### **3.6 Waiver of Annual Subscription Fee**

The Directors may waive the payment of all or any part of an Annual Subscription Fee for a Member or any class of Member.

### **3.7 Directors may create and vary classes and class rights**

The Directors by unanimous vote may, subject to this Constitution and the Corporations Act:

- (a) prescribe (and revoke or amend) the criteria for membership (including for any classes of membership) but, by doing so, do not become obliged to accept persons fulfilling those criteria as Members or Members of a class;
- (b) establish any new class of Members and define the rights, restrictions and obligations of Members in that class; and
- (c) vary or cancel the rights, restrictions and obligations of Members in any new or existing class, if:
  - (i) at least 75% of the Members of that class give their written consent; or
  - (ii) a special resolution to that effect is passed at a separate meeting of those Members.

The articles on general meetings apply to meetings of a class of Members so far as they are capable of application and with the necessary changes to every separate meeting.

### **3.8 Ceasing to be a Member**

A person ceases to be a Member on:

- (a) resignation; or
- (b) in the case of a natural person:
  - (i) death;



- (ii) becoming bankrupt or insolvent or making an arrangement or composition with creditors of the person's joint or separate estate generally;
  - (iii) becoming of unsound mind or a person whose person or estate is liable to be dealt with in any way under a law relating to mental health; or
  - (iv) the termination of the person's membership by the Directors or by the Company in general meeting in accordance with this Constitution; and
- (c) in the case of a body corporate:
- (i) being dissolved or otherwise ceasing to exist;
  - (ii) having a liquidator or provisional liquidator appointed to it; or
  - (iii) being insolvent.

### **3.9 Resignation**

A Member may by written notice to the Company resign from membership with immediate effect or with effect from a specified date occurring not more than 3 months after the service of the notice. A Member remains liable after resignation for any Annual Subscription Fee due and unpaid at the date of the Member's resignation and for all money due by the Member to the Company, in addition to any sum for which the Member is liable as a Member under article 16.1.

### **3.10 Non-payment of Annual Subscription Fee**

If an Annual Subscription Fee for a Member remains unpaid for a period of 12 calendar months after it becomes due, the membership of the Member automatically terminates, in which case the Member ceases to be a Member. The Directors may, but are not obliged to, reinstate a Member whose membership is terminated under this article if that Member pays all overdue Annual Subscription Fee amounts.

### **3.11 Censuring, suspension or expulsion of Member**

If any Member wilfully refuses or neglects to comply with the provisions of this Constitution, or acts in a manner which in the opinion of the Directors is prejudicial to the interests of the Company, the Directors may by resolution, which must be passed by a unanimous vote, censure, suspend or expel the Member from the Company, provided that the following procedure is observed:

- (a) at least one week before the Directors' meeting at which the resolution is passed, the Member must be given notice of the meeting setting out:
  - (i) what is alleged against the Member; and

- (ii) the intended resolution;
- (b) at the Directors' meeting, and before the passing of the resolution, the Member must be given an opportunity of giving, orally or in writing, any explanation the Member thinks fit;
- (c) the Member may elect to have the question dealt with by the Company in general meeting, by notice in writing lodged with the Secretary at least 24 hours before the time for holding of the Directors' meeting at which the resolution is to be considered by the Directors;
- (d) if the Member gives a notice under this article:
  - (i) no resolution of the Directors on that matter is effective;
  - (ii) a general meeting of the Company must be called for the purpose of considering the resolution set out in the notice originally given to the Member under this article; and
  - (iii) if, at the general meeting, a resolution is passed by a majority of at least two-thirds of those present and voting (the vote to be taken by ballot), the Member concerned must be dealt with in accordance with the resolution; and
- (e) in the case of a resolution passed by the Directors or in general meeting for the Member's expulsion under this article, the membership of the Member automatically terminates, in which case the Member ceases to be a Member

### **3.12 Termination**

The Directors, by unanimous vote, may by written notice to the Member terminate the Member's membership with immediate effect or with effect from a specified date occurring not more than 10 days after service of the notice.

### **3.13 Representative Members**

If a person is admitted as a Member as a representative of an unincorporated association or body, the name of the Member, the name of the unincorporated association or body and the fact that the member is its representative must be entered in the register of Members. Subject to the Directors' right to decline to accept any person as a Member, the unincorporated association or body may replace the Member who is its representative with another person by notice in writing to the Company signed by any officer of the association or body concerned and setting out the details of the new representative, without it being necessary for the outgoing Member to resign or the incoming Member to apply to become a Member.

### **3.14 Honorary members**

The Directors may admit any persons to, and remove any persons from, honorary membership of the Company. The Directors may not give an

honorary member the right to vote on a matter concerning the Company, but may otherwise determine the rights and obligations of an honorary member. An honorary member is not a Member for the purposes of this Constitution or the Corporations Act.

### **3.15 Patrons**

The Directors may appoint and remove any persons as a patron or any other honorary title-holder of the Company on any terms the Directors think fit. A patron (or other honorary title-holder) may, in the discretion of the Directors, be given the right to:

- (a) attend and speak (but not vote) at any general meeting of the Company and be given notice of the meeting as if a Member; and
- (b) receive accounts of the Company when available to Members.

### **3.16 Limited liability**

A Member has no liability as a Member except as set out in this Part 3 and article 16.1.

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## **4 General meetings**

### **4.1 Annual general meeting**

Annual general meetings of the Company are to be held in accordance with the Corporations Act.

### **4.2 Convening a general meeting**

The Directors may convene and arrange to hold a general meeting of the Company when they think fit and must do so if required to do so under the Corporations Act.

### **4.3 Members have power to convene general meeting**

If there are not sufficient Directors for a quorum, a Director or any two or more Members may convene a general meeting of the Company at the cost of the Company.

### **4.4 Notice of general meeting**

Notice of a general meeting must be given in accordance with Part 14 and the Corporations Act and may be given as set out below.

If a Member nominates:

- (a) an electronic means by which the Member may be notified that notices of meeting are available; and
- (b) an electronic means the Member may use to access notices of meeting,

the Company may give the Member notice of the meeting by notifying the Member (using the notification means nominated by the Member):

- (c) that the notice of meeting is available; and
- (d) how the Member may use the access means nominated by the Member to access the notice of meeting.

A notice of meeting given to a Member by this electronic means is taken to be given on the day after the day on which the Member is notified that the notice of meeting is available.

#### **4.5 Calculation of period of notice**

In computing the period of notice under article 4.4, both the day on which the notice is given or taken to be given and the day of the meeting convened by it are to be disregarded.

#### **4.6 Directors entitled to notice of general meeting**

A Director is entitled to receive notice of and to attend all general meetings of the Company and is entitled to speak at those meetings.

#### **4.7 Cancellation or postponement of general meeting**

Where a general meeting (including an annual general meeting) is convened by the Directors, they may by notice, whenever they think fit, cancel the meeting or postpone the holding of the meeting to a date and time determined by them or change the place for the meeting.

This article does not apply to a meeting convened in accordance with the Corporations Act by a single Director, by Members, by the Directors on the request of Members, or to a meeting convened by a court.

#### **4.8 Notice of cancellation, postponement or change of place of general meeting**

Written notice of cancellation or postponement or change of place of a general meeting must be given to all persons entitled to receive notices of general meetings from the Company. The notice must be given at least 5 days before the date for which the meeting is convened and must specify the reason for the cancellation, postponement or change of place. A notice of a change of place of a general meeting must specify the different place for the holding of the meeting.

#### **4.9 Contents of notice postponing general meeting**

A notice postponing the holding of a general meeting must specify:

- (a) a date and time for the holding of the meeting;
- (b) a place for the holding of the meeting, which may be either the same as or different from the place specified in the notice convening the meeting; and

- (c) if the meeting is to be held in two or more places, the technology that will be used to facilitate the holding of the meeting in that manner.

#### **4.10 Number of clear days for postponement of general meeting**

The number of clear days from the giving of a notice postponing the holding of a general meeting to the date specified in that notice for the holding of the postponed meeting must not be less than the number of clear days notice of the general meeting required to be given by this Constitution or the Corporations Act.

#### **4.11 Business at postponed general meeting**

The only business that may be transacted at a general meeting the holding of which is postponed is the business specified in the original notice convening the meeting.

#### **4.12 Non-receipt of notice**

The non-receipt of, or accidental omission to give, a notice of a general meeting or cancellation, postponement or change of place of a general meeting by, or to, a person entitled to receive notice does not invalidate any resolution passed at the general meeting or at a postponed or changed place meeting or the cancellation or postponement of a meeting.

#### **4.13 Proxy, attorney or Representative at postponed general meeting**

Where by the terms of an instrument appointing a proxy or attorney or of an appointment of a Representative:

- (a) the appointed person is authorised to attend and vote at a general meeting or general meetings to be held on or before a specified date; and
- (b) the date for holding the meeting is postponed to a date later than the date specified in the instrument of proxy, power of attorney or appointment of Representative,

then, by force of this article, that later date is substituted for and applies to the exclusion of the date specified in the instrument of proxy, power of attorney or appointment of Representative unless the Member appointing the proxy, attorney or Representative gives to the Company at its Registered Office notice in writing to the contrary not less than 48 hours before the time to which the holding of the meeting has been postponed.

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## **5 Proceedings at general meetings**

### **5.1 Reference to a Member**

Unless the contrary intention appears, a reference to a Member in this Part 5 means a person who is a Member, or:

- (a) a proxy;

- (b) an attorney; or
- (c) a Representative

of that Member.

## **5.2 Number for a quorum**

Subject to article 5.5, two thirds of the Members present in person or by proxy, attorney or Representative are a quorum at a general meeting of the Company.

## **5.3 Requirement for a quorum**

An item of business may not be transacted at a general meeting unless a quorum is present when the meeting proceeds to consider it. If a quorum is present at the time the first item of business is transacted, it is taken to be present when the meeting proceeds to consider each subsequent item of business unless the chairman of the meeting (on the chairman's own motion or at the request of a Member, proxy, attorney or Representative who is present) declares otherwise.

## **5.4 If quorum not present**

If within 15 minutes after the time appointed for a general meeting a quorum is not present, the meeting:

- (a) if convened by a Director, or at the request of Members, is dissolved; and
- (b) in any other case, stands adjourned to the same day in the next week and the same time and place, or to such other day, time and place as the Directors appoint by notice to the Members and others entitled to notice of the meeting.

## **5.5 Adjourned meeting**

At a meeting adjourned under article 5.4(b), two persons each being a Member, proxy, attorney or Representative present at the meeting are a quorum. If a quorum is not present within 15 minutes after the time appointed for the adjourned meeting, the meeting is dissolved.

## **5.6 Appointment of chairman of general meeting**

If the Directors have elected one of their number as chairman of their meetings, that person is entitled to preside as chairman at a general meeting of the Company.

## **5.7 Absence of chairman at general meeting**

If a general meeting is held and:

- (a) a chairman has not been elected by the Directors; or

- (b) the elected chairman is not present within 15 minutes after the time appointed for the holding of the meeting or is unable or unwilling to act,

the following may preside as chairman of the meeting (in order of precedence):

- (c) the deputy chairman (if any);
- (d) a Director chosen by a majority of the Directors present;
- (e) the only Director present;
- (f) a Member chosen by a majority of the Members present in person or by proxy, attorney or Representative.

#### **5.8 Conduct of general meetings**

The chairman of a general meeting:

- (a) has charge of the general conduct of the meeting and of the procedures to be adopted at the meeting;
- (b) may require the adoption of any procedure which is in the chairman's opinion necessary or desirable for proper and orderly debate or discussion and the proper and orderly casting or recording of votes at the general meeting; and
- (c) may, having regard where necessary to the Corporations Act, terminate discussion or debate on any matter whenever the chairman considers it necessary or desirable for the proper conduct of the meeting,

and a decision by the chairman under this article is final.

#### **5.9 Adjournment of general meeting**

The chairman of a general meeting may at any time during the meeting adjourn the meeting or any business, motion, question, resolution, debate or discussion being considered or remaining to be considered by the meeting either to a later time at the same meeting or to an adjourned meeting at any time and any place, but:

- (a) in exercising this discretion, the chairman may, but need not, seek the approval of the Members present in person or by proxy, attorney or Representative; and
- (b) only unfinished business is to be transacted at a meeting resumed after an adjournment.

Unless required by the chairman, a vote may not be taken or demanded by the Members present in person or by proxy, attorney or Representative in respect of any adjournment.

#### **5.10 Notice of adjourned meeting**

It is not necessary to give any notice of an adjournment or of the business to be transacted at any adjourned meeting unless a meeting is adjourned for one month or more. In that case, notice of the adjourned meeting must be given as in the case of an original meeting.

#### **5.11 Questions decided by majority**

Subject to the requirements of the Corporations Act, a resolution is taken to be carried if a simple majority of the votes cast on the resolution are in favour of it.

#### **5.12 Equality of votes - casting vote for chairman**

If there is an equality of votes, whether on a show of hands or on a poll, the chairman of the general meeting is entitled to a casting vote in addition to any votes to which the chairman is entitled as a Member or proxy, attorney or Representative of a Member.

#### **5.13 Voting on show of hands**

At any general meeting a resolution put to the vote of the meeting must be decided on a show of hands unless a poll is effectively demanded and the demand is not withdrawn. A declaration by the chairman 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 Company, is conclusive evidence of the fact. Neither the chairman nor the minutes need state and it is not necessary to prove the number or proportion of the votes recorded in favour of or against the resolution.

#### **5.14 Entitlement to vote**

Subject to the rights and any restrictions attached to any class of Members and to this Constitution:

- (a) on a show of hands, each Member present in person and each other person present as proxy, attorney or Representative of a Member has one vote; and
- (b) on a poll, each Member present in person has one vote and each person present as proxy, attorney or Representative of a Member has one vote for each Member that the person represents.

#### **5.15 Objection to voting qualification**

An objection to the right of a person to attend or vote at a general meeting or adjourned general meeting:

- (a) may not be raised except at that meeting or adjourned meeting; and
- (b) must be referred to the chairman of the meeting, whose decision is final.



A vote not disallowed under the objection is valid for all purposes.

**5.16 Chairman to determine voting dispute**

If there is a dispute as to the admission or rejection of a vote, the chairman of the general meeting must decide it and the chairman's decision made in good faith is final and conclusive.

**5.17 Circulating resolutions of Members**

Unless the Corporations Act requires otherwise, the Members may pass a resolution without a general meeting being held if all of the Members who are entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document. Separate copies of a document may be used for signing by Members if the wording of the resolution and statement is identical in each copy. The resolution is taken to be passed (and if it is required to be a special resolution to be effective, passed as a special resolution), as if it had been passed unanimously at a duly convened general meeting, at the time the Secretary has evidence that the last Member has signed it.

**5.18 Right to appoint attorney**

A Member may by power of attorney appoint an attorney to act on the Member's behalf at all or any meetings of the Company or of any class of Members.

To be effective, an instrument appointing an attorney under this article, together with any evidence of non-revocation the Directors require, must be received by the Company at least 48 hours before the meeting.

**5.19 Suspension or if Annual Subscription Fee not paid**

In addition to any other rights of the Company, for as long as an Annual Subscription Fee is due and payable by a Member and is not paid, or if a Member is suspended, that Member has no right to be present at, be counted among the quorum for, or vote, whether in person or by proxy, attorney or Representative, at a general meeting of the Company.

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**6 Advisory council**

**6.1 Setting up an advisory council**

The Directors may set up (and disband) an advisory council for the purposes of providing guidance and advice to the Directors (which advice will not be binding on the Directors) and for any other informal purposes as the Directors may decide from time to time.

**6.2 Directors' discretion**

The Directors have complete discretion as to the composition, functions and rules for proceedings (including frequency of meetings) of any advisory council set up under article 6.1.

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## **7 Directors**

### **7.1 Number of Directors**

Unless otherwise determined by the Company in general meeting, the number of Directors may not be less than three and no more than twelve. The majority of the Directors must be Responsible Persons.

The Directors in office at the time of adoption of this Constitution continue in office subject to this Constitution.

### **7.2 Change of number of Directors**

Subject to requirements under the Corporations Act relating to the minimum number of directors, the Company in general meeting may by resolution increase or reduce the number of Directors, and may also determine the rotation in which the increased or reduced number is to retire from office.

### **7.3 Office held until conclusion of meeting**

A retiring Director holds office until the conclusion of the meeting at which that Director retires but is eligible for re-election.

### **7.4 Directors elected at general meeting**

The Company may, at a general meeting at which a Director retires or otherwise vacates office, by resolution fill the vacated office by electing a person to that office.

### **7.5 Eligibility for election as Director**

Except for:

- (a) a person who is eligible for election or re-election under article 7.4;  
or
- (b) a person recommended for election by the Directors,

a person is not eligible for election as a Director at a general meeting of the Company unless a consent to nomination signed by the person has been lodged at the Registered Office at least 30 business days before the general meeting or any other period permitted under the Corporations Act.

### **7.6 Casual vacancy**

The Directors may at any time appoint any person to be a Director, either to fill a casual vacancy or as an addition to the existing Directors, provided the total number of Directors does not exceed the maximum number, if any, determined in accordance with article 7.1.

A Director appointed under this article holds office until the conclusion of the next annual general meeting of the Company but is eligible for election at that meeting.

### **7.7 Reimbursement of expenses**

A Director is entitled to be reimbursed out of the funds of the Company for their reasonable travelling, accommodation and other expenses incurred when travelling to or from meetings of the Directors or a Committee or when otherwise engaged on the business of the Company.

### **7.8 Payments to Director**

Any payment to a Director which is not prohibited under article 7.9 must be approved by the Directors.

### **7.9 Director's interests**

Subject to complying with the Corporations Act regarding disclosure of and voting on matters involving material personal interests, a Director may:

- (a) hold any office or place of profit in the Company, except that of auditor unless being or becoming a Director would breach any law by reason of holding that office;
- (b) hold any office or place of profit in any other company, body corporate, trust or entity promoted by the Company or in which it has an interest of any kind;
- (c) enter into a contract or arrangement with the Company;
- (d) participate in any association, institution, fund, trust or scheme for past or present employees or directors of the Company or persons dependent on or connected with them;
- (e) act in a professional capacity (or be a member of a firm which acts in a professional capacity) for the Company, except as auditor;
- (f) if the other Directors determine that the Director's interest should not disqualify the Director from considering or voting on a matter, participate in, vote on and be counted in a quorum for any meeting, resolution or decision of the Directors and may be present at any meeting where any matter is being considered by the Directors; and
- (g) sign or participate in the execution of a document by or on behalf of the Company; and
- (h) do any of the above despite the fiduciary relationship of the Director's office:
  - (i) without any liability to account to the Company for any direct or indirect benefit accruing to the Director; and
  - (ii) without affecting the validity of any contract or arrangement.

A reference to the Company in this article is also a reference to each related body corporate of the Company.

#### **7.10 Vacation of office**

In addition to the circumstances in which the office of a Director becomes vacant under the Corporations Act, the office of a Director becomes vacant if the Director:

- (a) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under a law relating to mental health;
- (b) resigns office by notice in writing to the Company; or
- (c) is not present personally or by Alternate Director at meetings of the Directors for a continuous period of 3 months without leave of absence from the Directors.

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### **8 Powers and duties of Directors**

#### **8.1 Directors to manage Company**

The Directors are to manage the business of the Company and may exercise all the powers of the Company that are not, by the Corporations Act or by this Constitution, required to be exercised by the Company in general meeting.

#### **8.2 Specific powers of Directors**

Without limiting the generality of article 8.1, the Directors may exercise all the powers of the Company to create by-laws, to borrow or raise money, to charge any property or business of the Company or all or any of its uncalled capital and to issue debentures or give any other security for a debt, liability or obligation of the Company or of any other person.

#### **8.3 Appointment of attorney**

The Directors may, by power of attorney, appoint any person or persons to be the attorney or attorneys of the Company for the purposes and with the powers, authorities and discretions vested in or exercisable by the Directors for the period and subject to the conditions they think fit.

#### **8.4 Provisions in power of attorney**

A power of attorney granted under article 8.3 may contain any provisions for the protection and convenience of persons dealing with the attorney that the Directors think fit and may also authorise the attorney to delegate (including by way of appointment of a substitute attorney) all or any of the powers, authorities and discretions vested in the attorney.

#### **8.5 Signing of cheques**

The Directors may determine the manner in which and persons by whom cheques, promissory notes, bankers' drafts, bills of exchange and other negotiable instruments, and receipts for money paid to the Company, may be signed, drawn, accepted, endorsed or otherwise executed.

## **8.6 Committees**

The Directors may delegate (and revoke the delegation of) any of their powers, other than powers required by law to be dealt with by Directors as a board, to a Committee or Committees consisting of one or more of their number as they think fit.

## **8.7 Powers delegated to Committees**

A Committee to which any powers have been delegated under article 8.6 must exercise those powers in accordance with any directions of the Directors.

## **8.8 Powers of delegation**

The powers of delegation expressly or impliedly conferred by this Constitution on the Directors are conferred in substitution for, and to the exclusion of, the power conferred by section 198D of the Corporations Act.

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# **9 Proceedings of Directors**

## **9.1 Directors' meetings**

The Directors may meet together for the dispatch of business and adjourn and otherwise regulate their meetings as they think fit.

## **9.2 Director may convene a meeting**

A Director may at any time, and the Secretary must on the written request of a Director, convene a meeting of the Directors.

## **9.3 Questions decided by majority**

A question arising at a meeting of Directors is to be decided by a majority of votes of Directors present and entitled to vote and that decision is for all purposes a decision of the Directors.

## **9.4 Alternate Director or proxy and voting**

A person who is present at a meeting of Directors as an Alternate Director or as a proxy for another Director has one vote for each absent Director who would be entitled to vote if present at the meeting and for whom that person is an Alternate Director or proxy. If that person is also a Director, they have one vote as a Director in that capacity.

## **9.5 Chairman of Directors' meetings**

The Directors may elect one of their number as chairman of their meetings and may also determine the period for which the person remains as chairman.

## **9.6 Absence of chairman at Directors' meeting**

If a Directors' meeting is held and:

- (a) a chairman has not been elected under article 9.5; or
- (b) the chairman is not present within 10 minutes after the time appointed for the holding of the meeting or is unable or unwilling to act,

the Directors present must elect one of their number to be a chairman of the meeting.

#### **9.7 Chairman's casting vote at Directors' meetings**

In the event of an equality of votes cast for and against a question, the chairman of a Directors' meeting has a second or casting vote, unless only two Directors are present and entitled to vote at the meeting on the question.

#### **9.8 Appointment of Alternate Director**

Subject to the Corporations Act, a Director may appoint a person approved by a majority of the other Directors, to be an Alternate Director in the Director's place during such period that the Director thinks fit.

#### **9.9 Alternate Director and meetings**

An Alternate Director is entitled to notice of all meetings of the Directors and, if the appointor does not participate in a meeting, the Alternate Director is entitled to participate and vote in the appointor's place.

#### **9.10 Alternate Director's powers**

An Alternate Director may exercise all the powers of the appointor except the power to appoint an Alternate Director and, subject to the Corporations Act, may perform all the duties of the appointor except to the extent that the appointor has exercised or performed them.

#### **9.11 Alternate Director responsible for own acts and defaults**

Whilst acting as a Director, an Alternate Director:

- (a) is an officer of the Company and not the agent of the appointor; and
- (b) is responsible to the exclusion of the appointor for the Alternate Director's own acts and defaults.

#### **9.12 Alternate Director and remuneration**

Articles 2.3, 7.7, 7.8 and 7.9 apply to an Alternate Director as if they were a Director.

#### **9.13 Termination of appointment of Alternate Director**

The appointment of an Alternate Director may be terminated at any time by the appointor even if the period of the appointment of the Alternate Director has not expired, and terminates in any event if the appointor ceases to be a Director.

**9.14 Appointment or termination in writing**

An appointment, or the termination of an appointment, of an Alternate Director must be effected by a notice in writing signed by the Director who makes or made the appointment and delivered to the Company.

**9.15 Alternate Director and number of Directors**

An Alternate Director is not to be taken into account separately from the appointor in determining the number of Directors.

**9.16 Director attending and voting by proxy**

A Director may participate in and vote by proxy at a meeting of the Directors if the proxy:

- (a) is another Director; and
- (b) has been appointed in writing signed by the appointor.

The appointment may be general or for one or more particular meetings. A Director present as proxy of another Director who would be entitled to vote if present at the meeting has one vote for the appointor and one vote in his or her own capacity as a Director.

**9.17 Quorum for Directors' meeting**

At a meeting of Directors, the number of Directors whose presence in person or by proxy is necessary to constitute a quorum is two thirds of the total number of Directors in office at that time.

**9.18 Remaining Directors may act**

The continuing Directors may act despite a vacancy in their number. If their number is reduced below the minimum fixed by article 7.1, the continuing Directors may, except in an emergency, act only for the purpose of filling vacancies to the extent necessary to bring their number up to that minimum or to convene a general meeting.

**9.19 Chairman of Committee**

The members of a Committee may elect one of their number as chairman of their meetings. If a meeting of a Committee is held and:

- (a) a chairman has not been elected; or
- (b) the chairman is not present within 10 minutes after the time appointed for the holding of the meeting or is unable or unwilling to act,

the members involved may elect one of their number to be chairman of the meeting.

**9.20 Meetings of Committee**

A Committee may meet and adjourn as it thinks proper.

#### **9.21 Determination of questions**

Questions arising at a meeting of a Committee are to be determined by a majority of votes of the members of the Committee present and voting.

In the event of an equality of votes the chairman of the meeting has a casting vote, unless only two members of the Committee are present and entitled to vote at the meeting on the question.

#### **9.22 Circulating resolutions**

The Directors may pass a resolution without a Directors' meeting being held if all of the Directors entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document. Separate copies of a document may be used for signing by Directors if the wording of the resolution and statement is identical in each copy. The resolution is passed when the last Director signs. The document may be sent or circulated by facsimile or electronic transmission.

#### **9.23 Validity of acts of Directors**

All acts done at a meeting of the Directors or of a Committee, or by a person acting as a Director are, even if it is afterwards discovered that:

- (a) there was a defect in the appointment or continuance in office of a person as a Director or of the person so acting; or
- (b) a person acting as a Director was disqualified or was not entitled to vote,

as valid as if the relevant person had been duly appointed or had duly continued in office and was qualified and entitled to vote.

#### **9.24 Meeting by use of technology**

A Director may not leave a telephone meeting by disconnecting the telephone without the consent of the chairman of the meeting and a Director is deemed to be present and form part of the quorum throughout the meeting unless the Director obtains the consent of the chairman of the meeting to leave the meeting.

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### **10 Chief Executive Officer**

The Directors may appoint a Chief Executive Officer. The Directors may give a Chief Executive Officer any of the powers conferred on them by this Constitution, subject, at the Directors' discretion, to:

- (a) any time period;
- (b) specific purposes; and
- (c) any other terms and restrictions.



All or any of those powers may be given collaterally with or to the exclusion of the powers of the Directors and may be revoked or varied by the Directors. The Chief Executive Officer may be or become a Director, but if the Chief Executive Officer then ceases to be a Director for any reason, that does not of itself affect the appointment, or terms of appointment, of the Chief Executive Officer.

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## **11 Secretary**

### **11.1 Appointment of Secretary**

The Company must have at least one Secretary who is to be appointed by the Directors.

### **11.2 Suspension and removal of Secretary**

The Directors may suspend or remove a Secretary from that office.

### **11.3 Powers, duties and authorities of Secretary**

A Secretary holds office on the terms and conditions (including as to remuneration) and with the powers, duties and authorities, as determined by the Directors. The exercise of those powers and authorities and the performance of those duties by a Secretary is subject at all times to the control of the Directors.

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## **12 Seals<sup>1</sup>**

### **12.1 Safe custody of common seals**

The Directors must provide for the safe custody of any seal of the Company.

### **12.2 Use of common seal**

If the Company has a common seal or duplicate common seal:

- (a) it may be used only by the authority of the Directors, or of a Committee authorised by the Directors to authorise its use; and
- (b) every document to which it is affixed must be signed by a Director and be countersigned by another Director, a Secretary or another person appointed by the Directors to countersign that document or a class of documents in which that document is included.

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<sup>1</sup> A Company seal is no longer a legal requirement in Australia, but this article has been retained in case one may be required at a later time

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## **13 Inspection of records**

### **13.1 Inspection by Members**

Subject to the Corporations Act, the Directors may determine whether and to what extent, and at what times and places and under what conditions, the accounting records and other documents of the Company or any of them will be open to the inspection of Members (other than Directors).

### **13.2 Right of a Member to inspect**

A Member (other than a Director) does not have the right to inspect any document of the Company except as provided by law or authorised by the Directors or by the Company in general meeting.

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## **14 Service of documents**

### **14.1 Document includes notice**

In this Part 14, a reference to a document includes a notice.

### **14.2 Methods of service**

The Company may give a document to a Member:

- (a) personally;
- (b) by sending it by post to the address for the Member in the Register or an alternative address nominated by the Member;
- (c) by sending it to a fax number or electronic address nominated by the Member; or
- (d) by sending it to the Member by other electronic means nominated by the Member.

### **14.3 Post**

A document sent by post:

- (a) if sent to an address in Australia, may be sent by ordinary post, which is taken to have been received on the business day after the date of its posting; and
- (b) if sent to an address outside Australia, must be sent by airmail, which is taken to have been received three business days after the date of its posting.

### **14.4 Fax or electronic transmission**

If a document is sent by fax or electronic transmission, delivery of the document is taken:

- (a) to be effected by properly addressing and transmitting the fax or electronic transmission; and
- (b) to have been delivered in accordance with a confirmation report confirming sending.

#### **14.5 Evidence of service**

A certificate in writing signed by a Director or a Secretary stating that a document was sent to a Member by post or by fax or electronic transmission on a particular date is prima facie evidence that the document was so sent on that date.

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### **15 Indemnity and insurance**

#### **15.1 Indemnity**

The Company may indemnify any current or former Director, Secretary or executive officer of the Company out of the property of the Company against:

- (a) every liability incurred by the person in that capacity (except a liability for legal costs); and
- (b) all legal costs incurred in defending or resisting (or otherwise in connection with) proceedings, whether civil or criminal or of an administrative or investigatory nature, in which the person becomes involved because of that capacity,

except to the extent that:

- (c) the Company is forbidden by statute to indemnify the person against the liability or legal costs; or
- (d) an indemnity by the Company of the person against the liability or legal costs would, if given, be made void by statute.

#### **15.2 Insurance**

The Company may pay or agree to pay, whether directly or through an interposed entity, a premium for a contract insuring a person who is or has been a Director or Secretary or executive officer of the Company against liability incurred by the person in that capacity, including a liability for legal costs, unless:

- (a) the Company is forbidden by statute to pay or agree to pay the premium; or
- (b) the contract would, if the Company paid the premium, be made void by statute.

### **15.3 Contract**

The Company may enter into an agreement with a person referred to in articles 15.1 and 15.2 with respect to the matters covered by those articles. An agreement entered into pursuant to this article may include provisions relating to rights of access to the books of the Company conferred by the Corporations Act or otherwise by law.

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## **16 Winding up**

### **16.1 Contributions on winding up**

Each Member undertakes to contribute to the Company's property if the Company is wound up during, or within one year after the cessation of, the Member's membership on account of:

- (a) payment of the Company's debts and liabilities contracted before they ceased to be a Member;
  - (b) the costs of winding up; and
  - (c) adjustment of the rights of the contributories among themselves,
- an amount not to exceed \$20.

### **16.2 Application of property on winding up**

If any property remains on the winding-up or dissolution of the Company and after satisfaction of all its debts and liabilities, that property may not be paid to or distributed among the Members but must be given or transferred to some other institution:

- (a) having objects and/or purposes similar to those of the Company;
- (b) whose memorandum of association or constitution prohibits the distribution of its income and property among its members to an extent at least as great as imposed on the Company under this Constitution; and
- (c) being an institution accepted as a deductible gift recipient under Division 30 of the Tax Act by the Commissioner of Taxation or otherwise approved for these purposes by the Commissioner of Taxation.

The institution is to be determined by the Members at or before the time of dissolution and in default by application to the court.

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## **17 Accounts**

The Directors must cause the accounts of the Company to be maintained and audited in accordance with any applicable requirements of the Corporations Act and the Charitable Fundraising Legislation.

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## 18 Definitions and interpretation

### 18.1 Definitions

In this Constitution unless the contrary intention appears:

**Alternate Director** means a person appointed as an alternate director under article 9.8.

**Annual Subscription Fee** means the amount (if any) fixed from time to time under article 3.4.

**Approved Institution** means a fund, authority or institution which at the time of gift falls within the description of an item in any of the tables in Division 30-B of the Tax Act, which has been established for charitable purposes.

**Charitable Fundraising Legislation** means the *Charitable Fundraising Act 1991 (NSW)* and corresponding legislation in other Australian States and Territories.

**Chief Executive Officer** means a person appointed as an executive director under Part 10.

**Committee** means a committee of Directors constituted under article 8.6.

**Company** means Room to Read Australia Limited.

**Constitution** means this constitution as amended from time to time, and a reference to an article is a reference to an article of this Constitution.

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

**Developing Country** means a country classified by AusAID, or the equivalent Australian government agency, as a developing country from time to time.

**Director** means a person holding office as a director, and where appropriate includes an Alternate Director.

**Directors** means all or some of the Directors acting as a board.

**Foundation** means the trust fund to be established and called the Room to Read Australia Foundation (or similar name) of which Room to Read Australia Limited will be the first trustee.

**Member** means a person entered in the register of Members as a member of the Company.

**Part** means a Part of this Constitution.

**Registered Office** means the registered office of the Company.

**Representative** means a person appointed to represent a corporate Member at a general meeting of the Company in accordance with the Corporations Act.

**Responsible Person** means a person who at the time of his or her first appointment as a director of the Trustee is a person who due to the tenure of some public office or position or activity in the community may be expected to have a high degree of responsibility to the public and including, but without limiting the generality of the foregoing, a person who is:

- (a) a member of the Commonwealth or a State parliament;
- (b) a judge of a superior court in Australia;
- (c) a member of the council or governing body of an Australian university;
- (d) a professor at an Australian university;
- (e) a senior academic of an Australian University;
- (f) a barrister or solicitor of the Supreme Court of an Australian State or Territory;
- (g) a Fellow of the Royal Australasian College of Surgeons;
- (h) a Fellow of the Royal Australasian College of Physicians;
- (i) a member of the Australian Society of Certified Practising Accountants;
- (j) a member of the Institute of Chartered Accountants in Australia;
- (k) a Principal of an Australian school;
- (l) a minister of a church;
- (m) a Justice of the Peace
- (n) a town clerk;
- (o) a town councillor; or
- (p) a recipient of the Order of Australia or Governmental award for services to the public or community.

**Secretary** means a person appointed under article 11 as a secretary of the Company, and where appropriate includes an acting secretary and a person appointed by the Directors to perform all or any of the duties of a secretary of the Company.

**Tax Act** means the *Income Tax Assessment Act 1997 (Cth)*.

**Unanimous Vote** means a vote of all Directors attending the meeting.

## **18.2 Interpretation**

In this Constitution unless the contrary intention appears:

- (a) **(gender)** words importing any gender include all other genders;

- (b) **(person)** the word person includes a firm, a body corporate, a partnership, a joint venture, an unincorporated body or association or an authority;
- (c) **(singular includes plural)** the singular includes the plural and vice versa;
- (d) **(meaning not limited)** a reference to the words “include”, “including”, “for example” or “such as”, when introducing an example, does not limit the meaning of the words to which the example relates to that example or examples of a similar kind;
- (e) **(regulations)** a reference to a law includes regulations and instruments made under the law;
- (f) **(amendments to statutes)** a reference to a law or a provision of a law includes amendments, re-enactments or replacements of that law or the provision, whether by the State or the Commonwealth of Australia or otherwise;
- (g) **(from time to time)** a power, an authority or a discretion reposed in a Director, the Directors, the Company in general meeting or a Member may be exercised at any time and from time to time;
- (h) **(signed)** where, by a provision of this Constitution, a document including a notice is required to be signed, that requirement may be satisfied in relation to an electronic communication of the document in any manner permitted by law or by any State or Commonwealth law relating to electronic transmissions or in any other manner approved by the Directors;
- (i) **(writing)** “writing” and “written” includes printing, typing and other modes of reproducing words in a visible form including, without limitation, any representation of words in a physical document or in an electronic communication or form or otherwise; and
- (j) **(currency)** a reference to \$ is a reference to the lawful currency of Australia.

### 18.3 Corporations Act

In this Constitution unless the contrary intention appears:

- (a) an expression has, in a provision of this Constitution that deals with a matter dealt with by a particular provision of the Corporations Act, the same meaning as in that provision of the Corporations Act; and
- (b) “section” means a section of the Corporations Act.

### 18.4 Headings and Parts

Headings are inserted for convenience and are not to affect the interpretation of this Constitution.

This Constitution is divided into Parts as indicated by its Contents.

**18.5 Replaceable rules not to apply**

The provisions of the Corporations Act that apply as replaceable rules are displaced by this Constitution and accordingly do not apply to the Company.



# Constitution

## Signing page

DATED:

Each of the undersigned, being a person specified in the application for registration of the Company as a person who consents to become a member of the Company, agrees to the terms of this Constitution.

Name

Room to Read

Address

Signature

on behalf of Room to Read

Date

September 15, 2008

ROOM TO READ AUSTRALIA LIMITED  
ACN 133 277 666  
("Company")

**Record of resolution of sole member**

Passed under section 249B of the Corporations Act 2001 (Cwlth)

Room to Read of [REDACTED] is the only member of the Company.

**1 Background**

1.1 The Company wishes to amend article 9.17 of the constitution. This article in its current form provides that:

"at a meeting of Directors, the number of Directors whose presence in person or by proxy is necessary to constitute a quorum is two thirds of the total number of Directors in office at that time."

**2 Resolutions**

Room to Read is in favour of the following resolutions and resolves to pass:

as a **special resolution**, that article 9.17 of the Company's Constitution be amended to read as follows:

"at a meeting of Directors, the number of Directors whose presence in person or by proxy is necessary to constitute a quorum is three."

Dated: October 15, 2008

SIGNED by ERIN GANJU as  
authorised representative for ROOM  
TO READ in the presence of:

[REDACTED]

Signature of witness

Kristin Dorage  
Name of witness (block letters)

By executing this agreement the  
signatory warrants that the signatory  
is duly authorised to execute this  
agreement on behalf of ROOM TO  
READ

# Constitution

## Signing page

DATED:

Each of the undersigned, being a person specified in the application for registration of the Company as a person who consents to become a member of the Company, agrees to the terms of this Constitution.

Name

Erin Ganju

Address

Signature

Date

October 15, 2008

### Record of resolution of sole member

SARAH DETWEILER

)  
)  
)  
)  
)  
)  
)  
)  
)  
)  
By executing this agreement the signatory  
warrants that the signatory is duly authorized  
to execute this agreement on behalf of ROOM  
TO READ

## Constitution

### Signing Page

**DATED:** April 21, 2015

Each of the undersigned, being a person specified in the application for registration of the Company as a person who consents to become a member of the Company, agrees to the terms of this Constitution.

Name *Erin Ganju*

Address

Signature

Date *4/21/15*