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# Constitution of Australian Gender Equality Council Ltd

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A public company limited by guarantee

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# Constitution

## Australian Gender Equality Council Ltd

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### 1 Preliminary

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#### 1.1 Definitions

In this constitution:

Term	Definition
<b>AGM</b>	means an annual general meeting of the company that the Corporations Act requires to be held.
<b>Body Corporate</b>	means: <ol style="list-style-type: none"> <li>(a) an incorporated body;</li> <li>(b) government department, authority or agency; or</li> <li>(c) an unincorporated body with an established identity.</li> </ol>
<b>Business Day</b>	means a day that is not a Saturday, Sunday or public holiday in the place where an act is to be performed, notice received or a payment is to be made.
<b>Corporations Act</b>	means <i>Corporations Act 2001</i> (Cth).
<b>Deductible Contribution</b>	means a deductible contribution of money or property as described in item 7 or item 8 of the table in section 30-15 of the ITAA for a fundraising event held for the principal objects of the company.
<b>Gift</b>	means a gift of money or property as described in item 1 of the table in section 30-15 of the ITAA for the principal objects of the company.
<b>ITAA</b>	the <i>Income Tax Assessment Act 1997</i> (Cth).
<b>Member Representative</b>	means a person appointed by a member to act as its representative in the company to attend meetings and vote on behalf of the member.
<b>Publicly Responsible Person</b>	means a person who has a degree of responsibility to the community as a whole including a person who: <ol style="list-style-type: none"> <li>(a) performs a public function;</li> <li>(b) belongs to a professional body which has a professional code of ethics and rules of conduct;</li> <li>(c) has received formal recognition from the government for their services to the community; or</li> <li>(d) falls within the description of the term of responsible person approved by the Commissioner of Taxation or other relevant</li> </ol>

Term	Definition
	<p>Commonwealth authority, and who, unless the Commissioner of Taxation otherwise agrees, is not an associate of the company or an associate of a director of the company other than:</p> <p>(e) in a professional capacity; or (f) as a director.</p>

## 1.2 Interpretation

In this constitution:

- (a) a reference to a member present at a general meeting is a reference to a member present in person or by proxy, attorney or Member Representative;
- (b) a reference to a person holding or occupying a particular office or position is a reference to any person who occupies or performs the duties of that office or position;
- (c) unless the contrary intention appears:
  - (i) a reference to a person includes a corporation, trust, partnership, unincorporated body, government and local authority or agency, or other entity whether or not it comprises a separate legal entity;
  - (ii) a reference to a person includes that person's successors, legal personal representatives, permitted substitutes and permitted assigns;
  - (iii) a reference to legislation or to a provision of legislation (including subordinate legislation) is to that legislation as amended, re-enacted or replaced, and includes any subordinate legislation issued under it;
  - (iv) if a word or phrase is defined, its other grammatical forms have a corresponding meaning;
  - (v) a reference to a rule is a reference to a rule of this constitution;
  - (vi) a reference to a document or agreement (including a reference to this document) is to that document or agreement as amended, supplemented, varied or replaced; and
  - (vii) if any day on or by which a person must do something under this document is not a Business Day, then the person must do it on or by the next Business Day; and
- (d) headings are for convenience only and do not affect interpretation.

## 1.3 Application of the Corporations Act

- (a) The replaceable rules in the Corporations Act do not apply to the company.
- (b) Where an expression is used in a manner consistent with a provision of the Corporations Act, the expression has the same meaning as in that provision.

#### 1.4 Exercising powers

- (a) The company may exercise any power, take any action or engage in any conduct which the Corporations Act permits a company limited by guarantee to exercise, take or engage in.
- (b) A power conferred on a person to do a particular act or thing under this constitution includes, unless the contrary intention appears, a power (exercisable in the same way and subject to the same conditions) to repeal, rescind, revoke, amend or vary that act or thing.
- (c) A power conferred under this constitution to do a particular act or thing:
  - (i) may be exercised from time to time and subject to conditions; and
  - (ii) may, where the power concerns particular matters, be exercised for only some of those matters or as to a particular class of those matters, and to make different provision concerning different matters or different classes of matters.
- (d) Where a power to appoint a person to an office or position is conferred under this constitution (except the power to appoint a director under rule 8) the power includes, unless the contrary intention appears, a power to:
  - (i) appoint a person to act in the office or position until a person is appointed to the office or position;
  - (ii) remove or suspend any person appointed (without prejudice to any rights or obligations under any contract between the person and the company); and
  - (iii) appoint another person temporarily in the place of any person removed or suspended or in the place of any sick or absent holder of the office or position.
- (e) Where this constitution gives power to a person to delegate a function or power:
  - (i) the delegation may be concurrent with, or (except in the case of a delegation by the directors) to the exclusion of, the performance or exercise of that function or power by the person;
  - (ii) the delegation may be either general or limited in any way provided in the terms of delegation;
  - (iii) the delegation need not be to a specified person but may be to any person holding, occupying or performing the duties of a specified office or position;
  - (iv) the delegation may include the power to delegate; and
  - (v) where performing or exercising that function or power depends on that person's opinion, belief or state of mind about a matter, that function or power may be performed or exercised by the delegate on the delegate's opinion, belief or state of mind about that matter.



## **2 Objects**

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### **2.1 Objects of company**

- (a) The company is established to be the independent national body driving gender equality across all sectors of the community in Australia, including by:
  - (i) advocating for and promoting gender equality in Australia;
  - (ii) promoting research in relation to gender equality; and
  - (iii) providing a forum for wide broad based consultation and collaboration in the community.
- (b) To achieve this object, the company may, without limitation:
  - (i) engender community support and harness the resources of the community in support of the objects in rule 2.1(a);
  - (ii) establish and maintain affiliations and information exchange with other organisations having similar objects to those in rule 2.1(a);
  - (iii) act as trustee of any trust the purpose of which relates to the objects in rule 2.1(a);
  - (iv) promote the objects in rule 2.1(a); and
  - (v) do all other things incidental or conducive to the attainment of the objects in rule 2.1(a).

### **2.2 Separate objects**

Each of the objects in rule 2.1 is a separate object of the company, and must not be construed by reference to any other object.

### **2.3 Exercise of powers to achieve objects**

Nothing restricts the company from exercising a power which in itself is not charitable, for any purpose which is incidental to the charitable objects of the company or which is intended to generate revenue for, or otherwise further, those objects.

## **3 Not for profit**

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### **3.1 Promotion of the objects**

The income and property of the company must only be applied towards promoting the company's objects set out in this constitution.

### **3.2 No income or property to a member**

No income or property of the company may be paid or transferred, directly or indirectly, to a member except as provided under rule 5.2 or for payments to a member:

- (a) in carrying out the company's charitable purpose;

- (b) in return for services rendered by, or goods supplied, by the member to the company in the ordinary and usual course of business;
- (c) for reasonable and proper rent for premises leased by a member to the company;
- (d) as principal payments on money lent by the member, and interest payments if the interest is at a commercial rate.

### **3.3 No income or property to a director**

- (a) No income or property of the company may be paid or transferred, directly or indirectly, to a director on account of remuneration for services provided by the director in their capacity as a director.
- (b) All payments to directors must be approved by the directors including, but not limited to:
  - (i) out of pocket expenses incurred by a director in performing a duty as a director; and
  - (ii) a service rendered to the company by a director in a professional or technical capacity or as an employee, other than in the capacity as a director where:
    - (A) the provision of the service has the prior approval of the directors; and
    - (B) the amount payable is not more than an amount which commercially would be reasonable payment for the service.

## **4 Membership**

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### **4.1 Members**

- (a) The members are:
  - (i) the persons named as members with their consent in the application for registration of the company; and
  - (ii) any other persons the directors admit to membership under this constitution.
- (b) The number of members of the company is unlimited.

### **4.2 Classes**

Until otherwise decided by the members in general meeting, the only class of membership is ordinary membership.

#### **4.3 Membership**

- (a) A Body Corporate which:
  - (i) is a national member based not-for-profit organisation representative of women or girls which, in the opinion of the board, has demonstrated a commitment to gender equality in paid and unpaid work; or
  - (ii) is a national member based not-for-profit organisation that in the opinion of the board, has demonstrated a commitment to gender equality in paid and unpaid work and is supportive of the objects of the company,
 is eligible to apply for membership.
- (b) An application for membership must be:
  - (i) in a form approved by the board;
  - (ii) include the name of the individual who has consented, in writing to be the applicant's Member Representative;
  - (iii) accompanied by:
    - (A) any documents or evidence as to qualification for membership that the board requires; and
    - (B) any application fee and membership fee as required by the board.

#### **4.4 Admission to membership**

- (a) The board may in its absolute discretion accept or reject an application for membership.
- (b) The board need not give a reason for rejecting an application for membership.
- (c) If an application for membership is rejected, the company secretary must:
  - (i) give written notice of the rejection to the applicant; and
  - (ii) refund any application fee and membership fee paid by the applicant, as soon as reasonably possible.
- (d) If an application for membership is accepted, the company secretary must:
  - (i) give written notice of the acceptance to the applicant; and
  - (ii) enter the member's name and details in the register of members.

#### 4.5 Notice by members

Each member must promptly notify the company secretary in writing of any change:

- (a) in their qualification to be a member of the company;
- (b) of their nominated Member Representative;
- (c) in their address or contact details.

#### 4.6 Fees

The application fee and membership fee payable by a member are determined by the board from time to time.

#### 4.7 Resignation and termination of membership

- (a) A member ceases to be a member if the member:
  - (i) resigns as a member by giving one months written notice to the company;
  - (ii) is terminated by the board under rule 4.7(b).
- (b) The board may terminate a member's membership if the member:
  - (i) has membership fees in arrears;
  - (ii) no longer meets the criteria for membership;
  - (iii) has conducted itself or its Member Representative has conducted himself or herself in a way that the board considers to be injurious or prejudicial to the character or interests of the company.
- (c) The board must give the member written notice of its intention to terminate the member's membership and the reason for the proposed termination.
- (d) If the reason set out in the notice under rule 4.7(b)(iii) remains unresolved, in the opinion of the board, for one month after the date of the notice, the member's membership is terminated.
- (e) The rights or privileges of membership may be reinstated at the absolute discretion of the board.
- (f) Membership is personal to the member and is not transferable.

#### 4.8 Associates of the company

- (a) The company will welcome, encourage and engage with associates or supporters of the company which are not eligible to be a voting member (**Associate**).
- (b) The board or its delegate may accept as an Associate of the company any individual or not-for-profit member based organisation representative of women or girls, or which in the opinion of the board, is supportive of the objects of the company and has demonstrated a commitment to gender equality in paid and unpaid work.
- (c) An Associate of the company is not a voting member of the company.

## **5 Winding up**

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### **5.1 Limited liability on winding up**

- (a) If the company is wound up while a person is a member, or within one year after the person ceases to be a member, the person must contribute the guarantee amount to the assets of the company for the:
  - (i) payment of the debts and liabilities of the company contracted before the person ceased to be a member; and
  - (ii) costs of winding up.
- (b) Each member of the company agrees the guarantee amount under rule 5.1(a) is \$100.

### **5.2 Distribution of surplus on winding up**

- (a) Where property remains after the winding up or dissolution of the company and satisfaction of all its debts and liabilities, it must not be distributed among members, unless the member is a charitable fund, authority or institution described in rule 5.2(b) or 5.2(c).
- (b) If the company is wound up, subject to rule 5.2(c) any surplus assets must be given to another charitable fund, authority or institution:
  - (i) with objects similar to the objects of the company; and
  - (ii) whose constitution prohibits the distribution of its income and property among its members to an extent at least as great as is imposed on the company under this constitution.
- (c) Subject to rule 15.4, if the company is endorsed as a deductible gift recipient then:
  - (i) upon the revocation of its endorsement as a deductible gift recipient; or
  - (ii) upon its winding up;

any surplus assets must be transferred to another charitable fund, authority or institution to which income tax deductible gifts can be made.
- (d) The charitable fund, authority or institution to receive property under rule 5.2(b) or 5.2(c) must be decided by the directors at or before the time of the winding-up or dissolution. If the directors do not wish to decide, or do not decide, the members by ordinary resolution must decide. If the members do not decide, the decision must be referred to the Supreme Court of the state or territory in which the company's registered office is located.

## **6 Annual General Meeting**

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### **6.1 Annual general meeting**

A general meeting, to be called the annual general meeting, must be held at least once in every calendar year (after the end of the first financial year).

### **6.2 Business at annual general meetings**

- (a) The business of an annual general meeting is:
  - (i) if required by the Corporations Act, to receive and consider the financial and other reports required by the Corporations Act to be laid before each annual general meeting;
  - (ii) to elect directors;
  - (iii) if required by the Corporations Act, to appoint an auditor or reviewer; and
  - (iv) to transact any other business which, under this document, is required to be transacted at an annual general meeting.
- (b) All other business transacted at an annual general meeting and all business transacted at other general meetings is special business.
- (c) The auditor or reviewer, if any, and its representative may attend and be heard on any part of the business of a meeting concerning the auditor or reviewer. The auditor or reviewer, if any, or its representative, if present at the meeting, may be questioned by the members, as a whole, about the audit or review, if undertaken.

### **6.3 Provisions about general meetings apply to annual general meeting**

The provisions of this constitution about general meetings apply, with necessary changes, to annual general meetings.

## **7 General meetings**

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### **7.1 Calling general meetings**

A general meeting may only be called:

- (a) by a directors' resolution; or
- (b) as otherwise provided in the Corporations Act.

### **7.2 Postponing or cancelling a meeting**

- (a) The directors may:
  - (i) postpone a meeting of members;
  - (ii) cancel a meeting of members; or
  - (iii) change the place for a general meeting,

if they consider that the meeting has become unnecessary, or the venue would be unreasonable or impractical or a change is necessary in the interests of conducting the meeting efficiently.

- (b) A meeting which is not called by a directors' resolution and is called under a members' requisition under the Corporations Act may not be postponed or cancelled without the prior written consent of the persons who called or requisitioned the meeting.

### **7.3 Notice of general meetings**

- (a) Notice of a general meeting must be given to each person who at the time of giving the notice is a member, director or auditor of the company.
- (b) The directors may decide the content of a notice of a general meeting, but the notice must include the general nature of the business to be transacted at the meeting and any other matters required by the Corporations Act.
- (c) Unless the Corporations Act provides otherwise:
  - (i) no business may be transacted at a general meeting unless the general nature of the business is stated in the notice calling the meeting; and
  - (ii) except with the approval of the directors or the chairperson, no person may move any amendment to a proposed resolution the terms of which are set out in the notice calling the meeting or to a document which relates to that resolution and a copy of which has been made available to members to inspect or obtain.
- (d) A person may waive notice of any general meeting by written notice to the company.
- (e) Subject to rule 7.3(f), at least 21 days' notice must be given of a meeting of members.
- (f) The company may call a meeting on shorter notice:
  - (i) if an AGM, when all the members entitled to attend and vote at the AGM agree beforehand; and
  - (ii) if any other general meeting: when members with at least 95% of the votes that may be cast at the meeting agree beforehand.
- (g) A company cannot call an AGM or other general meeting on shorter notice if it is a meeting at which a resolution will be moved to:
  - (i) remove a director under section 203D of the Corporations Act or appoint a director in place of a director removed under that section; or
  - (ii) remove an auditor under section 329 of the Corporations Act.

### **7.4 Non-receipt of notice**

- (a) Subject to the Corporations Act, the:
  - (i) non-receipt of a notice of any general meeting by;
  - (ii) accidental omission to give notice to,

any person entitled to notice does not invalidate anything done (including the passing of a resolution) at that meeting.

- (b) A person's attendance at a general meeting waives any objection that person may have to:
  - (i) a failure to give notice, or the giving of a defective notice, of the meeting unless the person at the beginning of the meeting objects to the holding of the meeting; and
  - (ii) the consideration of a particular matter at the meeting which is not within the business referred to in the notice of the meeting, unless the person objects to considering the matter when it is presented.

### **7.5 Admission to general meetings**

- (a) The chairperson of a general meeting may refuse admission to, or require to leave and remain out of, the meeting any person:
  - (i) without the permission of the chairperson is recording the meeting;
  - (ii) in possession of a placard or banner;
  - (iii) in possession of an article considered by the chairperson to be dangerous, offensive or liable to cause disruption;
  - (iv) who refuses to produce or permit examination of any article, or the contents of any article, in the person's possession;
  - (v) who behaves or threatens to behave in a dangerous, offensive or disruptive way; or
  - (vi) who is not entitled to receive notice of the meeting.
- (b) The chairperson may delegate the powers conferred by rule 7.5(a) to any person.
- (c) A person, whether a member or not, requested by the directors or the chairperson to attend a general meeting is entitled to be present and, at the request of the chairperson, to speak at the meeting.

### **7.6 Quorum at general meetings**

- (a) No business may be transacted at a general meeting, except the election of a chairperson and the adjournment of the meeting, unless a quorum of members is present when the meeting proceeds to business.
- (b) A quorum for a general meeting is:
  - (i) where the number of members is ten or less, two or more members present at the meeting and entitled to vote on a resolution at the meeting; and
  - (ii) where the number of members is more than ten, five or more members present at the meeting and entitled to vote on a resolution at the meeting.



- (c) If a quorum is not present within 30 minutes after the time appointed for the general meeting:
  - (i) where the meeting was called at the request of members, the meeting must be dissolved; or
  - (ii) in any other case:
    - (A) the meeting stands adjourned to the day, and at the time and place, the directors present decide; or
    - (B) if they do not make a decision, to the same day in the next week at the same time and place.
- (d) At an adjourned meeting, if a quorum is not present within 30 minutes after the time appointed for the meeting, the meeting must be dissolved.

### 7.7 Chairperson

- (a) The chairperson of the board is entitled to take the chair at every general meeting.
- (b) If at any general meeting:
  - (i) the chairperson of the board is not present at the specified time for holding the meeting; or
  - (ii) the chairperson of the board is present but is unwilling to act as chairperson of the meeting,

the deputy chairperson of the board is entitled to take the chair at the meeting.
- (c) If at any general meeting:
  - (i) there is no chairperson of the board or deputy chairperson of the board;
  - (ii) the chairperson of the board and deputy chairperson of the board are not present at the specified time for holding the meeting; or
  - (iii) the chairperson of the board and the deputy chairperson of the board are present but each is unwilling to act as chairperson of the meeting,

the directors present may choose another director as chairperson of the meeting and if no director is present or if each of the directors present are unwilling to act as chairperson of the meeting, a member chosen by the members present is entitled to take the chair at the meeting.

### 7.8 Acting Chairperson

- (a) A chairperson of a general meeting may, for any item of business or discrete part of the meeting, vacate the chair in favour of another person nominated by him or her (**Acting Chairperson**).
- (b) Where an instrument of proxy appoints the chairperson as proxy for part of the proceedings for which an Acting Chairperson has been nominated, the instrument of proxy is taken to be in favour of the Acting Chairperson for the relevant part of the proceedings.

## **7.9 Conduct at general meetings**

The chairperson of a general meeting:

- (a) has charge of the general conduct of the meeting and the procedures to be adopted at the meeting;
- (b) may require the adoption of any procedure which is in the chairperson'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 chairperson considers it necessary or desirable for the proper conduct of the meeting,

and a decision by the chairperson under this rule is final.

## **7.10 Using technology to hold general meetings**

- (a) The company may hold a general meeting at two or more venues using any technology that gives the members as a whole a reasonable opportunity to participate.
- (b) Anyone using this technology is taken to be present in person at the meeting.

## **7.11 Adjournment and postponement by the chairperson**

- (a) Despite rules 7.2(a) and 7.2(b), where the chairperson considers that:
  - (i) there is not enough room for the number of members who wish to attend the meeting; or
  - (ii) a postponement is necessary in light of the behaviour of persons present or for any other reason so that the business of the meeting can be properly carried out,

the chairperson may postpone the meeting before it has started, whether or not a quorum is present.
- (b) A postponement under rule 7.11(a) is to another time, which may be on the same day as the meeting, and may be to another place (and the new time and place is taken to be the time and place for the meeting as if specified in the notice which called the meeting originally).
- (c) The chairperson may at any time during the course of the meeting:
  - (i) adjourn the meeting or any business, motion, question or resolution being considered or remaining to be considered by the meeting either to a later time at the same meeting or to an adjourned meeting; and
  - (ii) for the purpose of allowing any poll to be taken or determined, suspend the proceedings of the meeting for any period or periods he or she decides without effecting an adjournment – no business may be transacted and no discussion may take place during any suspension of proceedings unless the chairperson otherwise allows.

- (d) The chairperson's rights under rules 7.11(a) and 7.11(c) are exclusive and, unless the chairperson requires otherwise, no vote may be taken or demanded by the members present about any postponement, adjournment or suspension of proceedings.
- (e) Only unfinished business may be transacted at a meeting resumed after an adjournment.
- (f) Where a meeting is postponed or adjourned for 30 days or more, notice of the postponed or adjourned meeting must be given as in the case of the original meeting.

#### **7.12 Decisions at general meetings**

- (a) Except where a resolution requires a special majority, questions arising at a general meeting must be decided by a majority of votes cast by the members present at the meeting. A decision made in this way is for all purposes, a decision of the members.
- (b) If the votes are equal on a proposed resolution, the chairperson of the meeting does not have a casting vote, and the motion will be taken to be lost.
- (c) A resolution put to the vote of a general meeting must be decided on a show of hands unless a poll is demanded:
  - (i) before the show of hands is taken;
  - (ii) before the result of the show of hands is declared; or
  - (iii) immediately after the result of the show of hands is declared.
- (d) Unless a poll is duly demanded, a declaration by the chairperson of a general meeting that a resolution has on a show of hands been carried or carried unanimously, or carried by a particular majority, or lost, and an entry to that effect in the company's minute book is conclusive evidence of the fact without proof of the number or proportion of the votes recorded for or against the resolution.

#### **7.13 When poll may be demanded**

- (a) A poll may be demanded by:
  - (i) the chairperson;
  - (ii) at least five members entitled to vote on the resolution; or
  - (iii) by members with at least 5% of the votes that may be cast on the resolution on a poll.
- (b) A demand for a poll does not prevent a general meeting continuing to transact any business except the question on which the poll is demanded.
- (c) If a poll is duly demanded at a general meeting, it must be taken in the way and either at once or after an interval or adjournment as the chairperson of the meeting directs. The result of the poll as declared by the chairperson is the resolution of the meeting at which the poll was demanded.

#### **7.14 Voting rights**

- (a) Subject to this constitution and to any rights or restrictions attached to any class of membership, at a general meeting:
  - (i) on a show of hands, each member present and entitled to vote, has one vote;
  - (ii) where a person is entitled to vote by virtue of rule 7.16 in more than one capacity, that person is entitled only to one vote on a show of hands;
  - (iii) if the person appointed as proxy has two or more appointments that specify different ways to vote on a resolution, the proxy must not vote on a show of hands; and
  - (iv) on a poll, each member present has one vote.
- (b) Where any of the membership fee or other amount payable to the company has not been duly paid that member is not entitled to vote.
- (c) A member is not entitled to vote on a resolution if, under the Corporations Act the notice which called the meeting specified that:
  - (i) the member must not vote or must abstain from voting on the resolution; or
  - (ii) a vote on the resolution by the member must be disregarded for any purposes.
- (d) If the member referred to in rule 7.14(c) or a person acting as proxy, attorney or Member Representative or Delegate of that member does tender a vote on that resolution, their vote must not be counted.
- (e) An objection to the validity of a vote tendered at a general meeting must be:
  - (i) raised before or immediately after the result of the vote is declared; and
  - (ii) referred to the chairperson of the meeting, whose decision is final.
- (f) A vote tendered, but not disallowed by the chairperson of a meeting under rule 7.14(e), is valid for all purposes, even if it would not otherwise have been valid.
- (g) The chairperson may decide any difficulty or dispute which arises as to the number of votes which may be cast by or on behalf of any member and the decision of the chairperson is final.

#### **7.15 Representation at general meetings**

- (a) Subject to this constitution, each member entitled to vote at a general meeting may vote:
  - (i) by its Member Representative;
  - (ii) by not more than one proxy; or
  - (iii) by not more than one attorney.

#### **7.16 Appointment of proxies**

- (a) Any member entitled to vote at a general meeting may appoint one proxy.

- (b) A proxy may be a member who is not entitled in their own right to vote on a particular resolution.
- (c) The document appointing a proxy must:
  - (i) be in the form approved by the board;
  - (ii) be signed by the appointor or their attorney;
  - (iii) set out the name of the person to be appointed as proxy;
  - (iv) allow the member to direct the proxy to vote for or against (or abstain from voting on) any proposed resolution;
  - (v) set out the period of appointment including whether it is valid only for stipulated meetings; and
  - (vi) be received by the Company at least 48 hours (or a lesser period as the board may decide and stipulate in the notice of meeting) before the time for holding the meeting or poll at which the person named in the document proposes to vote.
- (d) Unless otherwise specified or revoked a proxy appointment is valid:
  - (i) for 12 months after the date of its execution; and
  - (ii) for any adjournment of the meeting, as well as for the meeting to which it relates.
- (e) The proxy document is deemed to include the right to demand or join in demanding a poll and (except to the extent to which the proxy is specifically directed to vote for or against any proposal) the power to act generally at the meeting for the person giving the proxy.

## **8 Directors**

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### **8.1 Directors**

The board will consist of at least five and not more than nine directors:

- (a) at least five directors, to be elected by the members under rule 8.3; and
- (b) up to four directors, appointed by the board upon such conditions as the board determines, for their particular skills, qualifications and experience.

### **8.2 Qualification for membership of the board**

- (a) To be eligible for election as a director by the members under rule 8.1(a) (**Elected Director**) a person must be a member of a member organisation.
- (b) To be eligible for appointment by the board as a director under rule 8.1(b) (**Appointed Director**) an individual must be recommended by the Nominations Committee.
- (c) At least 51% of the directors on the board must be female.

- (d) There must be at least one director who qualifies as a Publicly Responsible Person.

### **8.3 Election of directors by members**

- (a) At least 42 days before the AGM, the company secretary must give written notice to the members:
  - (i) setting out the number of vacant positions on the board;
  - (ii) calling for nominations in accordance with rule 8.3(b).
- (b) A member which does not have a Member Representative on the board at the time the nominations are called for may nominate a qualified person to serve as a director for the forthcoming term by giving notice in the form fixed by the board to the company secretary at least 21 days before the meeting.
- (c) Notice setting out all candidate's names (in alphabetical order) and the proposer's name must be provided to members with the notice of annual general meeting.
- (d) The following process applies to the election process at the AGM:
  - (i) each member present (in person or by proxy) and entitled to vote is entitled to cast a vote 'for' or 'against' the appointment of a named candidate for a vacant position.
  - (ii) where the number of candidates is equal to or less than the number of available positions, no vote is necessary, and the candidates are automatically appointed.
  - (iii) where the number of candidates exceeds the number of available positions, members are entitled to cast a vote 'for' or 'against' the appointment of each named candidate and the candidates receiving the highest number of votes 'for' are elected, in progressive order, until all vacant positions are filled; and
  - (iv) if there are insufficient nominations for available positions, the chairperson may seek the nomination of candidates from the floor at the meeting.

### **8.4 Appointment of chairperson**

The directors may appoint, for any period they decide:

- (a) a director as the chairperson of directors; and
- (b) one or more directors to the office of deputy chairperson of directors.

### **8.5 Retirement of directors**

- (a) The term of office of a director is:
  - (i) for an Elected Director the period ending at the conclusion of the second annual general meeting following the director's appointment;
  - (ii) for an Appointed Director up to two years from their appointment by the board.
- (b) A person may only serve as a director up to a total of two consecutive terms (or four years) except the board may in exceptional circumstances extend the term of an Appointed Director for a further period.

## **8.6 Resignation**

A director may resign from the board by written notice delivered to the company secretary. The resignation takes effect when the notice is received by the company secretary, or on a later date specified in the notice.

## **8.7 Removal**

- (a) A director may be removed from office by resolution of the members present and entitled to vote at a general meeting of the company convened for that purpose. At the meeting the director must be given the opportunity to present his or her case orally or in writing.
- (b) A director removed under rule 8.7(a) retains office until the dissolution or adjournment of the general meeting at which he or she is removed.
- (c) A director appointed by the board under rule 8.1(b) may be removed by an ordinary resolution of the board.

## **8.8 Vacating office**

In addition to the circumstances prescribed by the Corporations Act and this constitution, the office of a director becomes vacant if the director:

- (a) becomes an insolvent under administration, suspends payment generally to creditors or compounds with or assigns the director's estate for the benefit of creditors;
- (b) becomes a person of unsound mind or a person who is a patient under laws relating to mental health or whose estate is administered under laws about mental health;
- (c) is absent from meetings of the directors during a period of three consecutive calendar months without leave of absence from the directors where the directors have not, within 14 days of having been served by the company secretary with a notice giving particulars of the absence, resolved that leave of absence be granted;
- (d) resigns office by written notice to the company;
- (e) is removed from office under the Corporations Act or any other relevant legislation;
- (f) is prohibited from being a director by reason of the operation of the Corporations Act or any other relevant legislation; or
- (g) is convicted on indictment of an offence and the directors do not within one month after that conviction resolve to confirm the director's appointment or election (as the case may be) to the office of director.

## **8.9 Casual vacancies**

- (a) In addition to its power to appoint directors under rule 8.1(b), the board has power to appoint a qualified person as a director to fill a casual vacancy among the board.
- (b) Any person appointed under this rule holds office until the next annual general meeting.

### **8.10 Directors who are unable to fulfil their duties due to illness or incapacity**

- (a) A director may be removed from office by the board if the board resolves under its policy that the director is unable to fulfil their duties due to physical or mental illness or other incapacity.
- (b) The board will implement a policy about directors who are unable to fulfil their duties due to physical or mental illness or other incapacity for the purpose of making a determination under rule 8.10(a).

### **8.11 Directors interests**

- (a) A director is not disqualified by reason only of being a director (or the fiduciary obligations arising from that office) from:
  - (i) holding an office (except auditor) or place of profit or employment in the company or a related body corporate of the company;
  - (ii) holding an office or place of profit or employment in any other company, body corporate, trust or entity promoted by the company or in which it has interest;
  - (iii) being a member, creditor or otherwise being interested in any body corporate (including the company), partnership or entity, except as auditor of the company;
  - (iv) entering into any agreement or arrangement with the company; or
  - (v) acting in a professional capacity (or being a member of a firm which acts in a professional capacity) for the company, except as auditor of the company.
- (b) Each director must comply with the Corporations Act on the disclosure of the director's interests.
- (c) The directors may make regulations requiring the disclosure of interests that a director, and any person taken by the directors to be related to or associated with the director, may have in any matter concerning the company or a related body corporate. Any regulations made under this constitution bind all directors.
- (d) No act, transaction, agreement, instrument, resolution or other thing is invalid or voidable only because a person fails to comply with any regulation made under rule 8.11(c).
- (e) A director who has a material personal interest in a matter that is being considered by the directors must not be present at a meeting while the matter is being considered nor vote on the matter, except where permitted by the Corporations Act.
- (f) If a director has an interest in a matter, then subject to rules 8.11(c), 8.11(g) and the constitution:
  - (i) that director may not be counted in a quorum at the board meeting that considers the matter that relates to the interest;
  - (ii) that director may not participate in and vote on matters that relate to the interest;



- (iii) the company can proceed with any transaction that relates to the interest and the director may participate in the execution of any relevant document by or on behalf of the company;
  - (iv) the director may retain the benefits under the transaction that relates to the interest even though the director has the interest; and
  - (v) the company cannot avoid any transaction that relates to the interest merely because of the existence of the interest.
- (g) If an interest of a director is required to be disclosed under rule 8.11(b), rule 8.11(f)(iv) applies only if the interest is disclosed before the transaction is entered into.
  - (h) A contract or arrangement entered into by or on behalf of the company in which a director is in any way interested is not invalid or voidable merely because the director holds office as a director or because of the fiduciary obligations arising from that office.
  - (i) A director who is interested in any arrangement involving the company is not liable to account to the company for any profit realised under the arrangement merely because the director holds office as a director or because of the fiduciary obligations arising from that office, if the director complies with the disclosure requirements applicable to the director under rule 8.11(a) and under the Corporations Act about that interest.
  - (j) A director who is interested in any contract or arrangement may, despite that interest, witness the fixing of the company seal to any document evidencing or otherwise connected with that contract or arrangement.

## **9 Powers and duties of directors**

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### **9.1 General powers**

- (a) The directors are responsible for managing the business of the company and may exercise all powers and do all things that are within the company's power and are not expressly required by the Corporations Act or this constitution to be exercised by the company in a general meeting.
- (b) The board may make regulations, by-laws and policies consistent with the constitution, which in the opinion of the board are necessary or desirable for the proper control, administration and management of the company's finances, affairs and property, or are necessary for the convenience, comfort and well-being of the members and amend or rescind any regulations, policies and by-laws.
- (c) A regulation, policy or by-law of the company made by the board may be disallowed by a resolution of the members, however such a resolution cannot invalidate prior acts of the board which would have been valid if that resolution had not been passed or made.
- (d) A director is entitled to attend and speak at general meetings and at meetings of a class of members, even if he or she is not a member or a member of the relevant class.

### **9.2 Power to borrow and give security**

- (a) The directors may exercise all the powers of the company to:
  - (i) borrow or raise money in any other way;

- (ii) charge, mortgage or otherwise encumber any of the company's property or business or any of its property; and
  - (iii) issue debentures or give any security for a debt, liability or obligation of the company or of any other person.
- (b) The directors may decide how cheques, promissory notes, banker's drafts, bills of exchange or other negotiable instruments must be signed, drawn, accepted, endorsed or otherwise executed, as applicable, by or on behalf of the company.

### **9.3 Powers of appointment**

The directors may:

- (a) appoint or employ any person as an officer, agent or attorney of the company for the purposes, with the powers, discretions and duties (including powers, discretions and duties vested in or exercisable by the directors), for any period and on any other conditions they decide;
- (b) authorise an officer, agent or attorney to delegate any of the powers, discretions and duties vested in the officer, agent or attorney; and
- (c) remove or dismiss any officer, agent or attorney of the company at any time, with or without cause.

## **10 Proceedings of directors meetings**

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### **10.1 Meetings of directors**

- (a) The directors may meet together to attend to business and adjourn and otherwise regulate their meetings as they decide.
- (b) The contemporaneous linking together by telephone or other electronic means of a sufficient number of directors to constitute a quorum, constitutes a meeting of the directors. All the provisions in this constitution relating to meetings of the directors apply, as far as they can and with any necessary changes, to meetings of the directors by telephone or other electronic means.
- (c) A meeting by telephone or other electronic means is to be taken to be held at the place where the chairperson of the meeting is or at any other place the chairperson of the meeting decides on, if at least one of the directors involved was at that place for the duration of the meeting.
- (d) A director taking part in a meeting by telephone or other electronic means is to be taken to be present in person at the meeting.
- (e) If, before or during the meeting, any technical difficulty occurs where one or more directors cease to participate, the chairperson may adjourn the meeting until the difficulty is remedied or may, where a quorum of directors remains present, continue with the meeting.

### **10.2 Calling meetings of directors**

- (a) A director may, whenever the director thinks fit, call a meeting of the directors.

- (b) A company secretary must, if requested by a director, call a meeting of the directors.

### **10.3 Notice of meetings of directors**

- (a) Notice of a meeting of directors must be given to each person who is, at the time the notice is given a director, except a director on leave of absence approved by the directors.
- (b) A notice of a meeting of directors:
  - (i) must specify the time and place of the meeting;
  - (ii) need not state the nature of the business to be transacted at the meeting;
  - (iii) may, if necessary, be given immediately before the meeting; and
  - (iv) may be given in person or by post or by telephone, or electronic means.
- (c) A director may waive notice of a meeting of directors by giving notice to that effect in person or by post or by telephone, or electronic means.
- (d) Failure to give a director notice of a meeting of directors does not invalidate anything done or any resolution passed at the meeting if:
  - (i) the failure occurred by accident or inadvertent error; or
  - (ii) the director attended the meeting or waived notice of the meeting (whether before or after the meeting).
- (e) A person who attends a meeting of directors waives any objection that person may have to a failure to give notice of the meeting.

### **10.4 Quorum at meetings of directors**

- (a) No business may be transacted at a meeting of directors unless a quorum of directors is present at the time the business is dealt with.
- (b) Unless the directors decide otherwise, at a board meeting one more than one half of the directors constitute a quorum.
- (c) If there is a vacancy in the office of a director, the remaining directors may act. But, if their number is not sufficient to constitute a quorum, they may act only in an emergency or to increase the number of directors to a number sufficient to constitute a quorum or to call a general meeting of the company.

### **10.5 Chairperson and deputy chairperson of directors**

- (a) The chairperson of directors is entitled (if present within ten minutes after the time appointed for the meeting and willing to act) to preside as chairperson at a meeting of directors.
- (b) If at a meeting of directors:
  - (i) there is no chairperson of directors;

- (ii) the chairperson of directors is not present within ten minutes after the time appointed for the holding of the meeting; or
- (iii) the chairperson of directors is present within that time but is not willing or declines to act as chairperson of the meeting,

the deputy chairperson if any, if then present and willing to act, is entitled to be chairperson of the meeting or if the deputy chairperson is not present or is unwilling or declines to act as chairperson of the meeting, the directors present must elect one of themselves to chair the meeting.

#### **10.6 Decisions of directors**

- (a) The directors, at a meeting at which a quorum is present, may exercise any authorities, powers and discretions vested in or exercisable by the directors under this constitution.
- (b) Questions arising at a meeting of directors must be decided by a majority of votes cast by the directors present and entitled to vote on the matter.
- (c) If the votes are equal on a proposed resolution, the chairperson of the meeting has a casting vote, in addition to his or her deliberative vote.

#### **10.7 Circular resolution of directors**

- (a) A resolution in writing of which notice has been given to all directors and which is signed or consented to by all of the directors entitled to vote on the resolution is as valid and effectual as if it had been passed at a meeting of the directors duly called and constituted and may consist of several documents in the same form, each signed or consented to be one or more of the directors.
- (b) A director may consent to a resolution by:
  - (i) signing the document containing the resolution (or a copy of that document); or
  - (ii) giving to the company a written notice (including by or electronic means) addressed to the company secretary or to the chairperson of directors signifying assent to the resolution and either setting out its terms or otherwise clearly identifying them.

#### **10.8 Delegation to a director**

- (a) The directors may delegate any of their powers to one director.
- (b) A director to whom any powers have been so delegated must exercise the powers delegated in accordance with any directions of the directors.

#### **10.9 Validity of acts**

All acts done at any meeting of the directors or by a committee or by any person acting as a director are, notwithstanding that it is afterwards discovered:

- (a) that there was some defect in the appointment of any of the directors; or
- (b) the committee or the person acting as a director or that any of them were disqualified,

valid as if every person had been duly appointed and was qualified and continued to be a director or a member of the committee (as the case may be).

## **11 Committees**

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### **11.1 Nominations Committee**

- (a) The board must have a Nominations Committee to assist it to assess the capacity and eligibility of a person for election or appointment as a director.
- (b) The board must have a policy setting out the desirable skills, qualities, qualifications and experience for a director of the company.
- (c) There must be at least two directors on the Nominations Committee and such other members as the board determines.

### **11.2 Other Committees**

- (a) The board may have such other committees as it determines from time to time.

### **11.3 Role of board and committees**

- (a) The board may appoint and remove members of a committee and terminate a committee or the office of a member on a committee at any time.
- (b) The board must have a policy relating to any committee specifying:
  - (i) the eligibility of persons to be appointed to the committee;
  - (ii) the role of the committee;
  - (iii) the powers, if any, delegated to the committee;
  - (iv) any other matters concerning the committee or its functions that the directors decide.
- (c) The directors may delegate their powers to a committee.
- (d) A committee must exercise the powers delegated in accordance with any directions of the directors.
- (e) The provisions of this constitution applying to meetings and resolutions of directors apply, so far as they can and with any necessary changes, to meetings and resolutions of a committee of directors, except to the extent they are contrary to any direction given under rule 11.3(d).

## **12 Advisory groups**

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### **12.1 Advisory Forum**

- (a) The company must conduct advisory forums each year to provide the opportunity for wide consultation between members, associates of the company and other stakeholders engaged in supporting the objects of the company.

- (b) The board must establish Terms of Reference for the establishment, role and operation of the advisory forums including eligibility for participation in a forum.

## 12.2 Other advisory groups

- (a) The directors may establish advisory groups. The directors may appoint and remove members of an advisory group and terminate an advisory group at any time.
- (b) The functions of the advisory group will be decided by the directors.
- (c) The directors may specify:
  - (i) the manner in which proceedings of an advisory group are conducted;
  - (ii) the matters which the advisory group must consider in carrying out its functions; and
  - (iii) any other matters concerning the advisory group or its functions that the directors decide.
- (d) For the avoidance of doubt, an advisory group established under rule 12.1 will not be delegated with any power of the board.

## 13 Company secretary

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- (a) The company must have a company secretary who may also be a director.
- (b) The company secretary must be appointed by the directors.
- (c) The directors may suspend or remove the company secretary from that office.

## 14 Indemnity and insurance

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### 14.1 Officer's right of indemnity

Rules 14.2 and 14.4 apply:

- (a) to each person who is or has been a director, company secretary or executive officer of the company;
- (b) to any other officers or former officers of the company or of its related bodies corporate as the directors in each case determine; and
- (c) if the directors so determine, to any auditor or former auditor of the company or of its related bodies corporate,

each an **Officer** for the purposes of this rule.

### 14.2 Indemnity

The company must indemnify each Officer on a full indemnity basis and to the full extent permitted by law against all losses, liabilities, costs, charges and expenses (**Liabilities**) incurred by the Officer as an officer of the company or of a related body corporate.

### 14.3 Scope of indemnity

The indemnity in rule 14.2:

- (a) does not operate in respect of any Liability of the Officer to the extent that Liability is covered by insurance;
- (b) is enforceable without the Officer having to first incur any expense or make any payment; and
- (c) is a continuing obligation and is enforceable by the Officer even though the Officer may have ceased to be an officer or auditor of the company or its related bodies corporate.

### 14.4 Insurance

The company may, to the extent the law permits:

- (a) purchase and maintain insurance; or
- (b) pay or agree to pay a premium for insurance,

for each Officer against any Liability incurred by the Officer as an officer or auditor of the company or of a related body corporate including, but not limited to:

- (a) costs and expenses in defending any proceedings, whether civil or criminal, whatever their outcome; or
- (c) a Liability arising from negligence or other conduct.

### 14.5 Savings

Nothing in rule 14.2 or 14.4:

- (a) affects any other right or remedy that a person to whom those rules apply may have in respect of any Liability referred to in those rules;
- (b) limits the capacity of the company to indemnify or provide or pay for insurance for any person to whom those rules do not apply; or
- (c) limits or diminishes the terms of any indemnity conferred or agreement to indemnify entered into before the adoption of this constitution.

### 14.6 Contract

The company may enter into an agreement with any Officer to give effect to the rights conferred by this rule or the exercise of a discretion under this rule on any terms as the directors think fit which are not inconsistent with this rule.

## 15 Public Fund

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### 15.1 Establishing and maintaining a Public Fund

- (a) The company must establish and maintain a separate bank account to be called 'Australian Gender Equality Council Public Fund' (**Public Fund**):

- (i) to which Gifts and Deductible Contributions are made or credited;
  - (ii) to which any money received because of those Gifts and Deductible Contributions (including the income from the investment of all or part of the Public Fund) are credited;
  - (iii) that does not receive any other money or property; and
  - (iv) complies with subdivision 30-F of the ITAA.
- (b) The company must establish and maintain clear accounting procedures for the Public Fund.

## **15.2 Management and administration of the Public Fund**

- (a) The Public Fund must be managed and administered by a committee, appointed under rule 11, of which the majority of members will, at all times, be a Publicly Responsible Person.
- (b) The Public Fund must be used solely for the principal objects set out in rule 2.1(a).
- (c) A separate bank account is to be opened to deposit money donated to the Public Fund, including interest accruing thereon, and Gifts to it are to be kept separate from other funds of the company.
- (d) No income or property from the Public Fund may be paid or transferred, directly or indirectly, to a director or a member except as reimbursement for out of pocket expenses incurred on behalf of the company or proper remuneration for administrative services.
- (e) The company must use the following only for Public Fund purposes:
  - (i) Gifts made to the Public Fund; and
  - (ii) any money received because of those Gifts (including the income from the investment of all or part of the Public Fund).
- (f) Any allocation of funds or property to other persons or organisations will be made in accordance with the objects of the company and will not be influenced by the preference of the donor.

## **15.3 Receipts**

Receipts for Gifts and Deductible Contributions to the Public Fund must:

- (a) be issued in the name of the Public Fund; and
- (b) state the information required in the applicable provisions of section 30 of the ITAA.

## **15.4 Winding up**

- (a) At the first occurrence of:
  - (i) the winding up of the company;
  - (ii) the winding up of the Public Fund; or



- (iii) the company ceasing to be endorsed as a deductible gift recipient under subdivision 30-BA of the ITAA,

any surplus assets of the Public Fund must be transferred to one or more fund, authority or institution:

- (iv) with objects similar to the objects of the company;
  - (v) whose constitution prohibits the distribution of its income and property among its members to an extent at least as great as is imposed on the company under this constitution;
  - (vi) to which Gifts and Deductible Contributions are deductible under division 30-B, section 30-100 of the ITAA; and
  - (vii) if the company is listed on the Register of Cultural Organisations, then the said fund authority or institution must be listed on the Register of Cultural Organisations.
- (b) The fund, authority or institution to receive assets of the Public Fund under rule 15.4(a) must be decided by the directors. If the directors do not wish to decide, or do not decide, the members by ordinary resolution must decide. If the members do not decide, the decision must be referred to the Supreme Court of the state or territory in which the company's registered office is located.

#### **15.5 Agreement to abide by Ministerial Rules**

- (a) This rule applies if the company is listed on the Register of Cultural Organisations.
- (b) The company agrees to comply with any rules that the relevant Commonwealth Minister responsible for the arts and Commonwealth Treasurer impose and ensure that Gifts and Deductible Contributions made to the Public Fund are used only for its principal objects.

#### **15.6 Invitation to donate to the Public Fund**

The company must invite the public to make Gifts and Deductible Contributions to the Public Fund.

#### **15.7 Public Fund forms part of the company**

To avoid any doubt, it is declared that the Public Fund forms part of the company and is bound by this constitution.

#### **15.8 Notification**

- (a) This rule applies if the company is listed on the Register of Cultural Organisations.
- (b) The company must notify the Department responsible for the Register of Cultural Organisations or other authority of any proposed amendments or alterations to the provisions of this rule 15.

## **16 Financial records and auditor**

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### **16.1 Keeping of financial records**

- (a) The financial year of the Company begins on 1 July and ends at 30 June in the following calendar year.
- (b) Proper books and financial records must be kept recording the financial affairs of the company. The company must comply with the relevant accounting, financial reporting, review and audit requirements of the Corporations Act.
- (c) If required by the Corporations Act, the board must:
  - (i) notify all members at the end of each financial year of their entitlement to receive copies of the financial report prepared by the company including a copy of the auditor's report, if any, and any other documentation as required by the Corporations Act;
  - (ii) lay before the members at each annual general meeting the financial statements.

### **16.2 Appointment of auditor or reviewer**

If required by the Corporations Act, the Company must appoint a qualified auditor or reviewer. No Member may act as auditor or reviewer of the Company.

## **17 Minutes**

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### **17.1 Contents of minutes**

The board must ensure that minutes are duly recorded in any manner it thinks fit and include:

- (a) the names of the directors present at each meeting of the company, the board and of committees; and
- (b) details of all resolutions and proceedings of general meetings of the company and of meetings of the board and committees.

### **17.2 Signing of minutes**

The minutes of a meeting of the board or of a committee or of the company, if signed by the chairperson of the meeting or by the chairperson of the next meeting, are prima facie evidence of the matters stated in the minutes.

## **18 Inspection of records**

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### **18.1 Inspection by member**

Except as provided by law, this constitution or as authorised by a directors' resolution, a person who is not a director does not have the right to inspect any of the board papers, books, records or documents of the company.

## **18.2 Access by director**

The company may enter into contracts, and procure that its subsidiaries enter into contracts, on any terms the directors think fit, to grant a director or former director continuing access for a specified period after the director ceases to be a director to board papers, books, records and documents of the company which relate to the period during which the director or former director was a director of the company.

## **19 Notices**

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### **19.1 Method of service**

- (a) The company may give a notice to a member by:
  - (i) delivering it personally;
  - (ii) sending it by prepaid post to the member's address in the register of members or any other address the member gives the company for notices; or
  - (iii) sending it by electronic means to the electronic address the member gives the company for notices.
- (b) Where a member does not have a registered address or where the company believes that member is not known at the member's registered address, all notices are taken to be:
  - (i) given to the member if the notice is exhibited in the company's registered office for a period of 48 hours; and
  - (ii) served at the commencement of that period,
 unless and until the member informs the company of the member's address.

### **19.2 Time of service**

- (a) A notice from the company properly addressed and posted is taken to be given and received on the day after the day of its posting.
- (b) A notice sent or given by electronic transmission:
  - (i) is taken to be effected by properly addressing and transmitting the electronic transmission; and
  - (ii) is taken to have been given and received on the day of its transmission.
- (c) Where a given number of days notice or notice extending over any other period must be given, the day of service is not to be counted in the number of days or other period.

### **19.3 Evidence of service**

A certificate signed by a director or company secretary stating that a notice has been given under this constitution is conclusive evidence of that fact.

#### **19.4 Other communications and documents**

Rules 19.1 to 19.3 (inclusive) apply, so far as they can and with any necessary changes, to serving any communication or document.

### **20 Dispute resolution**

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#### **20.1 Guiding principles in dispute resolution**

When considering issues and taking action to resolve a dispute between members, the members and the board must act in accordance with:

- (a) the best interests of the Company; and
- (b) the Objects of the Company.

#### **20.2 Dispute resolution**

- (a) The relevant parties are to use their best endeavours to settle any dispute between them in relation to any matter which might adversely impact on the company or its members by way of an alternate dispute resolution method.
- (b) Initially the disputing parties must meet (with or without facilitation by an experienced facilitator) and attempt to resolve the issues in dispute by collaboration and negotiation.
- (c) If the parties are unable to reach agreement the dispute must be submitted to mediation by a mediator agreed to by the majority of the parties and if no agreement as to the mediator, mediation must be conducted in accordance with, and subject to, The Institute of Arbitrators and Mediators Australia Mediation and Conciliation Rules.

### **21 General**

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#### **21.1 Submission to jurisdiction**

Each member submits to the non-exclusive jurisdiction of the Supreme Court of the state or territory in which the company is taken to be registered for the purposes of the Corporations Act, the Federal Court of Australia and the courts which may hear appeals from those courts.

#### **21.2 Prohibition and enforceability**

Any part of this constitution which is prohibited or unenforceable in any place is, in that place, ineffective only to the extent of that prohibition or unenforceability.

#### **21.3 Amendment to the constitution**

Any amendment to this constitution must be approved by:

- (a) a special resolution at a meeting of the members; or
- (b) a circular resolution signed by all of the members.