

**AUSTRALIA FOR UNHCR**

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**CONSTITUTION**

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**CORRS CHAMBERS WESTGARTH**

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**CORPORATIONS ACT 2001**  
**A COMPANY LIMITED BY GUARANTEE AND NOT**  
**HAVING A SHARE CAPITAL**  
**CONSTITUTION**  
**OF**  
**AUSTRALIA FOR UNHCR**

**1 INTERPRETATION**

**1.1 Replaceable Rules Inapplicable**

The replaceable rules now and hereinafter contained in the Corporations Act do not apply to this Company unless repeated in this Constitution or specifically made applicable to this Company by a provision of this Constitution.

**1.2 Definitions**

In this Constitution unless the context otherwise requires:

“**Business Day**” means a day that is not a Saturday, Sunday or public holiday in the State in which the Company is incorporated;

“**Chair**” means a person elected by the directors to be the Company’s Chair under **clause 14.4**.

“**Committee**” means a committee of Directors formed pursuant to **clause 14.6**;

“**Company**” means Australia for UNHCR;

“**Constitution**” means this constitution and all supplementary constituted or amending Constitution for the time being in force;

“**Corporations Act**” means the Corporations Act 2001 of the Commonwealth of Australia;

“**Director**” includes any person occupying the position of a director of the Company by whatever named called;

“**Directors**” means the Directors for the time being or such number of them as have authority to act for the Company;

“**Members**” means persons admitted as Members of the Company pursuant to **clause 2**;

“**Office**” means the registered office for the time being of the Company;

“**Register**” means the register of Members to be kept pursuant to the Corporations Act;

“**Seal**” means the common seal of the Company; and

“**Secretary**” includes the assistant or acting secretary of the Company and any substitute for the time being for the secretary.

### **1.3 Construction**

In this Constitution unless the context otherwise requires:

- a) words (including defined expressions) importing the singular include the plural and vice versa;
- b) words (including defined expressions) importing any gender include the other genders;
- c) words (including defined expressions) importing persons shall include corporations and bodies politic;
- d) a reference to a statute ordinance, code or other law includes regulations and other statutory instruments under it and consolidations, amendments, re-enactments or replacements of any of them (whether of the same or any other legislative authority having jurisdiction);
- e) references to writing include any mode of representing or reproducing words in tangible and permanently visible form, and includes telegram, telex and facsimile transmission;
- f) reference to a month and cognate terms means a period commencing on any day of a calendar month and ending on the corresponding day in the next succeeding calendar month but if a corresponding day does not occur in the next succeeding calendar month the period shall end on the last day of the next succeeding calendar month;
- g) references to this Constitution include its schedules and annexures.

### **1.4 Headings**

Headings do not affect the interpretation of this Constitution.

## **2 MEMBERS**

### **2.1 Initial Members**

The first Members will be each of the persons who, with their consent in writing, are specified as proposed Members in the application for registration of the Company.

### **2.2 Further Members**

The Company may admit as a Member any person who:

- a) is approved as a Member by the Directors or the Company in general meeting as being a person interested in the promotion of the objects of the Company; and

- b) signs and forwards notice to the Secretary agreeing to be bound by the Company's Constitution.

### **2.3 Cessation of Membership**

A person ceases to be a Member if the person:

- a) in the case of a natural person (who is a Director), ceases to be a Director;
- b) resigns membership by written notice to the Directors; or
- c) in the case of a natural person, dies.

## **3 REGISTER OF MEMBERS**

The Secretary shall keep at the Office the Register and shall enter in it the full names and addresses of Members, the date upon which Members became Members and the date upon which any Member ceased to be a Member. The Register must not be used for any other purpose and is to be open for inspection by Members.

## **4 GENERAL MEETINGS**

### **4.1 Annual General Meeting**

An annual general meeting of the Company must be held at least once in every calendar year and within six months of the end of the financial year.

An annual general meeting shall include at least the following matters:

- a) a confirmation of the minutes of the proceeding meeting
- b) a review of the Company's activities
- c) a review of the Company's finances
- d) any auditor's report, and
- e) the election of Directors.

### **4.2 Holding of General Meetings**

General meetings are to be held at the times and places prescribed by the Company in general meeting or if no time or place is prescribed as are determined by the Directors.

### **4.3 Convening of General Meetings**

The Directors may from time to time convene a general meeting of the Company. The Directors must also convene a general meeting on the requisition of the Members, where the requisition would satisfy section 249D of the Corporations Act or any other relevant provision of the Corporations Act as if the Company were subject to that provision.

#### **4.4 Notice of Meetings**

At least 21 days notice must be given of a meeting of Members. The notice must specify the place day and hour of meeting and in the case of special business the general nature of that business and in the case of an election of Directors the names of the candidates for election.

- a) Notice of a meeting may be provided less than 21 days before the meeting if:
  - (i) for an annual general meeting, all the Members entitled to attend and vote at the annual general meeting agree beforehand, or
  - (ii) for any other general meeting, Members with at least 95% of the votes that may be cast at the meeting agree beforehand.
- b) Notice of a meeting cannot be provided less than 21 days before the meeting if a resolution will be moved to:
  - (i) remove a Director
  - (ii) appoint a Director in order to replace a Director who was removed, or
  - (iii) remove an auditor.

#### **4.5 Omission to Give Notice**

The accidental omission to give notice of a meeting to or the non-receipt of notice of a meeting by any person entitled to receive notice does not invalidate the proceedings at the meeting.

#### **4.6 Special Business**

All business will be special that is transacted at:

- a) a general meeting not being an annual general meeting; or
- b) an annual general meeting with the exception of:
  - (i) a confirmation of the minutes of the proceeding meeting
  - (ii) a review of the Company's activities
  - (iii) a review of the Company's finances
  - (iv) any auditor's report, and
  - (v) the election of Directors

#### **4.7 Resolutions Evidenced by Each Member**

Any written resolution of the Company determined on without a general meeting (whether in one document or in several copies) and signed by each Member entitled to vote is as valid and effectual as a resolution duly passed at a general meeting of the Company unless the Corporations Act requires a resolution to be passed at a general meeting of the Company.

### **5 PROCEEDINGS AT MEETINGS**

#### **5.1 Quorum**

At least three (3) Members present in person or by proxy or representative and entitled to vote is a quorum for all general meetings. No business is to be transacted at any general meeting unless a quorum is present at the time the meeting proceeds to business. A Director will be entitled to attend and speak at any general meeting notwithstanding that he or she is not a Member.

#### **5.2 Lack of Quorum**

If within thirty (30) minutes after the time appointed for the meeting a quorum is not present or if during the meeting a quorum ceases to be present, the meeting will stand adjourned to the same day in the next week at the same time and place or to such other day time and place as the Directors determine. If at the adjourned meeting a quorum is not present within thirty (30) minutes after the time appointed for the meeting, two (2) Members present in person or by proxy or representative will be a quorum and if such reduced quorum is not then present the meeting will be dissolved.

#### **5.3 Chair**

The Chair of Directors or in his or her absence the deputy Chair may preside as Chair at every general meeting. If there is no Chair or deputy Chair or if neither is present within fifteen (15) minutes after the time appointed for the meeting or if they are both unwilling to act as Chair of the meeting the Directors must choose another Director as Chair. If no Director is so chosen or if all the Directors present decline to take the chair the Members present and entitled to vote must choose one of their own number to be Chair.

#### **5.4 Adjournment**

The Chair of a general meeting may with the consent of a meeting at which a quorum is present (and must if directed by the meeting) adjourn the meeting from time to time and place to place but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

#### **5.5 Notice of Adjourned Meeting**

It is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting, unless the meeting is adjourned for thirty (30) days or more in which case notice of the adjourned meeting is to be given as in the case of an original meeting.

## **5.6 Decision of Resolutions**

At a general meeting a resolution put to the vote of the meeting is to be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded by the Chair or (other than on the election of the Chair of a meeting or the adjournment of a meeting) by not less than three (3) Members having the right to vote at the meeting.

## **5.7 Minutes as Evidence of Result**

Unless a poll is duly demanded, a declaration by the Chair that a resolution has on the show of hands been carried or carried unanimously or carried by a particular majority or lost or not carried by a particular majority and an entry to that effect in the book containing the minutes of the proceedings of the Company signed by the Chair will be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

## **5.8 Taking of Poll**

If a poll is duly demanded it must be taken in the manner and at the time and place as the Chair of the meeting directs. The result of the poll will be deemed to be the resolution of the meeting at which the poll was demanded provided that a poll on the election of a Chair of a meeting or on any question of adjournment must be taken at the meeting and without adjournment. The demand for a poll will not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded. The demand for a poll may be withdrawn before the poll is taken but only with the consent of the Chair. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made. In the case of a dispute as to the admission or rejection of a vote on a show of hands or on a poll the Chair shall determine the dispute and the determination made in good faith will be final and conclusive.

## **6 VOTES OF MEMBERS**

### **6.1 Entitlement to vote**

Every Member present in person or represented by proxy or representative has one vote, whether on a show of hands or on a poll.

### **6.2 Casting Vote**

In the case of an equality of votes whether on a show of hands or on a poll the Chair of the meeting at which the show of hands is taken or at which the poll is demanded is entitled to a casting vote in addition to the vote or votes to which he or she may be entitled as a Member.

## **7 PROXIES**

### **7.1 Appointment of Proxy**

A Member may appoint one proxy only, who must be another Member or representative of another Member, and that proxy is entitled to vote on a show of hands or on a poll.

### **7.2 Instrument of Proxy**

The instrument appointing a proxy must be in writing signed by the appointor or of his or her attorney duly authorised in writing.

### **7.3 Proxy to be Deposited at Office**

The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or executed or a notarially certified copy of that power or authority (or a copy certified in another manner acceptable to the Directors) must be deposited at the Office (or other place specified for that purpose in the notice convening the meeting) not less than twenty-four (24) hours before the time for holding the meeting or adjourned meeting or taking of the poll at which the person named in the instrument proposes to vote and in default the instrument of proxy will not be treated as valid.

### **7.4 Form of Proxy**

Every instrument of proxy whether for a specified meeting or otherwise must as nearly as circumstances will admit be addressed to the Company in the following form:

I/We  
of  
being a member/members of the Company appoint  
of  
as my/our proxy to vote for me/us and on my/our behalf at the general meeting of the  
Company to be held on the                      day of                      and at any adjournment  
thereof.

This form is to be used \*in favour of/against the resolution.

\*Strike out whichever is not desired. Unless otherwise instructed the proxy may vote as he thinks fit.

As witness my/our hand/s this                      day of

Signed by the said  
in the presence of:

or in such other form as the Directors from time to time prescribe or in a particular case accept. An instrument of proxy in which the name of the appointee is not filled in will be deemed to be given in favour of the Chair of the meeting to which it relates.

## **7.5 Power to Demand Poll**

The instrument appointing a proxy will be deemed to confer authority to demand or joint in demanding a poll.

## **7.6 Votes of Proxies**

A vote given in accordance with the terms of an instrument of proxy is valid notwithstanding the previous death or unsoundness of mind of the appointor or revocation of the instrument or of the authority under which the instrument was executed provided that no intimation in writing of the death unsoundness of mind or revocation has been received by the Company before the meeting or adjourned meeting at which the instrument is used. A proxy is not revoked by the appointor attending and taking part in any meeting but if the appointor votes on a resolution either on a show of hands or on a poll the person acting as proxy for that appointor has no vote as proxy on that resolution.

## **7.7 Identification of Proxy**

The Chair of a meeting may require a person acting as a proxy to establish to the satisfaction of the Chair that he or she is the person nominated as proxy in the form of proxy lodged under this Constitution and failing compliance that person may be excluded from voting either upon a show of hands or upon a poll.

## **7.8 Power of Attorney**

If a Member executes or proposes to execute an instrument or to act by or through an attorney the Member must:

- a) produce to the Company for noting the instrument appointing the attorney; and
- b) (if required) file with the Company a certified copy of the last-mentioned instrument which is to be retained by the Company.

The Directors may on the first production of that instrument of attorney and from time to time subsequently require any evidence as they think fit that the instrument of attorney is effective and current.

# **8 DIRECTORS**

## **8.1 Number**

The number of Directors shall not be less than three (3) nor more than seven (7) or such other number as the Company in general meeting may from time to time resolve. If the number of Directors in office at any time falls below three (3), the Directors shall not act in the affairs of the Company (other than to appoint additional Directors) until the number of Directors is made up to at least three (3).

## **8.2 Directors Need Not be Members**

The Directors need not be Members.

### **8.3 Qualification of Directors**

To be eligible for election as a director, a director must:

- a) be nominated by a member or director;
- b) have knowledge about, have expertise relevant to and be committed to the purpose and activities of the company;
- c) have skills and qualifications as may be determined by the directors from time to time; and
- d) meet any other criteria relating to the composition of the board.

### **8.4 No Remuneration**

Except as provided for in **clause 26**, no Director may receive any remuneration for his or her services as a Director or as a Member.

### **8.5 Vacancies**

- a) Subject to **clauses 8.3 and 10.1**, any casual vacancy occurring in the Directors whether by death, resignation or otherwise shall be filled within three (3) calendar months of the casual vacancy occurring (or such longer period as the Director may otherwise resolve) by the remaining Directors.
- b) All such appointments shall be made by instrument executed by all of the surviving or continuing Director or the legal personal representatives of the last surviving or continuing Director.
- c) The continuing Directors may act notwithstanding any vacancy in their body but should the number of Directors fall below the minimum number fixed in accordance with this Constitution the Directors may act for the purpose of increasing the number of Directors to the minimum of summoning a general meeting of the Company or in emergencies but for no other purpose.

## **9 POWERS AND DUTIES OF DIRECTORS**

### **9.1 Management of the Company**

The management of the business and affairs of the Company is to be vested in the Directors who in addition to the powers and authorities conferred by this Constitution or otherwise may exercise all powers and do all acts and things as can be exercised or done by the Company and are not required to be exercised or done by the Company in general meeting. The powers of the Directors are subject to the Corporations Act, this Constitution and to any regulations (not being inconsistent with this Constitution) from time to time made by the Company in general meeting. No regulation made by the Company in general meeting will invalidate any prior act of the Director which would have been valid if that regulation had not been made.

## **9.2 Cheques, Bills, etc.**

All cheques and other negotiable instruments and receipts for money paid to the Company must be signed drawn accepted endorsed or otherwise executed by the persons and in the manner as the Directors determine.

## **9.3 Sale of Undertaking**

Any sale or disposal by the Directors of the Company's whole undertaking or of the Company's main undertaking is conditional upon ratification by the Company in general meeting. At the meeting to ratify any sale or disposal, any person who may benefit from the sale or disposal must not vote on the resolution.

## **9.4 Further Powers**

In addition to all powers hereby expressly conferred upon them and without detracting from the generality of their powers under this Constitution, the Directors will have the following powers:

- a) to expend the funds of the Company in such manner as they consider most beneficial for the achievement of the objects and to invest in the name of the Company any excess liquidity and subject to **clause 9.3** to direct the sale or transposition of any such investments and to expend the proceeds of any such sale in furtherance of the objects of the Company.
- b) to enter into contracts, short-term deposits, arrangements, agreements or understandings on behalf of the Company in the ordinary course of business.

## **10 APPOINTMENT AND REMOVAL OF DIRECTORS**

The Members may elect a director by a resolution passed in a general meeting.

### **10.1 Term of Appointment**

- (a) At each annual general meeting:
  - (i) any director appointed by the directors under clause 8.5 to fill a casual vacancy must retire, and
  - (ii) at least one-third of the remaining directors, rounded up, must retire.
- (b) The directors who must retire at each annual general meeting under clause 10.1(a) (ii) will be the directors who have been longest in office since last being elected. Where directors were elected on the same day, the director(s) to retire will be decided by lot unless they agree otherwise.
- (c) Other than a director appointed under clause 8.5, a director's term of office starts at the end of the annual general meeting at which they are elected and ends at the end of the annual general meeting at which they retire.

- (d) Notwithstanding the provisions of this constitution, all directors shall retire and face election no later than three annual general meetings after the annual general meeting at which they were appointed.
- (e) A director who retires under clause 10.1(a) or 10.1 (d) may nominate for election or re-election.

## **10.2 Removal of Directors**

The Company in general meeting may by ordinary resolution remove a Director from Office. However, no resolution for the removal of a Director from office is to be put to a general meeting unless notice signed by a Member duly qualified to vote at that meeting and signifying the intention of that Member to propose that resolution is received by the Company not less than twenty eight (28) clear days before the date appointed for holding the meeting.

## **11 DISQUALIFICATION OF DIRECTORS**

The office of a Director must ipso facto be vacated if:

- a) the Director ceases to be or is removed as a Director pursuant to the Corporations Act;
- b) the Director becomes an insolvent under administration or makes any composition or arrangement with his or her creditors or any class of them;
- c) the Director becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
- d) the Director resigns from office by notice in writing to the Company;
- e) the period for which the Director is appointed expires;
- f) the Director, without the permission of the other Directors, is absent from the meetings of the Directors for six (6) months continuously; or
- g) the Director is directly or indirectly interested in any contract or proposed contract with the Company and fails to declare the nature of that interest.

## **12 DIRECTOR'S CONTRACTS**

### **12.1 Director's Interests**

Subject to the Corporations Act:

- a) no Director or proposed Director is disqualified by that office from:
  - (i) entering into a contract, agreement or arrangement with the Company;

- (ii) becoming or remaining a Director of any company in which the Company is in any way interested or which is in any way interested in the Company;
- b) no contract, agreement or arrangement in which a Director is in any way interested, entered into by or on behalf of the Company can be avoided; and
- c) no Director who:
  - (i) enters into a contract, agreement or arrangement in which the Director has an interest; or
  - (ii) is a director of the other company with which the Company has entered into the contract, agreement or arrangement,  
  
is liable to account to the Company for any profits or remuneration realised by that Director as a result of his or her being interested or being a director of the other company.

## **12.2 Declaration of Interest**

The nature of a Director's interest in any contract agreement or arrangement must be declared by that Director at a meeting of the Directors as soon as practicable after the relevant facts have come to his or her knowledge. A general notice that a Director is a member of any specified firm or corporation and is to be regarded as interested in all transactions with that firm or corporation is a sufficient declaration under this clause as regards the Director and the transactions. After giving the general notice it is not necessary for the Director to give any special notice relating to any particular transaction with that firm or corporation. It is the duty of the Secretary to record in the Minutes any declaration made or any general notice given by a Director in pursuance of this clause.

## **12.3 Votes by Interested Directors**

Subject to the Corporations Act, a Director who has a material personal interest in a matter that is being considered at a meeting of Directors:

- a) must not vote on the matter (or in relation to a proposed resolution under paragraph (ii) of this clause in relation to the matter, whether in relation to that or a different Director); and
- b) must not be present while the matter (or a proposed resolution of that kind) is being considered at the meeting,

save and except in accordance with the Corporations Act.

## **13 DIRECTOR'S CONFLICTS OF INTEREST**

A Director who holds an office or possesses a property whereby duties or interests might be created whether directly or indirectly in conflict with his duties or interest as Director must, declare at a meeting of the Directors the fact that the nature, character and extent of the conflict.

## **14 PROCEEDINGS OF DIRECTORS**

### **14.1 Procedure Generally**

The Directors may meet together for the dispatch of business adjourn and otherwise regulate their meetings and proceedings as they think fit and may from time to time determine the quorum necessary for the transaction of business. The Directors may meet together by any telephonic or electronic means. Until otherwise determined three (3) Directors constitute a quorum.

### **14.2 Calling of Meetings**

A Director may at any time and the Secretary must upon the request of a Director convene a meeting of the Directors by notice served upon the other Directors. Notice may be given by post, electronically, via telephone or by any other means of communication that has previously been agreed to by all of the Directors.

### **14.3 Notice of Meetings**

Notice of a meeting of Directors is to be given to all Directors.

### **14.4 Chair of Meetings**

The Directors shall elect one of their number as Chair of all meetings of the Directors, and may at any time remove him or her from that office. If the elected Chair is not present within fifteen (15) minutes of the time appointed for the holding of the meeting or is unable or unwilling or refuses to act, the Directors present shall elect a Chair of their meeting from among their number.

### **14.5 Decision of Questions**

Subject to **clause 14.9**, questions arising at any meeting of Directors are to be decided by a majority of votes. Each Director has one vote and a determination by a majority of the Directors will for all purposes be deemed a determination of the Directors. In case of an equality of votes at a meeting at which a quorum is present are present the Chair has a second or casting vote in addition to a deliberative vote.

### **14.6 Delegation to Committees**

The Directors may delegate any of their powers to Committees consisting of Directors or other persons as the Directors think fit. Any Committee formed must be in exercise of the power delegated comply with the regulations that may be imposed on it by the Directors, and must fully and promptly report all acts and proceedings of the Committee to the Directors.

### **14.7 Procedure of Committees**

The meetings and proceedings of Committees consisting of more than one person are to be governed by the clauses of this Constitution regulating the meetings and proceedings of the Directors so far as they are applicable and are not superseded by any regulations made by the Directors under this Constitution.

#### **14.8 Validation of Irregular Acts**

All acts done by any meeting of the Directors or by a Committee or by any person acting as a Director will, even if it is later discovered that there was some defect in the appointment or continuance in office of a Director or person acting as aforesaid or that they or any of them were disqualified from holding office or had vacated office or were not entitled to vote, be as valid as if every person had been duly appointed or had duly continued in office and was qualified and had continued to be a Director and had been entitled to vote.

#### **14.9 Written Resolutions**

A resolution in writing signed by all the Directors entitled to receive notice of a meeting of Directors or of a Committee (not being less than a quorum) is as valid and effectual as if it had been passed at a meeting of Directors (or as the case may be) a Committee duly called and constituted. That resolution may consist of several copies of a document each signed by one or more Directors.

#### **14.10 Voting Authority**

A Director who is unable to attend a meeting of the Directors may authorise another Director to vote at that meeting and the Director authorised will have a vote for each Director by whom he or she is so authorised in addition to his or her own vote. Any such authority must be in writing including electronic means which must be produced at the meeting at which it is to be used and be left with the Secretary for retention with the Company's records.

### **15 MINUTES**

The Directors shall cause minutes to be kept (so far as it is relevant) in accordance with the Corporations Act:

- a) of the names of the Directors present at each meeting of the Directors and of any Committee; and
- b) of all resolutions and proceedings of general meetings and of meetings of Directors and of Committees.

The minutes are to be signed by the Chair of the meeting at which the proceedings were held or by the Chair of the next succeeding meeting.

### **16 SECRETARY**

One or more Secretaries must in accordance with the Corporations Act be appointed by the Directors for the terms at the remuneration and upon the conditions as the Directors think fit. Any Secretary so appointed may be removed by the Directors.

### **17 SEAL**

The Directors must provide for the safe custody of any Seal which may only be used by the authority of the Directors or of a Committee authorised by the Directors in that behalf. Every

instrument to which the Seal is affixed must be signed by a Director and countersigned by the Secretary or by a second Director or by some other person appointed by the Directors for that purpose.

## **18 ACCOUNTS**

### **18.1 Accounting and Other Records**

The Directors must cause proper accounting and other records to be kept and distribute copies of the financial report and directors' report to the members on or before the notice of an annual general meeting. The Directors must from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounting and other records of the Company or any of them are to be open to the inspection of Members not being Directors. No Member (not being a Director) has a right of inspecting any account or book or paper of the Company except as conferred by statute or authorised by the Directors or by the Company in general meeting.

### **18.2 Time for Accounts**

The interval between the close of a financial year of the Company and the issue of the audited financial report relating to it must not exceed six months.

## **19 NOTICES**

### **19.1 Modes of Giving Notice**

A notice may be given by the Company to any Member either personally or by sending it by post to him or her at his or her registered address. Where a notice is sent by post, service of the notice is deemed to be effected by properly addressing prepaying and posting a letter containing the notice and to have been effected at the time at which the letter would be delivered in the ordinary course of post. A notice may also be given by email, fax or other electronic method and service of the notice is effected at the time at which in the ordinary course the email or facsimile transmission would be delivered.

### **19.2 Persons Entitled to Notice of General Meeting**

Notice of every general meeting must be given in the manner authorised to:

- a) every Member;
- b) the Auditor for the time being (if any) of the Company.

No other person is entitled to receive notices of general meetings.

## **20 WINDING UP AND REVOCATION OF DEDUCTIBLE GIFT RECIPIENT STATUS**

If upon the winding up or dissolution of the Company there remains, after the satisfaction of all its debts and liabilities, any property or money whatsoever, the remaining assets shall not be paid or distributed to the Members but shall be given or distributed to some other fund,

authority or institution determined in general meeting or failing which by a Judge of the Supreme Court of Victoria, having objects or purposes similar to the purposes of the Company and which is a named fund, authority or institution known to have been approved under section 30-85 of the Income Tax Assessment Act 1997 or to any fund, authority or institution falling under one or more of the items listed in the tables in section 30-80 of the Income Tax Assessment Act 1997.

In the event that the endorsement for deductible gift recipient for the company is revoked, any surplus of the following assets shall be transferred to another organisation having objects or purposes similar to the purposes of the Company and which is a named fund, authority or institution known to have been approved under section 30-85 of the Income Tax Assessment Act 1997 or to any fund, authority or institution falling under one or more of the items listed in the tables in section 30-80 of the Income Tax Assessment Act 1997:

- a) Gifts of money or property for the principal purpose of the organisation
- b) Contributions made in relation to an eligible fundraising event held for the principal purpose of the organization
- c) Money received by the organization because of such gifts and contributions.

## **21 INDEMNITY**

### **21.1 Indemnity**

To the extent permitted by the Corporations Act, a person who is or has been an officer of the Company shall be indemnified out of the assets of the Company against a liability incurred by the person as such an officer:

- a) to another person (other than the Company or a related body corporate); and
- b) for costs and expenses incurred by the person.

### **21.2 Insurance**

Except to the extent precluded by the Corporations Act, the Company may pay or agree to pay a premium in respect of a contract insuring a person who is or has been an officer of the Company or of a related body corporate of the Company against a liability:

- a) incurred by the person as such an officer; or
- b) for costs and expenses incurred by the person in defending proceedings as such an officer, whether civil or criminal and whatever their outcome.

## **22 CAPACITY**

Subject to the Corporations Act, the Company has the legal capacity of a natural person including, without limitation, the capacity to exercise the powers set out in section 124 of the Corporations Act. It is the intention that this Constitution will not restrict or prohibit the exercise by the Company of any of these powers.

## **23 OBJECTS**

The exclusive purpose for which the Company is established is to provide relief to refugees or other persons of concern to the United Nations High Commissioner for Refugees in a country declared by the Minister for Foreign Affairs to be a developing country in accordance with sub-section 30-85(2)(b) of the Income Tax Assessment Act 1997 and, in fulfilling this purpose:

- a) the Company will raise public awareness of the plight of refugees and other persons of concern to the United Nations High Commissioner for Refugees;
- b) members of the general public are to be invited to contribute moneys to the Company;
- c) gifts to the Company are to be kept separate from any other funds of the Company with a separate bank account and separate accounting procedures;
- d) receipts are to be issued in the name of the Company and this name is to appear on all receipts issued to donors; and
- e) the Australian Taxation Office is to be informed of any changes within the Company reflecting on the operational or financial arrangements of the Company.

## **24 NON-PROFIT**

The income and property of the Company must be applied solely towards the promotion of the objects of the Company as set out in this Constitution and the Company shall pursue charitable purposes only and apply its income in promoting these purposes and no portion of it is to be paid or transferred directly or indirectly by way of profit to Members or Directors. This does not prevent the payment of the following to Directors in good faith where such payments are approved by the Directors:

- a) of proper remuneration in return for administrative services rendered to the Company; or
- b) of re-imbusement of out-of-pocket expenses incurred on behalf of the Company.

## **25 LIMITED LIABILITY**

The liability of the Members is limited.

## **26 MEMBERS' GUARANTEE**

Every Member undertakes to contribute an amount not exceeding twenty dollars (\$20) to the property of the Company in the event of its being wound up while he or she is a Member or within one year afterwards for:

- a) payment of the debts and liabilities of the Company contracted before the time when he or she ceased to be a Member;

- b) the costs charges and expenses of winding up; and
- c) for an adjustment of the rights of contributories among themselves.