

Constitution of Plan International Australia

Contents

1	Name of Corporation	1
2	Status of the Constitution	1
2.1	Constitution of the Company	1
2.2	Replaceable Rules	1
3	Interpretation	1
3.1	Definitions	1
3.2	Interpretation	2
4	Objects	2
4.1	Objects and purpose	2
4.2	Limitation of powers	4
4.3	Patrons of the Company	4
5	Modification or repeal of this Constitution	4
5.1	Modifying or repealing Constitution	4
5.2	Date of effect of modification or repeal	4
6	Member's liability	4
6.1	Liability to contribute	4
6.2	Limited liability	5
7	Members	5
7.1	Number of Members	5
7.2	Pre-condition to Membership	5
7.3	Becoming a Member	5
7.4	Application for Membership	5
7.5	Eligibility for Membership	5
7.6	Consideration for application for Membership	6
7.7	Registration as Member	6
8	Rights of Members are non-transferable	6
9	Cessation of Membership	6
9.1	Cessation of Membership	6
9.2	Resignation of Member	6
9.3	Expulsion of Member	7
10	Maintenance of Register	7
10.1	Register of Members	7
10.2	Inspection of Register of Members	7
11	General meetings	7
11.1	Director convening a general meeting	7
11.2	Meetings requested by Members	7
11.3	Notice of general meeting	8
11.4	Shorter notice of general meeting	8

11.5	Notice of resumption of an adjourned meeting	8
11.6	General meetings at two or more places	8
11.7	Postponement or cancellation of general meeting	8
11.8	Notice of change, postponement or cancellation of meeting	9
11.9	Omission to give notice relating to general meeting	9
12	Proceedings at general meetings	9
12.1	Quorum	9
12.2	Lack of quorum	9
12.3	Chairing general meetings	10
12.4	Conduct of general meetings	10
12.5	Adjournment	11
13	Proxy	11
13.1	Appointment of proxy	11
13.2	Proxy instruments	11
13.3	Proxy to be received by Company	12
13.4	Power to demand poll	12
13.5	Revocation of proxy	12
13.6	Validity of votes of proxy	12
13.7	No liability	13
14	Voting	13
14.1	Entitlement to vote	13
14.2	Casting vote	13
14.3	Proxy vote to be identified	13
14.4	Voting on resolution	13
14.5	Objection to right to vote	13
14.6	Written resolutions	13
14.7	Minutes	13
14.8	Disputes to be resolved by chair	14
15	Poll	14
15.1	Chair may determine to take a poll	14
15.2	Right to demand poll	14
15.3	Procedure for demanding poll	14
16	Appointment and removal of Directors	15
16.1	Number of Directors	15
16.2	Appointment of Directors	15
16.3	Confirmation of appointment	15
16.4	Removal of Director	16
16.5	Cessation of Directorship	16
16.6	Rotation of Directors	16
16.7	Resignation of Directors	17
16.8	Notice of election	17

17	Powers and duties of Board	17
18	Negotiable instruments	18
19	Managing Director	18
20	Remuneration and reimbursement for expenses	18
	20.1 Remuneration of Director	18
	20.2 Reimbursement of expenses	19
21	Board and committee meetings	19
	21.1 Convening meetings	19
	21.2 Notice of meetings	19
	21.3 Omission to give notice	19
	21.4 Use of technology	20
	21.5 Quorum at meetings	20
	21.6 Chair of meetings	20
	21.7 Committees	21
	21.8 Passing resolutions at meetings	21
	21.9 Casting vote	21
	21.10 Conduct of meetings	21
	21.11 Written resolutions	21
	21.12 Minutes of meetings	23
	21.13 Validity of acts done in meetings	23
22	Director's interests	23
	22.1 Declaration of interest	23
	22.2 Voting by interested Directors	23
23	Appointment of Secretary	24
24	Removal and remuneration of Auditor	24
	24.1 Remuneration of Auditor	24
	24.2 Removal of Auditor	24
	24.3 Auditor's attendance at general meetings	24
25	Seal	24
26	Financial records	25
	26.1 Member's access to financial records	25
	26.2 Directors' access to financial records	25
	26.3 Access to financial records after ceasing to be a Director	25
27	Notices	25
	27.2 Communications by post	26
	27.3 Communications by fax	26
	27.4 Communications by email	26
	27.5 After hours communications	26
28	Indemnity and insurance	26
	28.1 Indemnity	27

28.2	Insurance	27
29	Winding up	27

1 Name of Corporation

The name of the company is Plan International Australia ACN 004 875 807.

2 Status of the Constitution

2.1 Constitution of the Company

This is the constitution of the Company.

2.2 Replaceable Rules

This Constitution displaces the Replaceable Rules, accordingly, none of the Replaceable Rules apply.

3 Interpretation

3.1 Definitions

In this Constitution:

Auditor means the person appointed for the time being as the auditor of the Company.

Board means the Directors present at a meeting, duly convened as a Board meeting, at which a quorum is present.

Business Day means a day which is not a Saturday, Sunday or bank or public holiday in Melbourne.

Company means Plan International Australia.

Constitution means the constitution for the time being of the Company as constituted by this document and any resolutions of the Company modifying this document.

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

Director means a person who is a director for the time being of the Company and **Directors** means more than one Director.

Managing Director means any person appointed for the time being as a managing director of the Company.

Member means a natural person who is, or who is registered as, a member of the Company and **Members** means more than one Member.

Member's Guarantee Amount means \$20.00.

Membership means being a Member of the Company.

Ordinary Member means a Member who is not a member of the Board.

Register of Members means the register of Members maintained pursuant to the Corporations Act.

Replaceable Rules means the replaceable rules applicable to a public company limited by guarantee set out in the Corporations Act.

Seal means the common seal for the time being of the Company.

Secretary means any person appointed for the time being as, or to perform the functions of, secretary of the Company.

3.2 Interpretation

In this Constitution:

- (a) the words “including”, “include” and “includes” are to be construed without limitation;
- (b) a reference to legislation is to be construed as a reference to that legislation, any subordinate legislation under it, and that legislation and subordinate legislation as amended, re-enacted or replaced for the time being;
- (c) a reference to a “person” includes a corporate representative appointed pursuant to section 250D of the Corporations Act;
- (d) headings are used for convenience only and are not intended to affect the interpretation of this Constitution; and
- (e) a word or expression defined in the Corporations Act and used, but not defined, in this Constitution has the same meaning given to it in the Corporations Act when used in this Constitution.

4 Objects

4.1 Objects and purpose

The object of the Company is to pursue charitable purposes only and to apply the income and property of the Company whensoever derived solely to promote those purposes.

The objects for which the Company is established are:

- (a) To provide for the sponsorship, care, maintenance, education, training and well being of needy children wherever they may be.
- (b) To provide guidance and practical assistance in strengthening and reinforcing the families of such children with the opportunity to develop within their own families.
- (c) To interest persons throughout the world in the necessity of such an undertaking and to obtain their support and assistance.
- (d) To provide means for the transmission distribution and expenditure of funds raised for these purposes to the beneficiaries thereof.
- (e) To provide a non-sectarian organisation purely humanitarian in character which shall be free from any connection with or allegiance to any group having any political interest of any kind.

- (f) To co-operate and exchange information with similar groups in Australia and other countries interested in the same objectives.
- (g) To receive, donations and funds, foods, medicines, clothing and necessaries for the relief of poverty and disease in any part of the world or for any other charitable purpose.
- (h) To provide development programs for the alleviation of poverty and the advancement of the education, health, habitat and livelihood of needy children, their families and communities in developing countries and countries where such programs may be needed because of war, strife, failure, disaster or other major social disturbances.
- (i) To provide programs, financial assistance and resources for the decontamination of land affected by landmines, toxic waste, or other hazardous substances or materials which pose a threat to the health and well being of children, their families and communities in developing countries or countries where such programs may be needed because of war, strife, famine, disaster or other major social disturbances.

All the other objects hereinafter set forth shall be ancillary to the foregoing:

- (j) To appoint and establish agents to assist in the furtherance of the foregoing objects.
- (k) To purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges which the Company may think necessary or convenient for the promotion of its objects, and to construct, maintain, and alter any houses buildings or works necessary or convenient for the purpose of the Company.
- (l) To sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Company as may be thought expedient with a view to the promotion of its objects.
- (m) To undertake and execute any trusts which may be lawfully undertaken by the Company and may be conducive to its objects.
- (n) To borrow or raise money for the purposes of the Company on such terms and on such security including the guarantee of the Company as may be thought fit and to accept donations and legacies.
- (o) To invest the moneys of the Company not immediately required for its purpose in or upon such investments, securities or property as may be thought fit.
- (p) To take such steps by personal or written appeals, public meetings and or otherwise for the purpose of procuring contributions to the funds of the Company.
- (q) To print and publish any newspaper, periodicals, books or leaflets that the Company may think desirable for the promotion of its objects.
- (r) To enter into such agreements with other bodies, corporations, associations or institutions having objects similar to those of the

Company as will contribute to or be conducive to the attainment of the objects of the Company.

- (s) To influence the development of legislation and standards considered necessary for the achievement of the Company's above charitable objects.
- (t) To do all such other lawful things as are incidental or conducive to the attainment of the above objects.

4.2 Limitation of powers

The Company is prohibited from:

- (a) making distributions to Members or the governing body of the Company; and
- (b) paying fees (or other remuneration) to the Directors.

Subject to **clause 20**, the Directors must approve all other payments the Company makes to Directors.

4.3 Patrons of the Company

The Members may from time to time request a person or persons to act as patron or patrons of the Company.

5 Modification or repeal of this Constitution

5.1 Modifying or repealing Constitution

This Constitution may be modified or repealed only by a special resolution of the Company in a general meeting.

5.2 Date of effect of modification or repeal

Any modification or repeal of this Constitution takes effect on the date the special resolution is passed or any later date specified, or provided for, in the resolution.

6 Member's liability

6.1 Liability to contribute

Subject to **clause 6.2**, if the Company is wound up and the property of the Company is insufficient to satisfy:

- (a) payment of all debts and liabilities of the Company;
- (b) payment of the costs, charges and expenses of the winding up; and
- (c) any adjustment of the rights of the contributories among Members,

each person who is entitled to vote at a general meeting, and each person who was entitled to vote at a general meeting during the year ending on the day of

the commencement of the winding up of the Company, is liable to contribute to the property of the Company for:

- (d) payment of debts and liabilities of the Company;
- (e) payment of the costs, charges and expenses of winding up; and
- (f) any adjustment of the rights of the contributories among Members.

6.2 Limited liability

The amount that each Member or past Member is liable to contribute to the Company's property if the Company is wound up is limited to the amount of the Member's Guarantee Amount.

7 Members

7.1 Number of Members

The number of Members must not be more than 100 but not less than 25. Unless there are less than 100 Members, no person may become a Member until an existing Member ceases to be a Member.

7.2 Pre-condition to Membership

A person is entitled to become a Member if that person agrees to assume the liability to pay the Member's Guarantee Amount.

7.3 Becoming a Member

Subject to the Corporations Act, a person becomes a Member on the registration of that person's name in the Register of Members.

7.4 Application for Membership

- (a) The Board may prescribe the form of the application for Membership.
- (b) An application for Membership must be:
 - (i) proposed by a Member (proposer) and seconded by another Member (seconded);
 - (ii) in writing signed by the applicant, the proposer and the seconded; and
 - (iii) if the Board has prescribed the form of the application for Membership, be in that prescribed form.

7.5 Eligibility for Membership

- (a) Subject to clause 7.5(d), the Company may at any time by ordinary resolution:
 - (i) make rules; or
 - (ii) annul or vary any rules,in relation to Membership of the Company.

- (b) All rules made under **clause 7.5(a)** are binding on all Members and have full effect accordingly.
- (c) Without prejudice to the generality of the foregoing provision, rules may be made with reference to the rights, privileges, restrictions and conditions attaching to Membership.
- (d) Only natural persons may be Members of the Company.

7.6 Consideration for application for Membership

At the first meeting of the Board after an application for Membership has been received by the Board, the Board must consider the application and either accept, accept subject to conditions or reject the application.

7.7 Registration as Member

If the Board accepts an application for Membership, as soon as practicable, the Board must register the name of the person in the Register of Members and record any conditions imposed on that person's Membership.

8 Rights of Members are non-transferable

The rights and obligations of a Member are personal and are not transferable.

9 Cessation of Membership

9.1 Cessation of Membership

A person ceases to be a Member:

- (a) if the person resigns as a Member in accordance with this Constitution;
- (b) if the person is expelled as a Member in accordance with this Constitution;
- (c) if the person fails to pay any amount payable to the Company within three months of being required to and the Board resolves that Membership of the Member be terminated;
- (d) if the person ceases to satisfy the eligibility requirements for Membership under this Constitution;
- (e) if the person's whereabouts are unknown for more than six months and the Board resolves that the person should cease to be a Member;
- (f) the person becomes bankrupt; or
- (g) if the person dies.

9.2 Resignation of Member

A Member may resign from the Company by giving the Board at least 30 days' notice.

9.3 Expulsion of Member

- (a) If the Board resolves that it is not in the best interests of the Company for a person to remain as a Member, that person is thereupon expelled as a Member.
- (b) The Board must give notice to a Member of a meeting of the Board at which the resolution for the Member's expulsion is proposed:
 - (i) setting out the place, date and time of the meeting;
 - (ii) setting out the proposed resolution and the grounds for the proposed expulsion; and
 - (iii) informing the Member that the Member may submit written submissions to the Board before the resolution is put to the vote of the Board and may attend the meeting at which the resolution for the Member's expulsion is proposed.

10 Maintenance of Register

10.1 Register of Members

The Secretary must maintain a Register of Members setting out:

- (a) the name and address of each Member;
- (b) the date on which each person became a Member;
- (c) any conditions imposed on a Member's Membership; and
- (d) in respect of each person who has ceased to be a Member, the date on which that person ceased to be a Member.

10.2 Inspection of Register of Members

The Register of Members must be kept at the Company's principal place of business. A Member may inspect the Register of Members between the hours of 9.00 am and 5.00 pm on any Business Day. No amount may be charged for inspection.

11 General meetings

11.1 Director convening a general meeting

Any Director or the Directors may convene a general meeting.

11.2 Meetings requested by Members

- (a) If the Board receives a request from a Member or Members with at least five percent of the votes that may be cast at any general meeting or at least 20 Members who are entitled to vote at that general meeting, the Board must convene a general meeting within 21 days after the date of receipt of that request.

- (b) The request must detail any proposed resolution, the names of the Members requesting the meeting and be signed by all of the Members making the request. For this purpose, signatures of the Members may be contained in more than one document.
- (c) A general meeting requested by the Members must be held no later than two calendar months after the request is received.

11.3 Notice of general meeting

At least 21 days' notice of a general meeting must be given to the Members, Directors and Auditor. The notice must:

- (a) state the date, time and place (or places) of the meeting;
- (b) state the general nature of the business to be conducted at the meeting;
- (c) state any proposed resolutions;
- (d) state the names of proxies that have been appointed (if any); and
- (e) contain a statement informing the Members of the right to appoint a proxy.

11.4 Shorter notice of general meeting

Subject to the Corporations Act, shorter notice of a general meeting may be given if the calling of the notice of the general meeting on shorter notice is agreed to:

- (a) in the case of an annual general meeting, by all Members entitled to attend and vote at the meeting; and
- (b) in the case of any other general meeting, by 95% of the Members entitled to attend and vote at the general meeting agree before the meeting,

and accordingly, any such general meeting will be treated as having been duly convened.

11.5 Notice of resumption of an adjourned meeting

If a general meeting is adjourned for 30 days or more, at least 30 days' notice must be given to the Members, Directors and Auditor of the day, time and place (or places) for the resumption of the adjourned general meeting.

11.6 General meetings at two or more places

A general meeting may be held in one place or two or more places. If a general meeting is held in two or more places, the Company must use technology that gives Members a reasonable opportunity to participate at that general meeting.

11.7 Postponement or cancellation of general meeting

- (a) Subject to this Constitution and the Corporations Act, the Board may change the place (or places) of, postpone or cancel a general meeting.

- (b) If a general meeting is convened pursuant to a request by Members, the Board may not postpone or cancel the general meeting without the consent of the requesting Members.

11.8 Notice of change, postponement or cancellation of meeting

- (a) If the Directors have convened a general meeting, the Board may change the place (or places) of the general meeting, postpone or cancel the general meeting. If a Director has convened a general meeting, only the Director who convened the general meeting may change the place (or places) of the general meeting, or postpone or cancel the general meeting.
- (b) If the Board changes the place (or places) of a general meeting, notice must be given to each Member and each person entitled to receive notice of the meeting of the new place (or places) of the meeting.
- (c) If the Board postpones a general meeting, notice must be given to each Member and each other person entitled to receive notice of the new date, time and place (or places) of the meeting.
- (d) If the Board cancels a general meeting, notice must be given to each Member and each other person entitled to receive notice of general meetings.

11.9 Omission to give notice relating to general meeting

No resolution passed at or proceedings at any general meeting will be invalid because of any unintentional omission or error in giving or not giving notice of:

- (a) that general meeting;
- (b) any change of place (or places) of that general meeting;
- (c) postponement of that general meeting, including the date, time and place (or places) for the resumption of the adjourned meeting; or
- (d) resumption of that adjourned general meeting.

12 Proceedings at general meetings

12.1 Quorum

- (a) A quorum at a general meeting is three or more Members present in person or by proxy. The quorum must be present at all times during the general meeting.
- (b) If a Member has appointed more than one proxy and two or more proxies attend a general meeting, only one proxy will be counted for the purposes of determining whether there is a quorum.

12.2 Lack of quorum

- (a) If a quorum is not present within 30 minutes after the time appointed for a general meeting (or any longer period of time as the chair may allow)

or ceases to be present at any time during the general meeting, the general meeting:

- (i) if convened by a Director or on the request of Members, is dissolved; or
- (ii) in any other case:
 - (A) is adjourned to be resumed on a day, time and place (or places) as the chair determines or if the chair is not present as the Directors or Director at the meeting may determine; or
 - (B) if the Directors do not so determine, no Director is present or no Director present so determines:
 - (1) the date for the resumption of the adjourned general meeting will be on the same day in the next week;
 - (2) the time for the resumption of the adjourned general meeting will be at the same time as the adjourned meeting; and
 - (3) the place (or places) for the resumption of the adjourned general meeting, will be at the same place (or places) as the adjourned meeting.
- (b) If a quorum is not present within 30 minutes after the time appointed for the resumption of the adjourned general meeting or ceases to be present during the meeting, the general meeting is dissolved.

12.3 Chairing general meetings

- (a) The chair of the general meeting will be the Director elected for the time being as chair of the Board meetings.
- (b) If the chair is not present within 15 minutes after the time appointed for any general meeting or if the chair is unwilling or unable to act as chair for the whole or any part of that general meeting, the Directors present must elect a Director present to chair that general meeting.
- (c) If no Director is elected or if all the Directors present decline to take the chair for the whole or any part of that general meeting, the Members present (whether in person or by proxy) may elect a Member present (in person) to chair for the whole or any part of that general meeting. If the Members do not so elect a chair, the meeting will be adjourned to be resumed on the same day, at the same time and at the same place (or places) in the following week.

12.4 Conduct of general meetings

The chair of each general meeting has charge of conduct of that meeting, including the procedures to be adopted and the application of those procedures at that meeting.

12.5 Adjournment

- (a) The chair of a general meeting may adjourn the meeting to another date, time and place (or places) if it appears to the chair that it is likely to be impracticable to hold or to continue to hold the meeting because of the number of Members who wish to attend but who are not present.
- (b) If a majority of Members present at a general meeting in person or by proxy determine that the meeting should be adjourned, the chair must adjourn the meeting to another date, time and place (or places) determined by the chair.
- (c) No business may be transacted on the resumption of an adjourned or postponed general meeting other than the business left unfinished at the adjourned or postponed general meeting.

13 Proxy

13.1 Appointment of proxy

- (a) A Member who is entitled to attend and to vote at a general meeting of the Company may appoint a natural person as proxy to attend, speak and vote for that Member. The instrument appointing a proxy may restrict the exercise of any power.
- (b) A proxy may be, but does not have to be, a Member.
- (c) A proxy is entitled to vote on a show of hands.
- (d) A proxy is not entitled to vote if the Member who has appointed the proxy is present in person at the meeting.
- (e) If a Member is entitled to cast two or more votes at a meeting, the Member may appoint two proxies. If the Member appoints two proxies and the appointment does not specify the proportion or the number of votes each proxy may exercise, each proxy may exercise half the votes.

13.2 Proxy instruments

- (a) An appointment of a proxy must be in writing and be signed by the Member appointing the proxy or by the duly authorised attorney of the Member and state:
 - (i) the Member's name and address;
 - (ii) the Company's name;
 - (iii) the proxy's name or the name of the office held by the proxy; and
 - (iv) the general meeting at which the proxy may be used, or if the appointment is a standing one, a clear statement to that effect.
- (b) Where a proxy is signed pursuant to a power of attorney, a copy of the power of attorney (certified as a true copy of the original) must be attached to the proxy instrument sent to the Company.

- (c) An instrument appointing a proxy may direct the way in which a proxy is to vote on a particular resolution. If an instrument contains a direction, the proxy must vote as directed in the instrument, and is not entitled to vote on the proposed resolution except as directed in the instrument. If an instrument does not contain a direction, the proxy is entitled to vote on the proposed resolution as the proxy considers appropriate.
- (d) If a proxy is appointed to vote on a particular resolution by more than one member, that proxy:
 - (i) may vote on a show of hands in the same way if each instrument appointing the proxy directs the proxy to vote in the same way or does not direct the proxy how to vote;
 - (ii) may not vote on a show of hands unless each instrument appointing the proxy and directing the proxy to vote in a particular way directs the proxy to vote in the same way.

13.3 Proxy to be received by Company

The instrument appointing a proxy is not effective unless it is received, together with any additional documentation, including a copy of the power of attorney (certified as a true copy of the original), by the Company at least 48 hours before the general meeting or, as the case may be, the resumption of an adjourned general meeting, at any of the following:

- (a) the registered office;
- (b) a facsimile number at the registered office; or
- (c) a place, facsimile number or electronic address specified for that purpose in the notice of the general meeting.

13.4 Power to demand poll

A proxy may demand, or join in demanding, a poll.

13.5 Revocation of proxy

The appointment of a proxy may be revoked by the Member who appointed the proxy by notice to the Company from the Member or, as the case may be, the duly authorised attorney of the Member, stating that the appointment of a proxy is revoked or by appointing a new proxy.

13.6 Validity of votes of proxy

A vote cast by a proxy will be valid unless before the start of a general meeting (or, in the case of an adjourned or postponed general meeting, not less than 48 hours before the resumption of the adjourned or postponed general meeting) at which a proxy votes:

- (a) the Member who appointed the proxy ceases to be a Member; or
- (b) the Company receives notice of:
 - (i) the revocation of the instrument appointing the proxy;
 - (ii) the appointment of a new proxy; or

- (iii) the revocation of any power of attorney under which the proxy was appointed.

13.7 No liability

The Company is not responsible for ensuring that any directions provided in the instrument appointing the proxy or the way in which a proxy is to vote on a particular resolution are complied with, and accordingly is not liable if those directions are not complied with.

14 Voting

14.1 Entitlement to vote

Each Member entitled to vote at a general meeting may vote in person or by proxy. Each Member has one vote, whether on a show of hands, or on a poll.

14.2 Casting vote

If on any ordinary resolution an equal number of votes is cast for and against a resolution, the chair will not have a casting vote.

14.3 Proxy vote to be identified

Before a vote is taken the chair must inform the Members present whether any proxy votes have been received and, if so, how the proxy votes are to be cast.

14.4 Voting on resolution

At any general meeting, a resolution put to a vote must be determined by a show of hands unless a poll is demanded in accordance with this Constitution.

14.5 Objection to right to vote

- (a) A challenge to a right to vote at a general meeting:
 - (i) may only be made at that general meeting; and
 - (ii) must be determined by the chair.
- (b) A determination made by the chair in relation to a challenge to a right to vote is binding on all Members and is final.

14.6 Written resolutions

Members may pass a resolution without a general meeting being held if all the Members entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document. For this purpose, signatures of the Members may be contained in more than one document.

14.7 Minutes

- (a) Unless a poll is demanded in accordance with this Constitution, a declaration by the chair that a resolution has, on a show of hands, been:
 - (i) carried;

- (ii) carried unanimously;
- (iii) carried by a particular majority; or
- (iv) lost or not carried by a particular majority,

is conclusive evidence of the fact declared. An entry to that effect made in the minutes book of the Company signed by the chair is evidence of that fact unless the contrary is proved.

- (b) Within one month after each general meeting, the Directors must record or cause to be recorded in the minutes book:
 - (i) the proceedings and resolutions of each general meeting;
 - (ii) any declarations at each general meeting; and
 - (iii) all resolutions passed by Members without a general meeting.
- (c) The chair, or the chair of the next meeting, must sign the minutes within a reasonable time after the general meeting.
- (d) The minute books must be kept at the registered office.
- (e) Members may inspect the minute books between the hours of 9.00 am and 5.00 pm on any business day. No amount may be charged for inspection.

14.8 Disputes to be resolved by chair

The chair will determine any dispute in relation to any vote, and the determination of the chair is binding on all Members and is final.

15 Poll

15.1 Chair may determine to take a poll

The chair of a general meeting may determine that a poll be taken on any resolution.

15.2 Right to demand poll

A poll may be demanded on any resolution at a general meeting by:

- (a) at least three Members entitled to vote on the resolution; or
- (b) Members with at least five percent of the votes that may be cast on the resolution on a poll.

15.3 Procedure for demanding poll

- (a) A poll may be demanded:
 - (i) before a vote on a show of hands is taken;
 - (ii) before the result of a vote on a show of hands is declared; or
 - (iii) immediately after the result of a vote on a show of hands is declared.

- (b) If a poll is demanded on the election of a chair or on the question of an adjournment, it must be taken immediately. If a poll is demanded on any other matter, it may be taken in the manner and at the time and place (or places) as the chair directs.
- (c) Other than where a poll is demanded on the election of a chair or the question of an adjournment, a demand for a poll may be withdrawn at any time by the person or persons who demanded it. A demand for a poll which is withdrawn does not invalidate the result of a show of hands declared before the demand for the poll was made.
- (d) Other than where a poll is demanded on the election of a chair or the question of an adjournment, a demand for a poll does not prevent the general meeting continuing for the transaction of any business.

16 Appointment and removal of Directors

16.1 Number of Directors

The number of Directors must not be less than five or more than twelve.

16.2 Appointment of Directors

- (a) A Director must be a Member and either:
 - (i) a sponsor of a child support program (or equivalent) conducted by the Company; or
 - (ii) a financial supporter of the Company of a value at least equivalent to that of a sponsor of a child support program conducted by the Company.
- (b) Subject to this Constitution, the Company may by resolution at a general meeting appoint a natural person as a Director.
- (c) Subject to this Constitution, the Board may by a special resolution at a Board meeting appoint a natural person as a Director, as an additional Director or to fill the office of a Director vacated when a Director ceases to be a Director.
- (d) An appointment of a person as a Director is not effective unless a signed consent to the appointment is provided by that person to the Company. The appointment of a person as a Director will take effect on the later of the date of appointment and the date on which the Company receives the signed consent.

16.3 Confirmation of appointment

If a person is appointed as a Director by the Board, the Company must confirm the appointment at the next annual general meeting. If the appointment is not confirmed, the person ceases to be a Director at the conclusion of the annual general meeting.

16.4 Removal of Director

- (a) The Company may remove a Director by resolution at a general meeting.
- (b) At least two months' notice must be given to the Company of the intention to move a resolution to remove a Director at a general meeting.
- (c) If notice of intention to move a resolution to remove a Director at a general meeting is received by the Company, a Director must be given a copy of the notice as soon as practicable.
- (d) The Director must be informed that the Director may:
 - (i) submit a written statement to the Company for circulation to the Members before the meeting at which the resolution is put to a vote; and
 - (ii) speak to the motion to remove the Director at the general meeting at which the resolution is to be put to a vote.
- (e) At least 21 days' notice must be given to the Members of a general meeting at which the resolution for the removal of a Director is proposed. The notice must set out the proposed resolution and the grounds for the proposed resolution.

16.5 Cessation of Directorship

A person ceases to be a Director and the office of Director is vacated if the person:

- (a) is removed from office as a Director by a resolution of the Company at a general meeting;
- (b) resigns as a Director in accordance with this Constitution;
- (c) if the person is subject to assessment or treatment under any mental health law and the Board resolves that the person should cease to be a Director;
- (d) dies;
- (e) is disqualified from acting as a Director under the Corporations Act;
- (f) is absent from three consecutive Board meetings without leave of absence from the Board and the Board resolves that the Director's office should be vacated;
- (g) ceases to satisfy the eligibility criteria set out in **clause 16.2(a)**; or
- (h) becomes bankrupt or enters into any arrangement or composition with the person's creditors.

16.6 Rotation of Directors

- (a) Except where a Director is a Managing Director or otherwise a Director also employed by the Company as an employee, each Director must retire from office at the third annual general meeting held after the annual general meeting at which that Director was appointed under **clause 16.2(b)** (or, where a Director is not appointed at a general meeting, at

the third annual general meeting after the annual general meeting at which the Director's appointment was confirmed under **clause 16.3**) and, for the purposes of this clause, such directors are "**Retiring Directors**".

- (b) Subject to **paragraph (d)** below, each Retiring Director is eligible for re-appointment and may do so by offering himself or herself for re-appointment at the relevant annual general meeting.
- (c) Unless the Retiring Director specifies otherwise, any automatic retirement in accordance with **paragraph (a)** above does not become effective until the earlier of:
 - (i) if the appointment of a replacement Director is approved by the Members at the relevant annual general meeting, at such time as that appointment becomes effective; or
 - (ii) if no replacement Director is appointed, at the conclusion of the relevant annual general meeting.
- (d) Except where a Director is a Managing Director or otherwise a Director also employed by the Company as an employee, Directors must not serve more than three consecutive full terms in office after their appointment at an annual general meeting under **clause 16.2** (or, where the Director is not appointed at a general meeting, at the third annual general meeting after the annual general meeting at which the Director's appointment was confirmed under **clause 16.3**), unless otherwise approved by a special resolution of the Members present and voting at a General Meeting.

16.7 Resignation of Directors

A Director may resign from the office of Director by giving notice of resignation to the Company at its registered office.

16.8 Notice of election

No person other than a Director retiring at the meeting shall unless recommended by the Board be eligible for election as a Director at any general meeting unless, not less than three nor more than thirty days before the date appointed for the meeting, there shall have been left at the registered office of the Company notice in writing, signed by a Member duly qualified to attend and vote at the meeting for which such notice is given, of his or her intention to propose such person for election, and also notice in writing signed by that person of his or her willingness to be elected.

17 Powers and duties of Board

- (a) Subject to this Constitution and the Corporations Act, the activities of the Company are to be managed by, or under the direction of, the Board.
- (b) Subject to this Constitution and the Corporations Act, the Board may exercise all powers of the Company that are not required to be exercised by the Company in a general meeting.

- (c) The powers of the Board include but are not limited to the power to:
 - (i) borrow or otherwise raise money;
 - (ii) mortgage, charge (including in the form of a floating charge) any of the Company's assets (both present and future); and
 - (iii) issue debentures and other securities, and any instrument (including any bond).
- (d) The Board may delegate any of its powers to:
 - (i) a Director;
 - (ii) a committee of Directors;
 - (iii) an employee of the Company; or
 - (iv) any other person.

18 Negotiable instruments

All negotiable instruments and all receipts for money paid to the Company must be signed, drawn, accepted, endorsed or otherwise executed in such manner as the Board may determine.

19 Managing Director

- (a) The Board may appoint one or more of the Directors to the office of Managing Director for such period, and on such terms (including as to remuneration), as the Board determines.
- (b) The Board may confer on a Managing Director any of the powers that the Board may exercise.
- (c) The Board may vary or revoke a conferral of any power on the Managing Director.
- (d) The Board may at any time vary or revoke an appointment of a Managing Director.
- (e) A person ceases to be a Managing Director if they cease to be a Director.

20 Remuneration and reimbursement for expenses

20.1 Remuneration of Director

- (a) The Company must not pay and a Director is not entitled to receive any fee (or other remuneration) from the Company for services performed as a Director.
- (b) For the avoidance of doubt, the prohibitions and restrictions set out in **clauses 4 and 20** do not apply to any salary, wages or other

remuneration received by a person employed by the Company for services performed as an employee who is also a Director.

20.2 Reimbursement of expenses

- (a) Subject to **clause 20.2(b)**, Directors are entitled to be reimbursed by the Company for reasonable costs and expenses incurred or to be incurred in connection with attendance at meetings of the Board and committees of the Board.
- (b) The Directors must approve all payments the Company makes to its Directors.

21 Board and committee meetings

21.1 Convening meetings

- (a) In the ordinary course, the Secretary will convene Board meetings in accordance with the determinations of the Board.
- (b) Not less than three Directors may at any time convene a Board meeting by notice to the other Directors.
- (c) A Director may at any time convene a meeting of any committee of the Board of which that Director is a member by notice to the other members of the committee.

21.2 Notice of meetings

- (a) Reasonable notice of each Board or committee meeting must be given to the Directors entitled to receive notice (if any) and in the case of each committee meeting each member of the committee.
- (b) Each notice must state:
 - (i) the date, time and place (or places) of the Board or committee meeting;
 - (ii) the general nature of the business to be conducted at the Board or committee meeting; and
 - (iii) any proposed resolutions.

21.3 Omission to give notice

No resolution passed at or proceedings at any Board or committee meeting will be invalid because of any unintentional omission or error in giving or not giving notice of:

- (a) that Board or committee meeting;
- (b) any change of place (or places) of that Board or committee meeting;
- (c) postponement of that Board or committee meeting; or
- (d) resumption of that adjourned Board or committee meeting.

21.4 Use of technology

- (a) A Board or committee meeting may be convened or held using any technology consented to by all Directors in the case of a Board meeting or all committee members in the case of a committee of the Board. The consent may be a standing one. A Director may withdraw consent to the use of a particular technology within a reasonable time period before a Board or committee meeting.
- (b) If a number of Directors equal to the quorum is able to hear or to see and to hear each other Director contemporaneously using any technology consented to by all Directors, there is a meeting and that meeting is quorate. The rules relating to meetings of Directors apply to each such meeting as determined by the chair of the meeting.
- (c) A Director participating at a meeting using technology consented to by all Directors is treated as being present in person at the meeting.
- (d) A meeting using technology consented to by all Directors is to be taken to be held at the place determined by the chair of the meeting.
- (e) A Director is presumed conclusively to have been present and to have formed part of a quorum at all times during a meeting using technology consented to by all Directors, unless the chair consents to that Director leaving in which case that Director will be treated as having been present until that Director leaves.

21.5 Quorum at meetings

- (a) Subject to **clause 21.5(b)**, a quorum at a Board meeting is at least four of the Directors present in person.
- (b) The quorum necessary for the transaction of the business of the Directors may be fixed by the Board but shall not be less than four.
- (c) A quorum for a committee meeting is at least three members of the committee at least two of whom must be Directors present in person.
- (d) The quorum must be present at all times during the Board or committee meeting.

21.6 Chair of meetings

- (a) The Directors may elect a Director to chair a Board meeting by a majority vote and determine the period for which the Director is to hold the office of chairperson (which subject to **clause 21.6(b)**, must not exceed 12 months).
- (b) The Directors may remove a Director elected to chair a Board meeting by a majority vote and on an annual basis must consider whether a Director holding the office of chairperson should continue as chairperson for a further period.
- (c) If the chairperson is not present within 15 minutes after the time appointed for a Board meeting or if the chairperson is unwilling or unable to act as chair for the whole or any part of that Board meeting, the

Directors present may elect a Director present to chair that Board meeting.

21.7 Committees

(a) The Directors may delegate any of their powers to a committee or committees. Committees formed by the Directors may be constituted in any way the Directors see fit, including the appointment to such committees of persons:

- (i) who are not Directors or Members; and
- (ii) who are Members but who are not Directors.

Any committee formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by Directors.

- (b) A committee may meet and adjourn as it thinks proper.
- (c) The Directors may appoint a chairperson of any committee formed. If no such chairperson is appointed, or if at any meeting the chairperson is not present within five minutes after the time appointed for holding the same, the members of that committee present may choose one of their number to be a chairperson of the meeting.
- (d) Subject to the exceptions set out in the Corporations Act, if the Directors delegate any of their powers under **clause 21.7(a)** or otherwise, the Directors are responsible for the exercise of those powers by the delegate as if the power had been exercised by the Directors themselves.

21.8 Passing resolutions at meetings

- (a) A resolution of the Board or a committee of the Board must be passed by a majority of the votes cast by the Directors and committee members entitled to vote on the resolution.
- (b) Each Director and committee member present in person is entitled to vote and has one vote.

21.9 Casting vote

If on any resolution an equal number of votes is cast for and against a resolution, the chair will not have a casting vote and the resolution shall be deemed lost.

21.10 Conduct of meetings

The chair of each Board and committee meeting has charge of conduct of that meeting, of the procedures to be adopted and the application of those procedures at that meeting.

21.11 Written resolutions

- (a) If:
 - (i) all of the Directors, other than:

- (A) any Director on leave of absence approved by the Directors;
- (B) any Director who disqualifies himself or herself from considering the act, matter, thing or resolution in question on the grounds that he or she is not entitled at law to do so or has a conflict of interest; and
- (C) any Director who the Directors reasonably believe is not entitled at law to do the act, matter or thing or to vote on the resolution in question,

assent to a document containing a statement to the effect that an act, matter or thing has been done or resolution has been passed; and

- (ii) the Directors who assent to the document would have constituted a quorum at a meeting of Directors held to consider that act, matter, thing or resolution,

then that act, matter, thing or resolution is to be taken as having been done at or passed by a meeting of the Directors.

- (b) For the purposes of clause 21.11(a):

- (i) the meeting is to be taken as having been held:

- (A) if the Directors assented to the document on the same day, on the day on which the document was assented to and at the time at which the document was last assented to by a Director; or

- (B) if the Directors assented to the document on different days, on the day on which, and at the time at which, the document was last assented to by a Director;

- (ii) two or more separate documents in identical terms each of which is assented to by one or more Directors are to be taken as constituting one Document; and

- (iii) a Director may signify assent to a document by signing the document or by notifying the Company of the Director's assent in person or by post, facsimile transmission, telephone, email or other method of written, audio or audio visual communication.

- (c) Where a Director signifies assent to a document otherwise than by signing the document, the Director must by way of confirmation sign the document at the next meeting of the Directors attended by that Director, but failure to do so does not invalidate the act, matter, thing or resolution to which the document relates.

- (d) Where a document is assented to in accordance with **clause 22.11(a)**, the document is to be taken as a minute of a meeting of Directors.

21.12 Minutes of meetings

- (a) Within one month after each Board or committee meeting, the Directors must record or cause to be recorded in the minute books:
 - (i) the proceedings and resolutions of each Board and committee meeting; and
 - (ii) all resolutions passed without a Board or committee meeting.
- (b) The chair, or the chair of the next Board or committee meeting, must sign the minutes within a reasonable time after the meeting.
- (c) The minute books must be kept at the registered office.
- (d) The Directors may inspect the minute books between the hours of 9.00 am and 5.00 pm on any Business Day. No amount may be charged for inspection.

21.13 Validity of acts done in meetings

All acts done by any meetings of the Directors or of a committee of Directors, or by any person as a Director, shall notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such Director or person acting as aforesaid or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Director.

22 Director's interests

22.1 Declaration of interest

- (a) Any Director who has a material personal interest in a contract or proposed contract of the Company, holds any office or owns any property such that the Director might have duties or interests which conflict or may conflict either directly or indirectly with the Director's duties or interests as a Director, must give the Board notice of the interest at a Board meeting.
- (b) A notice of a material personal interest must set out:
 - (i) the nature and extent of the interest; and
 - (ii) the relation of the interest to the affairs of the Company.
- (c) The notice must be provided to the Board at a Board meeting as soon as practicable.

22.2 Voting by interested Directors

A Director who has a material personal interest in a matter that is being considered at a Board meeting must not:

- (a) vote on the matter at a meeting; or

- (b) be present while the matter is being considered at the meeting, and accordingly will not count for the purposes of determining whether there is a quorum.

23 Appointment of Secretary

- (a) The Company must have at least one Secretary. The Board has the power to appoint a natural person to act as secretary on the terms and for such period as the Board may determine.
- (b) Any Secretary appointed may be removed at any time by the Board.

24 Removal and remuneration of Auditor

24.1 Remuneration of Auditor

The remuneration of the Auditor may be determined by the Company at a general meeting. If the remuneration is not determined at a general meeting, it may be determined by the Directors at a Board meeting.

24.2 Removal of Auditor

- (a) The Company may remove an Auditor by resolution at a general meeting.
- (b) At least two months' notice must be given to the Company of the intention to move a resolution to remove an Auditor at a general meeting.
- (c) If notice of an intention to move a resolution to remove the Auditor at a general meeting is received by the Company, the Auditor must be given a copy of the notice as soon as practicable.
- (d) The notice of an intention must also inform the Auditor that the Auditor:
 - (i) may submit written representations to the Company within seven days after receiving the notice and that the Auditor may request the Company to send a copy of the written representations to the Members before the resolution is put to a vote; and
 - (ii) may speak at the general meeting or request that the written representations be read at the general meeting at which the resolution is voted upon.

24.3 Auditor's attendance at general meetings

The Auditor must be notified of, and may attend, any general meeting. The Auditor is entitled to be heard at any general meeting it attends on any part of the business of the general meeting which concerns the Auditor.

25 Seal

- (a) If the Company has a Seal the Directors must provide for the safe custody of the Seal (and any duplicate of it).

- (b) The Seal (and any duplicate of it) must not be used without the prior authority of the Board, and when used, the Seal must be used in accordance with any direction of the Board.
- (c) If a document is to be executed by the use of the Seal, the fixing of the Seal must be witnessed by two Directors or a Director and Secretary.

26 Financial records

26.1 Member's access to financial records

The Board may determine whether and, if so, the extent to which and at what times and which place and under what conditions any financial record or other records of the Company may be inspected by Members.

26.2 Directors' access to financial records

Any Director may at any time access and inspect any financial and any other record of the Company.

26.3 Access to financial records after ceasing to be a Director

The Board may determine that any person who is to cease or has ceased to be a Director may continue to have access to and inspect any financial record and any other record of the Company relating to the time during which the person was a Director.

27 Notices

- (a) A notice may be given by the Company to a Member by serving it personally at, or by sending it by post in a prepaid envelope to, the Member's address as shown in the register of Members or such other address, or by email or facsimile transmission to such email or facsimile number, as the Member has supplied to the Company for the giving of notices.
- (b) The fact that a person has supplied an email or facsimile number for the giving of notices does not require the Company to give any notice to that person by email or facsimile.
- (c) A signature to any notice given by the Company to a Member under this clause may be in writing or a facsimile printed or affixed by some mechanical or other means.
- (d) A certificate signed by a Director or Secretary of the Company to the effect that a notice has been given in accordance with this Constitution is conclusive evidence of that fact.
- (e) Subject to this Constitution, a notice may be given by the Company to any Director either by serving it personally at, or by sending it by post in a prepaid envelope to, the Director's usual residential or business address, or such other address, or by email or facsimile transmission to

such email or facsimile number, as the Director has supplied to the Company for the giving of notices.

- (f) A notice sent by post to an address outside the Commonwealth must be sent by airmail.
- (g) **Paragraphs (a) to (h)** (inclusive) apply, so far as they can and with such changes as are necessary, to the service of any communication or document.
- (h) A reference in this Constitution to a notice in writing includes a notice given by email or facsimile transmission or any other form of written communication.

27.2 Communications by post

A communication is given if posted:

- (a) within Australia to an Australian address, on the day after it is posted; or
- (b) to an address outside Australia, ten Business Days after posting.

27.3 Communications by fax

Where a notice is sent by facsimile transmission, service of the notice is to be taken to be effected if the correct facsimile number appears on the facsimile transmission report generated by the sender's facsimile machine and to have been effected at the time the facsimile transmission is sent.

27.4 Communications by email

A communication is given if sent by email, when the information system from which the email was sent produces a confirmation of delivery report which indicates that the email has entered the information system of the recipient, unless the sender receives a delivery failure notification, indicating that the email has not been delivered to the information system of the recipient.

27.5 After hours communications

If a communication is given:

- (a) after 5.00 pm in the place of receipt; or
- (b) on a day which is a Saturday, Sunday or bank or public holiday in the place of receipt,

it is taken as having been given at 9.00 am on the next day which is not a Saturday, Sunday or bank or public holiday in that place.

28 Indemnity and insurance

For the purposes of **clauses 28.1 and 28.2**, 'officer' means those persons set out in the definition of officer in the Corporations Act and such other persons as the Directors may determine from time to time.

28.1 Indemnity

To the extent permitted by law, the Company:

- (a) indemnifies a person who is or has been an officer of the Company against a liability incurred by the person as such an officer to another person (other than the Company or a related body corporate); and
- (b) indemnifies a person who is or has been an officer of the Company against a liability for costs and expenses incurred by the person in defending proceedings, whether civil or criminal, in which judgment is given in favour of the person or in which the person is acquitted or in connection with an application, in relation to such proceedings, in which the Court grants relief to the person under the Corporations Act.

28.2 Insurance

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 against a liability incurred by the person as such an officer, except in circumstances prohibited by the Corporations Act.

29 Winding up

If upon the winding up or dissolution of the Company there remains after satisfaction of all its debts and liabilities any property whatsoever, the same shall not be paid to or distributed amongst the members of the Company or member of the Board but shall be given or transferred to some institution or institutions having objects similar to the objects of the Company and the organisation must qualify as an overseas aid fund item 9.1.1 of the table in Section 30-80 of the Income Tax Assessment Act 1997 and whose memorandum of association or constitution shall prohibit the distribution of its or their income and property amongst its or their members to an extent at least as great as is imposed on the Company under or by virtue of this Constitution, such institution or institutions to be determined by the Members at or before the time of dissolution, and in default thereof by such judge of the Supreme Court of Victoria as may have or acquire jurisdiction in the matter.