

**Corporations Act 2001  
A Company Limited by Guarantee**

**CONSTITUTION  
OF  
CENTRE FOR MUSLIM WELLBEING**

**Australian Company Number  
59 149 130 470**

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## 1. Preliminary

- 1.1 The name of the company is Centre for Muslim Wellbeing Limited.
- 1.2 The company is a not-for-profit public company limited by guarantee which is established to be, and to continue as, a charity.
- 1.3 The liability of members is limited to the amount of the guarantee in clause 1.4.
- 1.4 Each member of the company, and each person who was a member during the year ending on the day of the commencement of the winding up of the company, must contribute an amount not more than AUD \$10.00 to the property of the company if the company is wound up. This contribution is required to pay for the:
  - (i) debts and liabilities of the company incurred before the member ceased being a member;
  - (ii) costs of winding up.
- 1.5 The income and property of the company must be applied solely towards the pursuit of charitable purposes through the promotion of the objects, and no portion thereof may be paid or transferred directly or indirectly to the members by way of dividend, bonus, return of capital or otherwise.
- 1.6 The objective of the board of the company is to act in the best interests of the company and promote its objects.

## 2. Definitions and Interpretation

- 2.1 In this constitution the following words and phrases have the meanings set out below, and all derivatives of these words and phrases have the relevant corresponding meanings:

<b>Term</b>	<b>Meaning</b>
<b>ACNC Act</b>	<i>Australian Charities and Not-for-profits Commission Act 2012 (Cth).</i>
<b>Board</b>	the directors of the Centre for Muslim Wellbeing Limited holding office pursuant to this constitution from time to time.
<b>Business hours</b>	9:00 am to 5:00 pm on a day on which the major trading banks are open for business in the state in which the company is located.
<b>By-laws</b>	Means a corporate policy or regulation determined by the directors to assist in the implementation of the

	constitution that directors and members must comply with.
<b>Company</b>	the company referred to in Clause 1.1.
<b>Constitution</b>	this document as amended from time to time in accordance with its terms.
<b>Corporations Act</b>	<i>Corporations Act 2001</i> (Cth).
<b>Current Directors</b>	mean the Directors of the Company at the date that this Constitution came into operation, as specified in the table provided at Schedule 1.
<b>Elected Chairperson</b>	the Chairperson of the board, as appointed by the directors from time to time.
<b>General Meeting</b>	a meeting of members, including the annual general meeting under clause 12.3.
<b>Initial Member</b>	a person who is named in the application for registration of the company, with their consent, as a proposed member of the company.
<b>Members present</b>	means, in connection with a general meeting, a member present in person, or by representative, at the venue or venues for the meeting.
<b>Notice</b>	means any notice given in accordance with clause 23.
<b>Objects</b>	the objects of the Centre for Muslim Wellbeing Limited as set out at clause 4.
<b>Office</b>	the registered office of the Centre for Muslim Wellbeing Limited from time to time.
<b>Office Bearer</b>	means a director of the Board who holds one of the following positions; a) Chairperson; b) Deputy Chairperson; c) Treasurer; or d) Secretary.
<b>Registered Charity</b>	a charity that is registered under the ACNC Act.
<b>Seal</b>	The common seal of the company.
<b>Secretary</b>	means any person appointed to perform the duties of

a secretary of the Centre for Muslim Wellbeing Ltd and includes an honorary secretary.

**Special Resolution** means a resolution:

- i. of which notice has been given under clause 12.4, and
- ii. that has been passed by at least three-quarters (75%) of the votes cast by members present and entitled to vote on the resolution.

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

2.2 In this constitution, unless the contrary intention appears:

- (a) the singular includes the plural and vice versa;
- (b) all monetary amounts are in Australian dollars;
- (c) a reference to a person includes a firm, unincorporated association, corporation, government or statutory body or any other legal entity, together with its successors, replacements and assigns;
- (d) the words "include", "including", "for example" or "such as" when introducing an example, do not limit the meaning of the words to which the example relates or to examples of a similar kind;
- (e) a reference to anything or any amount is a reference to the whole and each part of it;
- (f) references to any statutory enactment shall mean and be construed as references to that enactment as amended, modified and re-enacted from time to time; and
- (g) an expression, in a provision of this constitution that deals with a matter dealt with by a particular provision of the Corporations Act, has the same meaning as in that provision of the Corporations Act.

2.3 Headings are for convenience only and do not affect the interpretation of this document.

### 3. Replaceable Rules

3.1 This constitution displaces the replaceable rules in the Corporations Act to the extent that it is inconsistent with the replaceable rules.

3.2 While the company is a registered charity, the ACNC Act and the Corporations Act override any clauses in this constitution which are inconsistent with those Acts.

### 4. Objects

4.1 The company's object is to pursue the following charitable purposes:

- (a) To advance health and to advance social and public welfare of the Muslim communities and multicultural communities in Australia and worldwide by:
  - (i) Building creative partnerships and collaborations to deliver mental health and wellbeing services and initiatives;
  - (ii) Promoting community wide mental health and wellbeing, and providing education to raise awareness of mental health and reduce health disparities, misinformation, discrimination and stigma when accessing mental health and social services;
  - (iii) Undertaking mental health and wellbeing research and evidence gathering to ensure high quality of services and information sharing; and
  - (iv) Improving the quality of mental health and wellbeing service delivery to health professionals through a range of initiatives to prevent or relieve distress and disadvantage.

## 5. Powers

5.1 Subject to any limitations provided within this constitution or at law, the company has the power to do all such acts, matters and things and to enter into and make such agreements as are incidental or conducive to the attainment of the objects including:

- (a) to raise and collect funds and to solicit, receive, enlist and accept financial and other aid, subscriptions, donations, endowments and bequests, whether general or for a specific purpose;
- (b) to establish and operate trusts to hold gifts or funds raised or received for the purposes for which such gifts or funds were provided;
- (c) to purchase, lease, construct or otherwise acquire on commercial terms that represent reasonable market value any lands, building, easement or property, real and personal, and/or any rights or privileges relating to such property;
- (d) to sell, improve, manage, develop, exchange, lease, dispose of or otherwise deal with all or any part of the property and rights of the company;
- (e) to take or hold mortgages, liens and charges to secure payment of the purchase price or any unpaid balance of the purchase price, of any part of the company's property of whatsoever kind sold by the company, or any money due to the company from purchasers and others;
- (f) to convert any property or gift to monetary form, unless expressly stated otherwise;
- (g) to utilize funds or gifts as required for the operation of the company;
- (h) to invest and deal with the money of the company not immediately required, in such manner as may be permitted by an Act of the Commonwealth, a State Act, or a law of a Territory of the Commonwealth for the investment of trust funds;
- (i) to engage professional advisors and consultants in respect of any of its activities;

but only to the extent that the exercise of such powers is consistent with the company's obligation to only pursue charitable purposes, and the company's not-for-profit status and obligations at all times.

5.2 The company, on commercial terms that represent reasonable market value, may

borrow money for the company and secure the repayment thereof of any debts, liabilities, contracts or obligations incurred or undertaken by the company in such manner and upon such terms and conditions in all respects as it thinks fit.

## 6. Not-for-profit

- 6.1 The company must not distribute any income or assets directly or indirectly to its members, except as provided in clause 26.
- 6.2 Clause 6.1 does not stop the company from doing the following things, provided they are done in good faith:
- (a) paying a member for goods or services they have provided or expenses they have properly incurred at fair and reasonable rates or rates more favourable to the company; or
  - (b) making a payment to a member in carrying out the Company's charitable purpose(s).

## 7. Amending the constitution

- 7.1 The members may only amend this constitution by passing a special resolution.
- 7.2 The members must not pass a special resolution that amends this constitution if passing it causes the Company to no longer be a charity.

## 8. Tax deductible gift fund

- 8.1 If the Australian Taxation Office endorses the company as a "deductible gift recipient" under subdivision 30-BA of the *Income Tax Assessment Act 1997* (Cth) (**Tax Act**), then the company must maintain a gift fund (the 'Gift Fund'):
- (a) called "Centre for Muslim Wellbeing"; and
  - (b) that complies with section 30-130 of the Tax Act.
- 8.2 The company must manage the Gift Fund as follows:
- (a) all gifts of money or property or contributions in relation to fundraising events for the company's objects must be paid into the Gift Fund;
  - (b) the Gift Fund must be credited with any money received because of such gifts or contributions, including interest and the proceeds from the sale of such property;
  - (c) the Gift Fund must not receive any other money or property;
  - (d) the Gift Fund must be used only for the objects of the company;
  - (e) receipts for amounts paid into the Gift Fund must be issued in the name of the Gift Fund;
  - (f) proper accounting records and procedures must be kept and used for the Gift Fund;
- 8.3 The company undertakes to notify the Australian Taxation Office of any changes to the Gift Fund.
- 8.4 If the Gift Fund is wound up or if the endorsement of the company as a "deductible gift

recipient” is revoked, then any surplus assets of the Gift Fund remaining after any liabilities attributed to it are satisfied, must be transferred to one or more charities that meet the requirements of clauses 26.2(a) as decided by the directors.

## **9. Membership**

9.1 The members of the company are:

- (a) initial members, and
- (b) any other person that the board admits to membership in accordance with this constitution.

9.2 Register of members

- (a) The company must establish and maintain a register of members.
- (b) The register of members must be kept by the secretary and must contain the name, address, telephone, email address and any alternative address nominated by the member for service of notices, and the date upon which the membership commenced and such other information as the board may require.
- (c) Upon the end of one’s membership, the date of cessation must be noted on the register.
- (d) The company must give current members access to the register of members.
- (e) Information that is accessed from the register of members must only be used in a manner relevant to the interests or rights of members.
- (f) Each member must notify the secretary in writing of any change in that member’s name, address, telephone or facsimile number or email address within one month after the change.

9.3 Application for membership

- (a) A person may apply to become a member of the company by writing to the secretary stating that they:
  - (i) want to become a member;
  - (ii) support the objects of the company; and
  - (iii) agree to comply with the company’s constitution, including paying the guarantee under clause 1.4, and any code of conduct which the board may produce from time to time.
- (b) Agree to pay the annual subscription fee

9.4 Annual Subscription Fee

- (a) Members are required to pay an annual subscription fee as follows:
  - (i) an ordinary member to pay an annual subscription fee of \$25.00; and
  - (ii) an organisation/corporation/entity to pay an annual subscription fee of \$50.00; or as determined by the board from time to time. For the avoidance of doubt, the annual subscription fee may differ for different classes of members and may be nil.
- (b) Where the board has prescribed that an annual subscription fee is payable, all annual subscription fees are due and payable in advance by no later than 30 June in each year for the year commencing 1 July.



- (c) If an application for membership is made after 1 July in any year, the board may reduce the annual subscription payable by the applicant in such manner as the Board considers fit.

9.5 Directors decide whether to approve membership

- (a) The directors must consider an application for membership within a reasonable time after the secretary receives the application and approve or reject the application by resolution of the board.
- (b) If the directors approve an application, the secretary must as soon as possible:
  - (i) enter the new member on the register of members, and
  - (ii) write to the applicant to tell them that their application was approved, and the date that their membership started.
- (c) If the directors reject an application, the secretary must write to the applicant as soon as possible to tell them that their application has been rejected. The secretary does not have to give reasons.
- (d) For the avoidance of doubt, the directors may approve an application even if the application does not state one or all of the matters listed in clauses 9.3(a). By applying to be a member, the applicant has agreed to clause 9.3(a)(i)-(iii).

9.6 When a person stops being a member

A person immediately stops being a member if they:

- (a) die, become of unsound mind or become a person, whose person or estate is liable to be dealt with in any way under the law relating to mental health;
- (b) are wound up or otherwise dissolved or deregistered (for an incorporated member);
- (c) resign, by notice in writing to the secretary of the company;
- (d) are expelled under clause 11;
- (e) have not responded within three months to a written request from the secretary that they confirm in writing that they want to remain a member; or
- (f) become prohibited from being a director of a company by reason of any order made under the Corporations Act.

## 10. Dispute Resolution

- 10.1 If a dispute under this constitution arises between a member or director and one or more members, one or more directors, or the company, the parties to the dispute must try to resolve the dispute between themselves within 14 days of knowing about it.
- 10.2 If a resolution of the dispute under clause 10.1 is unable to be reached, the parties to the dispute must within 10 days:
  - (a) notify the directors about the dispute in writing;
  - (b) agree or request that a mediator be appointed, and
  - (c) attempt in good faith to settle the dispute by mediation.
- 10.3 The mediator must:
  - (a) be chosen by agreement of those involved, or
  - (b) where those involved do not agree:
    - (i) for disputes between members, a person chosen by the directors, or

- (ii) for other disputes, a person chosen by either the Commissioner of the Australian Charities and Not-for-profits Commission or the president of the law institute or society in the state or territory in which the **company** has its registered office.

10.4 A mediator chosen by the directors under clause 10.5(b)(i):

- (a) may be a member or former member of the company; and
- (b) must be independent and must not have a personal interest in the dispute.

10.5 When conducting the mediation, the mediator must:

- (a) allow those involved a reasonable chance to be heard;
- (b) allow those involved a reasonable chance to review any written statements;
- (c) ensure that those involved are given natural justice; and
- (d) not make a decision on the dispute.

## 11. Disciplinary Procedures

### Disciplining Members

11.1 The directors may resolve to warn, suspend or terminate a member from the company if the directors consider that:

- (a) the member has breached this constitution,
- (b) the member has a perceived or real conflict of interest that is or will significantly impact upon their ability to effectively participate as a member, or
- (c) the member's behavior is causing, has caused, or is likely to cause harm to the company.

11.2 At least 14 days before the directors meeting at which a resolution under clause 11.1 will be considered, the secretary must notify the member in writing:

- (a) that the directors are considering a resolution to warn, suspend or terminate them;
- (b) the details of the directors meeting;
- (c) what the member is alleged to have done or not done;
- (d) that the member has an opportunity to respond to the allegations in accordance with clause 11.3.

11.3 Before the directors pass any resolution under clause 11.1, the member must be given a chance to respond to the allegation by:

- (a) sending the directors a written explanation before that directors' meeting; and/or
- (b) speaking at the meeting.

11.4 After considering any explanation under clause 11.3, the directors may:

- (a) take no further action;
- (b) warn the member;
- (c) suspend the member's rights as a member for a period of no more than 12 months;
- (d) terminate the membership;
- (e) require the matter to be determined at a general meeting.

11.5 The secretary must give written notice to the member of the decision under clause

11.4 as soon as possible.

11.6 There will be no liability for any loss or injury suffered by the member as a result of any decision made in good faith under this clause.

### **Disciplining Directors**

11.7 The directors may resolve to call a general meeting to remove a director from the Board, if the directors consider that:

- (a) the director has breached this Constitution;
- (b) the director has engaged in serious misconduct;
- (c) the director has knowingly misled the Board or a general meeting;
- (d) the director's actions or behaviour is likely to bring the company's reputation into disrepute; or
- (e) the director's behaviour is causing, has caused, or is likely to cause harm to the company.

11.8 At least 14 days before the directors' meeting at which a resolution under clause 11.7 will be considered, the secretary must notify the director in writing:

- (a) that the directors are considering a resolution to call a general meeting to remove the director from the Board;
- (b) that this resolution will be considered at a directors' meeting and the date of that meeting;
- (c) what the director is said to have done or not done;
- (d) subject to clause 11.9, that the director is required to step down from the Board until the directors' meeting at which a resolution under clause 11.7 will be considered; and
- (e) that the director may provide an explanation to the directors, and details of how to do so.

11.9 If the directors consider it appropriate or necessary, the directors can require that the director steps down from the Board until the directors' meeting at which a resolution under clause 11.7 will be considered.

11.10 Before the directors pass any resolution under clause 11.7, the director must be given a chance to explain or defend themselves by:

- (a) sending the directors, a written explanation before that directors' meeting; and/or
- (b) speaking at the directors' meeting.

11.11 After considering any reply under clause 11.10, the directors may:

- (a) take no further action;
- (b) warn the Director; or
- (c) resolve to call a General Meeting to remove the Director, in which case the Director will be required to remain absent from the Board until a decision is made at that General Meeting.

11.12 The Secretary must give written notice to the Director of the decision under clause 11.11 as soon as possible.

11.13 There will be no liability for any loss or injury suffered by the director as a result of any decision made in good faith under clause 11.7.

## 12. General Meetings

### 12.1 General meetings called by directors

- (a) If members with at least 5% of the votes that may be cast at a general meeting make a written request to the company for a general meeting to be held, the directors must:
  - (i) within 21 days of the members' request, give all members notice of a general meeting, and
  - (ii) hold the general meeting within 2 months of the members' request.
- (b) The members who make the request for a general meeting must give written notice to the company of any resolution to be proposed at the meeting and sign the request.
- (c) The members may make a written request to the company that the company give all of its members a statement about the proposed resolution or any other matter that may properly be considered at a general meeting (members' statement). A copy of the statement to be distributed must be provided and signed by the members making the request.
- (d) The company does not need to send the notice of the proposed members' resolution if the resolution does not relate to a matter that may be properly considered at a general meeting or is otherwise not a valid resolution able to be put to the members.
- (e) Any three directors may, whenever they think appropriate, call a general meeting.

### 12.2 General meetings called by members

- (a) If the directors do not call a meeting requested under clause 12.1(a), 50% or more of the members who made the request may convene a general meeting.
- (b) To call and hold a meeting under clause 12.2(a) the members must:
  - (i) call the meeting using the list of members on the company's member register, which the company must provide to the members making the request at no cost, and
  - (ii) hold the general meeting within three months after the request was given to the company.

### 12.3 Annual General Meeting

- (a) An annual general meeting must be held at least once in every calendar year in accordance with the provisions of the Corporations Act.
- (b) Before or at the annual general meeting, the directors must give information to the members on the company's activities and finances during the period since the last annual general meeting.
- (c) The chairperson of the annual general meeting must:
  - (i) confirm the minutes of the last preceding Annual General Meeting and of any Special General Meeting held since that meeting; and
  - (ii) members as a whole, a reasonable opportunity at the meeting to ask questions or make comments about the management of the company.

(d) An annual general meeting must be specified as such in the notice conveying it.

#### 12.4 Notice of general meetings

- (a) Notice of a general meeting must be given to each member entitled to vote at the meeting, each director, and the auditor (if any).
- (b) Notice of a general meeting must be provided in writing at least twenty-one (21) days before the meeting unless:
  - (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;in which case less than twenty-one (21) days notice may be given.
- (c) Notice of a meeting cannot be provided less than twenty-one (21) days before the meeting in accordance with clause 12.4(b) if a resolution will be moved to:
  - (i) remove a director or auditor; or
  - (ii) appoint a director in order to replace a director who was removed.
- (d) Notice of a general meeting must include:
  - (i) the place, day and time of the meeting;
  - (ii) the general nature of any business to be transacted at the meeting;
  - (iii) if a special resolution is to be proposed, the details of the special resolution;
  - (iv) any other information required by the Corporations Act.
- (e) The accidental omission to give notice of any general meeting to, or the non-receipt of a notice of general meeting by, any person entitled to receive a notice, will not invalidate the proceedings of or any resolution passed at the general meeting.

#### 12.5 Cancellation of General Meetings

- (a) The Board may elect to cancel a general meeting, other than a general meeting which the Board is required to convene and hold under the Corporation Act
- (b) The Board may cancel a general meeting if notice of the cancellation is given to all person entitled to receive notice of the meeting at least two business days prior to the date of the meeting as specified in the notice of the general meeting.

#### 12.6 Quorum

- (a) A quorum is constituted of half the total number of members plus one (rounded up to the nearest integer) present either in person, or by representation. A quorum must be present at all times during the meeting. When determining whether a quorum is present, a person may only be counted once (even if that person is a representative of more than one member).
- (b) No business shall be transacted at any general meeting unless a quorum is present at the time when the meeting proceeds.
- (c) If there is no quorum present within 30 minutes after the starting time stated in the notice of general meeting:
  - (i) the meeting will be dissolved if it was convened upon the requisition of members.
  - (ii) in any other case, the meeting is adjourned to the same day in the next week, at the same time and place, or to such other day and at such other time and place as the chairperson may determine.

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

#### 12.7 Auditor's right to attend meetings

- (a) The auditor (if any) is entitled to attend any general meeting and to be heard by the members on any part of the business of the meeting that concerns the auditor in the capacity of auditor.
- (b) The company must give the auditor (if any) any communications relating to the general meeting that a member of the company is entitled to receive.

#### 12.8 Proxies

- (a) A member of a company who is entitled to attend and cast a vote at any Annual General Meeting may appoint a person as proxy to attend and vote on their behalf at an Annual General Meeting, but only where prior approval is provided by the Chairperson.
- (b) For the avoidance of doubt, a Member is only entitled to appoint a proxy to attend an Annual General Meeting, and not a general meeting otherwise convened.
- (c) A proxy can be a Member or a non-Member.
- (d) A Chairperson must not unreasonably withhold their approval of a proxy being appointed.
- (e) A Chairperson must announce the presence of a proxy at the commencement of the Annual General Meeting, in the event one has been appointed.
- (f) A proxy is limited to the Annual General Meeting that a Member cannot attend.
- (g) A proxy appointed to attend and vote for a Member has the same rights as the Member to:
  - (i) speak at the Annual General Meeting;
  - (ii) vote in a vote in writing (but only to the extent allowed by the appointment); and
  - (iii) join in to demand a vote in writing under clause 13.3(a).
- (e) An instrument appointing a proxy must be signed by the Member appointing the proxy and must contain:
  - (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;
  - (iv) the matters of substance to be determined at the Annual General Meeting and any specific directives given by the Member on the way the proxy must vote on a particular resolution (if required); and
  - (v) the Annual General Meeting at which the proxy appointment may be used.
- (f) Proxy forms must be received by the Company at the Company's registered address at least 48 hours before the Annual General Meeting.
- (g) A proxy does not have the authority to attend, speak or vote for a Member at a meeting while the Member is present at the Annual General Meeting.
- (h) Unless the Company receives written notice before the start or resumption of an Annual General Meeting at which a proxy is to vote, a vote cast by the proxy is valid even if, before the proxy votes, the appointing Member:
  - (i) dies;
  - (ii) is mentally incapacitated;
  - (iii) revokes the proxy's appointment; or

- (iv) revokes the authority of a representative or agent who appointed the proxy.
- (i) When a vote in writing is held, a proxy:
  - (i) does not need to vote, unless the proxy appointment specifies the way they must vote;
  - (ii) if the way they must vote is specified on the proxy form, must vote that way; and
  - (iii) if the proxy is also a Member or holds more than one proxy, may cast the votes held in different ways.
  - (iv) A Member will be subject to disciplinary proceedings under clause 11 if that Member is found to be, either directly or indirectly, unreasonably soliciting Members' proxy appointments.

#### 12.9 Using technology to attend meetings

- (a) The company may hold a general meeting at two or more venues using any technological means that gives the members a reasonable opportunity to participate in the meeting, including to hear and be heard.

#### 12.10 Chairperson for general meetings

- (a) The elected chairperson is entitled to chair general meetings.
- (b) The members present and entitled to vote at a general meeting may choose a director or member to be the chairperson for that meeting if:
  - (i) there is no elected chairperson, or
  - (ii) the elected chairperson is not present within 15 minutes after the starting time set for the meeting, or
  - (iii) the elected chairperson is present but says they do not wish to act as chairperson of the meeting.
- (c) The chairperson does not have a casting vote.

#### 12.11 Adjournment of meetings

- (a) If a quorum is present, a chairperson may with the consent of the members, and must if so directed by a majority of members present, adjourn the general meeting.
- (b) Only unfinished business may be dealt with at a meeting resumed after an adjournment.
- (c) When a meeting is adjourned for thirty days or more, notice of the adjourned meeting must be given. Otherwise, it is not necessary to give any notice of an adjournment or the business to be transacted at an adjourned meeting.

### **13. Voting at General Meetings**

13.1 Each member has one (1) vote.

#### 13.2 Challenge to member's right to vote

- (a) A member or the chairperson may only challenge a person's right to vote at a general meeting, at that meeting.
- (b) If a challenge is made under clause 13.2(a), the chairperson must decide whether or not the person may vote. The chairperson's decision is final.

#### 13.3 How voting is carried out

- (a) At any general meeting, a resolution put to the vote of the meeting will be decided on show of hands unless a vote in writing is (before or on the declaration of the result of the show of hands) demanded by the chairperson or by at least two members present.
- (b) A declaration by the chairperson of the result of a vote on a resolution and an entry to that effect in the minutes which has been signed by the chairperson shall be conclusive evidence of the result of the vote.
- (c) If a vote in writing is demanded, it must be taken when and how the chairperson directs, unless clause 13.3(e) applies.
- (d) A vote in writing must be held immediately if it is demanded under clause 13.4(a):
  - (i) for the election of a chairperson under clause 12.9(b), or
  - (ii) to decide whether to adjourn the meeting.

## 14. Circular resolutions

- 14.1 A resolution may be passed without a general meeting being called or held, if all of the members entitled to vote on the resolution sign a single document setting out the resolution and containing a statement that they agree to the resolution.
- 14.2 A resolution in those terms is deemed to have been unanimously passed at a general meeting held on the date and time at which the document was last signed by a member.
- 14.3 Signed counterparts of the resolution are permitted.
- 14.4 Circular resolutions cannot be used:
  - (a) for a resolution to remove an auditor, appoint a director or remove a director;
  - (b) for passing a special resolution, or
  - (c) where the Corporations Act or this constitution requires a meeting to be held.

## 15. Directors

- 15.1 The company must have not less than 5 and not more than 9 directors.
- 15.2 Election and appointment of directors
  - (a) The initial directors are the people who have agreed to act as directors and who are named as proposed directors in the application for registration of the company.
  - (b) The members may elect a director by a resolution passed in a general meeting.
  - (c) A person is eligible for election as a director of the company if they:
    - (i) are a member of the company, or a representative of a member of the company (appointed under clause 12.9);
    - (ii) are nominated by two members entitled to vote;
    - (iii) give the company their signed consent to act as a director of the company, and
    - (iv) are not ineligible to be a director under the Corporations Act or the ACNC Act.
  - (d) The directors may appoint a person as a director to fill a casual vacancy or as an additional director.
  - (e) If the number of directors is reduced to fewer than 3 or is less than the number required for a quorum, the continuing directors may act for the purpose of



increasing the number of directors to three (or higher if required for a quorum) or calling a general meeting, but for no other purpose.

### 15.3 Eligibility to become a Director

- (a) Prior to a person being eligible for election as a director of the company they must:
  - (i) be a member of the company,
  - (ii) provide the board with relevant information (as determined by the board from time to time) to satisfy the board that the person has the suitable qualifications, skills and experience to perform the duties of a director;
  - (iii) provide the company with a national criminal history check, which includes overseas criminal checks if the person has resided overseas in the past 10 years prior to being eligible;
  - (iv) provide the company with bankruptcy checks from the Australian Financial Security Authority or its equivalent from time to time;
  - (v) give the company their signed consent to act as a director of the Company; and
  - (vi) not be ineligible to be a director under the Corporations Act or the ACNC Act.
- (b) The directors may appoint a person as a director to fill a casual vacancy or as an additional director if that person satisfies the same requirements as set out in clause 15.4(a) (other than 15.3(a)(ii)).
- (c) If the number of directors is reduced to fewer than the number required for a quorum at a meeting of directors (five directors), the continuing directors may act for the purpose of increasing the number of directors to the number required for a quorum at a meeting of directors or calling a general meeting to increase the number of directors, but for no other purpose.

### 15.4 Term of Office

- (a) Each director must retire at least once every three years.
- (b) At each annual general meeting any director appointed by the directors to fill a casual vacancy or as an additional director must retire.
- (c) A director who retires may nominate for election or re-election, subject to clause 15.3(d).
- (d) A director who has held office for a continuous period of nine years or more may only be re-appointed or re-elected by a special resolution.

### 15.5 Term of Office for Chair and Deputy Chair

Provided that he or she remains a director, a retiring chairperson or deputy chairperson is eligible for re-election to that office. However, and without limiting the board's discretion, there will be a non-binding preference that no director serves as chairperson or deputy chairperson for more than three consecutive years.

### 15.6 When a director stops being a director

A director stops being a director if they:

- (a) give written notice of resignation as a director to the company;
- (b) die;
- (c) are removed as a director by a resolution of the members;
- (d) stop being a member of the company;
- (e) are absent for 3 consecutive directors' meetings without approval from the directors, or

- (f) become ineligible to be a director of the company under the Corporations Act or the ACNC Act.

## 16. Powers of Directors

### 16.1 Powers of directors

- (a) The directors are responsible for managing and directing the activities of the company to achieve the purpose(s) set out in clause 4.
- (b) The directors must decide on the responsible financial management of the company including:
  - (i) any suitable written delegations of power under clause 16.2, and
  - (ii) how the finances will be managed.
- (c) All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments must be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, by any 2 members of the board or in such other manner as the board determines from time to time.
- (d) All electronic transfers or payments may be approved by 2 members of the board or in such other manner as the board from time to time determines.
- (e) Directors and auditors may only be removed by a members' resolution at a general meeting.

### 16.2 Delegation of directors' powers

- (a) The directors may, by instrument in writing, delegate any of their powers and functions to a committee, a director, an employee of the company (such as a chief executive officer) or any other person, as they consider appropriate.
- (b) A committee must in exercise of the powers delegated to it conform to any directions and restrictions that may be imposed on it by the Board.
- (c) Any committee to which powers and functions are delegated may have terms of reference specified by the Board.
- (d) The directors may, by instrument in writing, revoke wholly or in part any delegation under this clause 16.2.

### 16.3 Payments to directors

- (a) The company must not pay fees to a director for acting as a director.
- (b) Payments may be made to a director:
  - (i) for any service provided to the company in a professional capacity, other than as a director, where the provision of that service has the prior approval of the board and the amount is no more than a reasonable fee for the service provided;
  - (ii) for out of pocket expenses properly incurred in carrying out the duties of a director, where the payments do not exceed an amount previously approved by the board, and upon proof of purchase being provided;
  - (iii) as an employee of the company, where the terms of employment have been approved by a resolution of the board.
- (c) Any payment made under clause 16.3(b) must be approved by the directors.

#### 16.4 Execution of documents

The Company may execute a document without using a common seal if the document is signed by two directors of the Company

### 17. Conflicts of Interest

17.1 A director must disclose the nature and extent of any actual or perceived material conflict of interest in a matter that is being considered at a meeting of directors (or that is proposed in a circular resolution):

- (a) to the other directors, or
- (b) if all of the directors have the same conflict of interest, to the members at the next general meeting, or at an earlier time if reasonable to do so.

17.2 The disclosure of a conflict of interest must be recorded in the minutes of the meeting.

17.3 Each director who has a material personal interest in a matter that is being considered at a meeting of directors (or that is proposed in a circular resolution) must not, except as provided under clauses 17.4

- (a) be present at the meeting while the matter is being discussed, or
- (b) vote on the matter.

17.4 A director may still be present and vote if:

- (a) their interest arises because they are a member of the company, and the other members have the same interest;
- (b) their interest relates to an insurance contract that insures, or would insure, the director against liabilities that the director incurs as a director of the company (see clause 25.2];
- (c) their interest relates to a payment by the company under clause 25.1, or any contract relating to an indemnity that is allowed under the Corporations Act;
- (d) the Australian Securities and Investments Commission (ASIC) makes an order allowing the director to vote on the matter, or
- (e) the directors who do not have a material personal interest in the matter pass a resolution that:
  - (i) identifies the director, the nature and extent of the director's interest in the matter and how it relates to the affairs of the company, and
  - (ii) says that those directors are satisfied that the interest should not stop the director from voting or being present.

### 18. Office Bearers

#### 18.1 Election and Duties

(a) The directors must, from time to time, appoint the following office-bearers:

- (i) a chairperson;
- (ii) a deputy chairperson;
- (iii) a secretary; and
- (iv) a treasurer.

(b) All office-bearers will be elected annually by resolution of the directors at the first general meeting following the annual general meeting each year

- (c) The duties of the office-bearers will be determined by the directors from time to time in accordance with Clause 21 and each office-bearer must adhere to these duties.

18.2 The directors must elect a director as the company's elected chairperson.

### 18.3 Appointment of Chairperson

- (a) The members will by resolution elect a director as chairperson at the first general meeting following the annual general meeting to hold office for a maximum period until the commencement of the first general meeting following the next annual general meeting
- (b) The Board may by resolution remove the chairperson at any time and appoint another director as chairperson.
- (c) The elected chairperson is entitled to chair general meetings
- (d) The members present and entitled to vote at a general meeting may choose a director or member to be the chairperson for that meeting if:
  - (i) there is no elected chairperson, or
  - (ii) the elected chairperson is not present within 30 minutes after the time appointed for holding the meeting, or
  - (iii) the elected chairperson is unable or unwilling to act as chairperson of the meeting; and
  - (iv) the Deputy Chairperson is not present
- (e) The role of the chairperson includes being responsible for the conduct of the general meeting, and for this purpose must give members a reasonable opportunity to make comments and ask questions (including to the auditor [if any]).
- (f) The chairperson does not have a casting vote.

### 18.4 Appointment of Deputy Chairperson

- (a) The Members will by resolution elect a Director as Deputy Chairperson at the first general meeting following the annual general meeting to hold office for a maximum period until the commencement of the first general meeting following the next annual general meeting
- (b) The Board may by resolution remove the Deputy Chairperson at any time and appoint another Director as Deputy Chairperson.
- (c) The elected Deputy Chairperson is entitled to chair general meetings if:
  - (i) there is no elected chairperson, or
  - (ii) the elected chairperson is not present within 30 minutes after the time appointed for holding the meeting, or
  - (iii) the elected chairperson is unable or unwilling to act as chairperson of the meeting.
- (d) The role of the Deputy Chairperson includes:
  - (i) assisting the Chairperson in the execution of their duties; and
  - (ii) in the absence of the chairperson, assuming the role of Chairperson with all the powers of the chairs pursuant to Clause 18.3.

### 18.5 Appointment and role of secretary

- (a) The company must have at least one secretary, who may also be a director.

- (b) A secretary must be appointed by the directors, after the company receives a signed consent to act as secretary of the company, and may be removed by the directors.
- (c) The directors must decide the terms and conditions under which the secretary is appointed, including any remuneration.
- (d) The role of the secretary includes:
  - (i) maintaining a register of the company's members, and
  - (ii) maintaining the minutes and other records of general meetings (including notices of meetings), directors' meetings and circular resolutions.

#### 18.6 Appointment and role of Treasurer

- (a) The company must have at least one treasurer, who may also be a director.
- (b) A treasurer must be appointed by the directors, after the company receives a signed consent to act as a treasurer of the company, and may be removed by the directors.
- (c) The directors must decide the terms and conditions under which the treasurer is appointed, including any remuneration.
- (d) The role of the treasurer includes:
  - (i) controlling and maintaining the company's finances;
  - (ii) creating, implementing and reviewing financial policies;
  - (iii) Overseeing the annual financial audit of the company.

#### 18.7 Term and removal of office bearer

- (a) The office-bearers will hold office for a term of three years from the date of appointment, except where a casual appointment is made by reason of an office-bearer failing to serve a full term of office, in which case the board may determine a shorter or longer term for the new office-bearer as deemed appropriate, but such term is not to be less than three (3) months or more than two (2) years.
- (b) An office-bearer may only serve a maximum of three continuous terms of three years as an office-bearer.
- (c) Any office-bearer may retire from office by giving written notice to the board of his or her intention to retire, and the resignation shall take effect at the time expressed in the notice (provided the time is not earlier than the date of delivery of the written notice).
- (d) The board may, with the consent of the office-bearer, make such adjustments to the term as reasonably necessary to synchronise the expiry of the various office-bearer terms.
- (e) The office of an office-bearer shall become vacant if the office-bearer ceases to be a member or is removed from office by a special resolution of the board.

### 19. Committees or Sub-Committees

19.1 The Board may, by instrument in writing, delegate to one or more committees or sub-committees (consisting of such persons as the Boards thinks fit) the exercise of such functions of the Board as are specified in the instrument, other than:

- (a) This power of delegation; and
- (b) A function which is duty imposed on the Board by the Corporations Act or any other law.

- 19.2 The Board will review, in the final quarter of each year, the committees that it believes it needs to have in place for the subsequent year. The Board will appoint a Chair of each relevant committee.
- 19.3 A committee or sub-committee may hold meetings from time to time as the committee members see necessary and will report to any Board meetings as required and to have all decisions made by that committee ratified by the Board.
- 19.4 The meeting and proceedings of any committee or sub-committee will be governed by the provisions for regulating the meetings and proceedings of the Board contained in this Constitution.
- 19.5 A committee or sub-committee must in exercise of the powers delegated to it conform to any directions and restrictions that may be imposed on it by the Board. A power so exercised shall be taken to be exercised by the Board.
- 19.6 Despite any delegation under this provision, the Board may continue to exercise any function delegated.
- 19.7 The Board may, by instrument in writing, revoke wholly or in part any delegation under this provision.

## 20. Directors' Meetings

- 20.1 The directors may decide how often, where and when they meet, however the directors must not meet less than six (6) times in any financial year.
- 20.2 A director may call a directors' meeting by giving reasonable notice to all of the other directors. A director may give notice in writing, or by any other means of communication that has previously been agreed to by all of the directors.
- 20.3 Chairperson for directors' meetings
- (a) The elected chairperson is entitled to chair directors' meetings.
  - (b) The directors at a directors' meeting may choose a director to be the chairperson for that meeting if the elected chairperson is:
    - (i) not present within 30 minutes after the starting time set for the meeting, or
    - (ii) present but does not want to act as chairperson of the meeting.
- 20.4 Quorum at directors' meetings
- (a) Unless the directors determine otherwise, the quorum for a directors' meeting is a majority (more than 50%) of directors.
  - (b) A quorum cannot be less than three (3) directors.
  - (c) A quorum must be present for the whole directors' meeting.
- 20.5 Using technology to hold directors' meetings
- (a) The directors may hold their meetings by using any technology (such as video or teleconferencing) that is agreed to by all of the directors.

- (b) A director may only withdraw their consent within a reasonable period before the meeting.

#### 20.6 Passing directors' resolutions

- (a) A directors' resolution must be passed by a majority of the votes cast by directors present and entitled to vote on the resolution. In the case of an equality of votes, the chairperson of the meeting shall have a second or casting vote.
- (b) A determination by a majority of the directors will for all purposes be deemed a determination of the board.

#### 20.7 Circular resolutions of directors

- (a) The directors may pass a circular resolution without a directors' meeting being held.
- (b) A circular resolution is passed if all the directors entitled to vote on the resolution sign or otherwise agree to the resolution in the manner set out in clause 19.7(c) or clause 19.7(d).
- (c) Each director must sign a single document setting out the resolution and containing a statement that they agree to the resolution, or a counterpart.
- (d) The company may send a circular resolution by email to the directors and the directors may agree to the resolution by sending a reply email to that effect, including the text of the resolution in their reply.
- (e) A circular resolution is passed when the last director signs or otherwise agrees to the resolution in the manner set out in clause 19.7(c) or clause 19.7(d).

### **21. Minutes and Records**

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

- (a) minutes of all orders, proceedings and resolutions of general meetings and directors meetings (including meetings of any committees);
- (b) minutes of circular resolutions of members and/or directors;
- (c) a copy of a notice of each general meeting, and
- (d) a copy of a members' statement distributed to members under clause 14.2.

21.2 The directors must ensure that all minutes of meetings are signed within a reasonable time after the meeting by the chairperson of the meeting, or the chairperson of the next succeeding meeting.

21.3 The directors must ensure that minutes of the passing of a circular resolution (of members or directors) are signed by a director within a reasonable time after the resolution is passed.

#### 21.4 Financial and related records

- (a) The company must make and keep safe written and proper financial records that:
  - (i) correctly record and explain its transactions and financial position and performance, and
  - (ii) enable true and fair financial statements to be prepared and to be audited.
- (b) The company must also keep written records that correctly record its operations.
- (c) The company must retain its records for at least 7 years

## 22. By-Laws

- 22.1 The Directors may pass a resolution to make by-laws to give effect to this Constitution.
- 22.2 Members and Directors must comply with by-laws as if they were part of this Constitution.

## 23. Seal

The board must provide for the safe custody of the seal that may only be used by the authority of the board. Every instrument to which the seal is affixed must be signed by a member of the board and countersigned by the secretary or by a second member of the board or by some other person appointed by the board for that purpose.

## 24. Notice

- 24.1 Written notice or any communication under this constitution may be given to the company, the directors or the secretary by:
- (a) delivering it to the company's registered office;
  - (b) posting it to the company's registered office or to another address chosen by the company for notice to be provided;
  - (c) sending it to an email address or other electronic address notified by the company to the members as the company's email address or other electronic address, or
- 24.2 Written notice or any communication under this constitution may be given to a member of the company:
- (a) in person;
  - (b) by posting it to, or leaving it at the address of the member in the register of members or an alternative address (if any) nominated by the member for service of notices;
  - (c) sending it to the email or other electronic address nominated by the member as an alternative address for service of notices (if any); or
  - (d) if agreed to by the member, by notifying the member at an email or other electronic address nominated by the member, that the notice is available at a specified place or address (including an electronic address).
- 24.3 A notice:
- (a) delivered in person, or left at the recipient's address, is taken to be given on the day it is delivered;
  - (b) sent by post, is taken to be given on the third day after it is posted with the correct payment of postage costs;
  - (c) sent by email, fax or other electronic method, is taken to be given on the business day after it is sent, and
  - (d) given under clause 22.3(d) is taken to be given on the business day after the notification that the notice is available is sent.



## 25. Indemnity, Insurance and Access

### 25.1 Indemnity

- (a) The company indemnifies each officer of the company out of the assets of the company, to the relevant extent, against all losses and liabilities (including costs, expenses and charges) incurred by that person as an officer of the company.
- (b) In this clause, 'officer' means a director or secretary.
- (c) In this clause, 'to the relevant extent' means:
  - (i) to the extent that the company is not precluded by law (including the Corporations Act) from doing so, and
  - (ii) for the amount that the officer is not otherwise entitled to be indemnified and is not actually indemnified by another person (including an insurer under an insurance policy).
- (d) The indemnity is a continuing obligation and is enforceable by an officer even though that person is no longer an officer of the company.

### 25.2 Insurance

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

### 25.3 Access to documents

- (a) A director has a right of access to the financial records of the company at all reasonable times.
- (b) If the directors agree, the company must give a director or former director access to certain documents, including documents provided for or available to the directors, and any other documents referred to in those documents.
- (c) A member has a right to inspect the following company records:
  - a. All records referred to in clause 20.1; and
  - b. The financial records or other records of the company, with the authority of the directors.

## 26. Winding Up

- 26.1 Subject to the Corporations Act and any other applicable Act, and any court order, any surplus assets (including 'gift funds') that remain after the company is wound up must be distributed to one or more charities:
  - (a) with charitable purpose(s) similar to, or inclusive of, the purpose(s) in clause 4;
  - (b) which also prohibit the distribution of any surplus assets to its members to at least the same extent as the company; and
  - (c) that is or are deductible gift recipients within the meaning of the *Income Tax Assessment Act 1997* (Cth).
- 26.2 If the company is wound up, any surplus assets must not be distributed to a member or a former member of the company, unless that member or former member is a charity described in clause 26.1.

26.3 The decision as to the charity or charities to be given the surplus assets must be made by a special resolution of members at or before the time of winding up. If the members do not make this decision, the company may apply to the Supreme Court to make this decision.

### Schedule 1 – Table of Current Directors

<b>Name</b>	<b>Appointment Date</b>	<b>Tenure end date (3 years)</b>
<b>Sherene Hassan</b>		
<b>Maryum Chaudhry</b>		
<b>Ian Horne</b>		
<b>Sarah Smith</b>		
<b>Faye Spiteri</b>		
<b>Monique Toohey</b>		
<b>Senem Eren</b>		