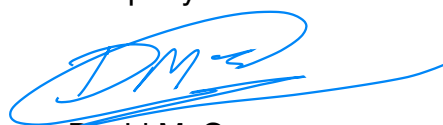


CONSTITUTION OF GEORGES RIVER GRAMMAR SCHOOL LIMITED

Australian Business Number (ABN) (73 003 130 630)

A company limited by guarantee

I certify this is the copy of the
constitution be presented and
voted upon at the Annual
General Meeting of the
company on 16 June 2025



David McGregor

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Preliminary

1. Name of the company

The name of the **company** is Georges River Grammar School Ltd ABN 73 003 130 630 (the **company**).

2. Type of company

The **company** is a not-for-profit public company limited by guarantee which is established to be, and to continue as, a charity.

3. Liability of members limited to the guarantee

3.1 Each member must contribute an amount not more than one hundred dollars \$100.00 (the guarantee) to the property of the company if the company is wound up:

- (a) while the member is a member, or within 12 months after they stop being a member, and
- (b) at the time of winding up, the debts and liabilities of the **company**, including the costs of winding up, incurred before the member stopped being a member exceed the company's assets.

3.2 The liability of each member is limited to the amount of the guarantee.

Charitable purposes and powers

4. Objects

4.1 The **company** is established to be a charity whose purpose is to advance education by:

- (a) establishing and carrying on at Bankstown near Sydney (and/or elsewhere) in the State of New South Wales a co-educational school (**the School**) providing a sound traditional education of the highest order;
- (b) providing for the delivery and holding of lectures, games, exhibitions, public meetings, classes and conferences calculated directly or indirectly to advance the cause of education whether general, professional or technical, such instruction to be of the highest professional and educational standards;
- (c) providing board lodgings and attendance and all necessities and conveniences to pupils of the School as needed whether boarders or otherwise;

- (d) acquiring for the purposes of the School, by purchase or by renting or otherwise freehold or leasehold properties at Bankstown or elsewhere in said State and in particular, to lease all that piece or parcel of land situated at Bankstown in the Parish of Bankstown, County of Cumberland containing an area of about 3,268.7 square metres and being Lot 55 and part Lot 56 and known as 379-383 Hume Highway, Bankstown;
- (e) from time to time if occasion shall require constructing, maintaining or altering any buildings or other works necessary or convenient for the purposes of providing facilities for the School and to provide such means for recreation for pupils of the School as may be thought expedient from time to time;
- (f) from time to time as may be thought desirable to founding, taking over and carrying on or amalgamating with any similar educational establishment and house or houses of residence for boarders and if thought desirable, affiliating the School with any university, school or educational or other association;
- (g) establishing and endowing scholarships, bursaries and exhibitions within the School or at any university but in such latter case, only for pupils or teachers from the School and to provide prizes for pupils of the School;
- (h) accepting subscriptions and donations whether real or personal estate and bequests for any or all of the purposes above;
- (i) doing all such things as are incidental to the attainment of the above objects.

5. Powers

Subject to clause 6, the **company** has all the powers of a company limited by guarantee under the **Corporations Act** which may only be used to carry out its purpose(s) set out in clause 4.

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 clauses 6.2 and 67.
- 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 to the **company**, provided the payment is at fair and reasonable rates or rates more favourable to the **company**; or

- (b) paying expenses a member who, as an officer of the **company**, has properly incurred in the course of carrying out their duties in relation to the **company** at fair and reasonable rates or rates more favourable to the **company**.

7. Amending the constitution

- 7.1 Subject to clause 7.3, the members may amend this constitution by passing a **special resolution**.
- 7.2 Any amendment to this constitution will take effect from the date of the **special resolution**, or from any later date specified in the resolution.
- 7.3 The members must not pass a **special resolution** that amends this constitution if passing it would mean the **company** would no longer be a charity.

Members

8. Membership and register of members

- 8.1 The members of the **company** are those:
 - (a) Who are members of the **company** as at the date of the special resolution adopting this constitution, and
 - (b) any other person admitted to membership, in accordance with this constitution,and have not since ceased to be a member.
- 8.2 The **company** must establish and maintain a register of members. The register of members must be kept by the secretary and must contain:
 - (a) for each current member:
 - (i) name
 - (ii) address
 - (iii) any alternative address nominated by the member for the service of notices, and
 - (iv) date the member was entered on to the register
 - (b) for each person who stopped being a member in the last 7 years:
 - (i) name
 - (ii) address
 - (iii) any alternative address nominated by the member for the service of notices, and

(iv) dates the membership started and ended

8.3 The **company** must allow members to inspect the register of members.

8.4 Information that is accessed from the register of members must only be used in a manner relevant to the interests or rights of members.

9. Membership

9.1 The number of members of the **company** shall not exceed fifty (50).

9.2 A corporation shall not be eligible to be admitted to membership of the **company**.

10. How to apply to become a member

10.1 Every applicant for membership shall be proposed by one and seconded by another member to both of whom the applicant shall be personally known. The application for membership shall be made in writing, signed by the applicant and his/her proposer and seconder and shall be in such form as the Board from time to time prescribes. The application must be submitted to the Secretary.

11. Board to decide whether to approve membership

11.1 The Board must consider an application for membership within a reasonable time after the secretary receives the application.

12. Members must be fit and proper persons

12.1 The Board must not admit to membership any person unless the Board is satisfied that the person is a fit and proper person for the purposes of section 47(1)(b) of the *Education Act* or if repealed, any enactment or regulation to the same effect.

13. When a person becomes a member

An applicant will become a member when they are entered on the register of members.

14. No Membership fees

A member is not required to pay a fee to become or remain a member.

15. Transfer of membership

Membership of the company and the associated rights cannot be transferred or sold.

16. When a person stops being a member

16.1 A person immediately stops being a member if they:

- (a) die
- (b) resign, by writing to the secretary
- (c) are expelled under clause 18
- (d) 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
- (e) cease to be a fit and proper person for the purposes of section 47(1)(b) of the *Education Act* or if repealed, any enactment or regulation to that effect.

Dispute resolution and disciplinary procedures

17. Dispute resolution

17.1 The dispute resolution procedure in this clause applies to disputes (disagreements) under this constitution between a member or director and:

- (a) one or more members
- (b) one or more directors, or
- (c) the **company**.

17.2 A member must not start a dispute resolution procedure in relation to a matter which is the subject of a disciplinary procedure under clause 18 until the disciplinary procedure is completed.

17.3 Those involved in the dispute must try to resolve it between themselves within 14 days of knowing about it, or within a timeframe agreed by those involved.

17.4 If those involved in the dispute do not resolve it under clause 17.3, they must within 10 days (or within a timeframe agreed by those involved):

- (a) tell 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.

17.5 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 the president of the law institute or society in the state or territory in which the **company** has its registered office.

17.6 A mediator chosen by the directors under clause 17.5(b)(17.5(b)(i)):

- (a) may be a member or former member of the **company**
- (b) must not have a personal interest in the dispute, and
- (c) must not be biased towards or against anyone involved in the dispute.

17.7 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 the mediation is conducted in a manner free from bias, and
- (d) not make a decision on the dispute.

18. Disciplining members

18.1 In accordance with this clause, the Board may resolve to warn, suspend, or expel a member from the **company** if the Board considers that:

- (a) the member has breached this constitution, or
- (b) the member's behaviour is causing, has caused, or is likely to cause harm to the **company** or
- (c) the member has engaged in conduct which is unbecoming of a member of the **company**.

18.2 At least 14 days before the meeting of the Board at which a resolution under clause 18.1 will be considered, the secretary must notify the member in writing:

- (a) that the Board is considering a resolution to warn, suspend or expel the member
- (b) that this resolution will be considered at a meeting of the Board and the date of that meeting
- (c) what the member is alleged to have done or not done as giving rise to the resolution that has been proposed
- (d) the nature of the resolution that has been proposed, and
- (e) that the member may provide an explanation to the Board, and details of how to do so.

18.3 Before the Board passes any resolution under clause 18.1, the member must be given a chance to explain or defend themselves by:

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

18.4 After considering any explanation under clause 18.3, the Board 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) expel the member
- (e) require the matter to be determined at a **general meeting**.

18.5 The Board cannot fine a member.

18.6 The secretary must give written notice to the member of the decision under clause 18.4 as soon as possible.

18.7 Disciplinary procedures must be completed as soon as reasonably practical.

18.8 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.

General meetings of members

19. Calling a general meeting

19.1 Any director may call a **general meeting**, including an annual **general meeting**.

19.2 If members with at least 10% 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 for a proper purpose, the Board must:

- (a) within 21 days of the members' request, give all members notice of a **general meeting**, and
- (b) hold the **general meeting** within 2 months of the members' request.

19.3 The percentage of votes that members have (in clause 19.2) is to be worked out as at midnight before the members request the meeting.

19.4 The members who make the request for a **general meeting** must:

- (a) state in the request any resolution to be proposed at the meeting
- (b) sign the request, and
- (c) give the request to the **company**.

- 19.5 The members making the request may sign the request by signing a physical form of the document by hand or by signing an electronic form of the document using electronic means, which identifies the person and indicates the person's intention.
- 19.6 Separate copies of a document setting out the request may be signed by members if the wording of the request is the same in each copy.
- 19.7 If the Board does not call the meeting within 21 days of being requested under clause 19.2, 50% or more of the members who made the request may call and arrange to hold a **general meeting**.
- 19.8 To call and hold a meeting under clause 19.7 the members must:
- (a) as far as possible, follow the procedures for **general meetings** set out in this constitution,
 - (b) 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
 - (c) hold the **general meeting** within three months after the request was given to the **company**.
- 19.9 The **company** must pay the members who request the **general meeting** any reasonable expenses they incur because the Board did not call and hold the meeting.

20. Using technology to hold meetings

- 20.1 The **company** may hold a **general meeting** at two or more venues using any **virtual meeting platform** or using a **virtual meeting platform** only, where the platform gives members a reasonable opportunity to participate, including to hear and be heard.
- 20.2 Anyone using this platform is taken to be present in person at the meeting.
- 20.3 If the general meeting is held using a **virtual meeting platform** only, then
- (a) The place of the meeting is taken to be the registered office of the company, and
 - (b) The time of the meeting is taken to be the time at the registered office of the company.
- 20.4 If the **general meeting** is held at more than one physical venue (whether or not it is also held using a **virtual meeting platform**), then:
- (a) The place of the meeting is taken to be the main physical venue of the meeting as set out in the notice of the meeting, and
 - (b) The time of the meeting is taken to be the time at the main physical venue of the meeting as set out in the notice of the meeting.

21 Notice of general meetings

21.1 Notice of a **general meeting** must be given to:

- (a) each member entitled to vote at the meeting
- (b) each director, and
- (c) the auditor (if any).

21.2 Notice of a **general meeting** must be given in writing at least 21 days before the meeting.

21.3 Subject to clause 21.4, notice of a **general meeting** may be given less than 21 days before the meeting if members with at least 95% of the votes that may be cast at the meeting agree beforehand.

21.4 Notice of a **general meeting** cannot be given less than 21 days before the meeting if a resolution will be moved to:

- (a) remove a director
- (b) appoint a director in order to replace a director who was removed, or
- (c) remove an auditor.

21.5 Notice of a **general meeting** must include:

- (a) the place, date and time for the meeting (and if the meeting is to be held in two or more places or virtually, the **virtual meeting platform** that will be used to facilitate this)
- (b) a statement regarding the member's right to request documents be sent in electronic or physical form
- (c) the general nature of the meeting's business
- (d) if applicable, that a **special resolution** is to be proposed and the words of the proposed resolution, and
- (e) a statement that members have the right to appoint proxies and that, if a member appoints a proxy:
 - (i) the proxy does not need to be a member of the **company**
 - (ii) the proxy form must be delivered to the **company** at its registered address or the address (including an electronic address) specified in the notice of the meeting, and
 - (iii) the proxy form must be delivered to the **company** at least 48 hours before the meeting.

21.6 If a **general meeting** is adjourned for one month or more, the members must be given new notice of the resumed meeting.

22. Quorum at general meetings

- 22.1 For a **general meeting** to be held, at least four (4) members entitled to vote (a quorum) must be present (in person or by proxy) for the whole meeting. When determining whether a quorum is present, a person may only be counted once (even if that person is a proxy of more than one member).
- 22.2 No business may be conducted at a **general meeting** if a quorum is not present.
- 22.3 If there is no quorum present within 30 minutes after the starting time stated in the notice of **general meeting**, the **general meeting** is adjourned to the date, time and place that the **chairperson** specifies. If the **chairperson** does not specify one or more of those things, the meeting is adjourned to:
- (a) if the date is not specified – the same day in the next week
 - (b) if the time is not specified – the same time, and
 - (c) if the place is not specified – the same place.
- 22.4 If no quorum is present at the resumed meeting within 30 minutes after the starting time set for that meeting, the meeting is cancelled.

23. Right of non-members to attend meetings

- 23.1 The **chairperson** of a **general meeting** may invite any person to attend and address a meeting.
- 23.2 Any auditor and any director of the **company** is entitled to attend and address a general meeting.
- 23.3 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.

24. Chair for general meetings

- 24.1 The **Chair** is entitled to chair general meetings.
- 24.2 If the **Chair** is not present or is unwilling or unable to act, the **Deputy Chair** is entitled to chair a general meeting.
- 24.3 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:
- (a) there is no **Chair**, **Deputy Chair**, or
 - (b) the **Chair** and the **Deputy Chair** are not present within 30 minutes after the starting time set for the meeting, or
 - (c) the **Chair** and the **Deputy Chair** are present but each of them says they do not wish to act as chairperson of the meeting.

25. Role of the Chair

- 25.1 The **Chair** of a general meeting is responsible for the conduct of the **general meeting**.
- 25.2 The **chair** of the general meeting must give members a reasonable opportunity to make comments and ask questions (including to the auditor (if any)).

26. Adjournment of meetings

- 26.1 If a quorum is present, a **general meeting** must be adjourned if a majority of members present direct the chairperson to adjourn it.
- 26.2 Only unfinished business may be dealt with at a meeting resumed after an adjournment.

Members' resolutions and statements

27. Members' resolutions and statements

- 27.1 Members with at least 5% of the votes that may be cast on a resolution may give:
- (a) written notice to the **company** of a resolution they propose to move for a proper purpose at a **general meeting (members' resolution)**, and/or
 - (b) a written request to the **company** that the **company** give all of its members a statement about a proposed resolution or any other matter that may properly be considered at a **general meeting (members' statement)**.
- 27.2 A notice of a members' resolution must set out the wording of the proposed resolution and be signed by the members proposing the resolution.
- 27.3 A request to distribute a members' statement must set out the statement to be distributed and be signed by the members making the request.
- 27.4 Separate copies of a document setting out the notice or request may be signed by members if the wording is the same in each copy.
- 27.5 The percentage of votes that members have (as described in clause 27.1) is to be worked out as at midnight before the request or notice is given to the **company**.
- 27.6 If the **company** has been given notice of a members' resolution for a proper purpose under clause 27.1(a), the resolution must be considered at the next **general meeting** held more than two months after the notice is given.
- 27.7 This clause does not limit any other right that a member has to propose a resolution at a **general meeting**.

28. Company must give notice of proposed resolution or distribute statement

- 28.1 If the **company** has been given a notice or request under clause 27:

- (a) in time to send the notice of proposed members' resolution or a copy of the members' statement to members with a notice of meeting, it must do so at the **company's** cost, or
- (b) too late to send the notice of proposed members' resolution or a copy of the members' statement to members with a notice of meeting, then the members who proposed the resolution or made the request must pay the expenses reasonably incurred by the **company** in giving members notice of the proposed members' resolution or a copy of the members' statement. However, at a **general meeting**, the members may pass a resolution that the **company** will pay these expenses.

28.2 The **company** does not need to send the notice of proposed members' resolution or a copy of the members' statement to members if:

- (a) it is more than 1,000 words long
- (b) the Board considers it may be defamatory
- (c) clause 28.1(b) applies, and the members who proposed the resolution or made the request have not paid the **company** enough money to cover the cost of sending the notice of the proposed members' resolution or a copy of the members' statement to members, or
- (d) in the case of a proposed members' resolution, 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.

29. Resolutions without meetings

29.1 Subject to clause 29.3, the Board may put a resolution to the members to pass a resolution without a **general meeting** being held.

29.2 The Board must notify the auditor (if any) as soon as possible that a resolution has or will be put to members, and set out the wording of the resolution.

29.3 The **company** cannot pass resolutions for the following matters without holding a meeting:

- (a) a resolution to remove an auditor or remove a director
- (b) a **special resolution**, or
- (c) where the **Corporations Act** or this constitution requires a meeting to be held.

29.4 A resolution is passed if all the members entitled to vote on the resolution sign or agree to the resolution, in the manner set out in clause 29.5.

29.5 Members may sign:

- (a) a single document setting out the resolution and containing a statement that they agree to the resolution, or

- (b) separate copies of that document, as long as the wording is the same in each copy.

29.6 The **company** may send a resolution by email to members and members may agree by sending a reply email to that effect, including the text of the resolution in their reply.

Voting at general meetings

30. How many votes a member has

Each member has one vote.

31. Challenge to member's right to vote

- 31.1 A member or the **chair** may only challenge a person's right to vote at a **general meeting** at that meeting.
- 31.2 If a challenge is made under clause 31.1, the chairperson must decide whether or not the person may vote. The chairperson's decision is final.

32. How voting is carried out

- 32.1 Voting must be conducted and decided by:
 - (a) a show of hands
 - (b) a vote in writing, or
 - (c) another method chosen by the **chair** that is fair and reasonable in the circumstances.
- 32.2 Before a vote is taken, the **chair** must note whether any proxy votes have been received and, if so, how the proxy votes will be cast.
- 32.3 On a show of hands, the **chair's** decision is conclusive evidence of the result of the vote.
- 32.4 The **chair** and the meeting minutes do not need to state the number or proportion of the votes recorded in favour or against on a show of hands.

33. When and how a vote in writing must be held

- 33.1 A vote in writing may be demanded on any resolution instead of or after a vote by a show of hands by:
 - (a) at least three (3) **members present** who are entitled to vote on the relevant resolution, or
 - (b) The **chair** of the meeting.
- 33.2 A vote in writing must be taken when and how the chairperson directs, unless clause applies.

33.3 A vote in writing must be held immediately if it is demanded under clause 33.1:

- (a) A vote For the election of a **chair** under clause 24.3, or
- (b) To decide whether to adjourn the meeting.

33.3 A demand for a vote in writing may be withdrawn.

34. Appointment of proxy

34.1 A member may appoint a proxy to attend and vote at a **general meeting** on their behalf.

34.2 A proxy does not need to be a member.

34.3 A proxy appointed to attend and vote for a member has the same rights as the member to:

- (a) speak at the meeting
- (b) vote in a vote in writing (but only to the extent allowed by the appointment), and
- (c) join in to demand a vote in writing under clause 33.1.

34.4 An appointment of proxy (proxy form) must be signed by the member appointing the proxy and must contain:

- (a) the member's name and address
- (b) the **company's** name
- (c) the proxy's name or the name of the office held by the proxy, and
- (d) the meeting(s) at which the appointment may be used.

34.5 A proxy appointment may be standing (ongoing).

34.6 Proxy forms must be received by the **company** at the address stated in the notice under clause 21.5(e) or at the **company's** registered address at least 48 hours before a meeting.

34.7 A proxy does not have the authority to speak and vote for a member at a meeting while the member is at the meeting.

34.8 Unless the **company** receives written notice before the start or resumption of a **general meeting** at which a proxy votes, a vote cast by the proxy is valid even if, before the proxy votes, the appointing member:

- (a) dies
- (b) is mentally incapacitated
- (c) revokes the proxy's appointment.

34.9 A proxy appointment may specify the way the proxy must vote on a particular resolution.

35. Voting by proxy

- 35.1 A proxy is not entitled to vote on a show of hands (but this does not prevent a member appointed as a proxy from voting in their own capacity as a member on a show of hands).
- 35.2 When a vote in writing is held, a proxy:
- (a) does not need to vote, unless the proxy appointment specifies the way they must vote
 - (b) if the way they must vote is specified on the proxy form, must vote that way, and
 - (c) if the proxy is also a member or holds more than one proxy, may cast the votes held in different ways as specified on each proxy form.

The Board (including Office Bearers)

36. Number of directors

- 36.1 The **Board** shall comprise up to seven directors, including the Office Bearers being a Chair, Deputy Chair, and a Treasurer all of whom must be members of the **company**.
- 36.2 The Office Bearers and directors holding office at the date of the Special Resolution adopting this Constitution and constituting the Board, will hold office (subject to this Constitution) until the first Annual General Meeting after the adoption of this Constitution, when they shall retire but be eligible for re-election.

37. Election and appointment of Office Bearers and ordinary directors

- 37.1 The election of the Office Bearers and the ordinary directors of the **Board** shall take place in the following manner:
- (a) Any two (2) members of the **company** may nominate any other member of the **company** to serve as an Office Bearer or ordinary director of the **Board**.
 - (b) The nomination shall be in writing and signed by the member and their proposer and seconder and shall be lodged with the secretary at least fourteen (14) days before the Annual General Meeting at which the election is to take place.
 - (c) A list of the candidates' names in alphabetical order with the proposers and seconders names shall be posted in a conspicuous place in the registered office of the **company** for at least seven (7) days immediately preceding the Annual General Meeting.

- (d) Balloting lists shall be prepared (if necessary) containing the names of the candidates only in alphabetical order, and each member present at the Annual General Meeting shall be entitled to vote for any number of such candidates not exceeding the number of vacancies to be filled.

38. When a director stops being a director

38.1 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 Board, or
- (f) become ineligible to be or remain a director of the **company** under the **Corporations Act** or the **ACNC Act** or the **Education Act**
- (g) is convicted of an indictable offence
- (h) becomes bankrupt.

39. Casual Vacancies on the Board

- 39.1 The continuing Office Bearers and ordinary directors may act notwithstanding any vacancy on the Board but if their number is reduced below the number fixed by this Constitution as the necessary quorum for a Board meeting, the continuing Office Bearers and ordinary directors may act for the purpose of increasing the number of Office Bearers and directors to that number or calling a general meeting but for no other purpose.
- 39.2 While the Board is quorate it may appoint any eligible member to the Board to fill a casual vacancy. The member so appointed shall hold office until the conclusion of the following Annual General Meeting.

Powers of the Board

40. Powers of the Board

- 40.1 The Board is responsible for **managing** and directing the activities of the **company** to carry out the purpose(s) set out in clause 4.
- 40.2 The Board may use all the powers of the **company** except for powers that, under the **Corporations Act** or this constitution, may only be used by members.
- 40.3 The Board must decide on the responsible financial management of the **company** including:

- (a) any suitable written delegations of power under clause 41, and
- (b) how money will be managed, such as how electronic transfers, negotiable instruments or cheques must be authorised and signed or otherwise approved.

40.4 The Board cannot remove a director or auditor. Directors and auditors may only be removed by a members' resolution at a **general meeting**.

41. Delegation of Board's powers

41.1 The Board may delegate any of its 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.

41.2 The **company** must keep appropriate records of any delegations.

42. Payments to directors

42.1 The **company** must not pay directors' fees.

42.2 The **company** may:

- (a) pay a director for work they do for the **company**, other than as a director, if the amount is no more than a reasonable fee for the work done, or
- (b) reimburse a director for expenses properly incurred by the director in connection with the affairs of the **company**.

42.3 Any payment made under clause 42.2 must be approved by the Board.

43. Execution of documents

43.1 The **company** may execute a document without using a common seal if the document is signed by:

- (a) two directors of the **company**
- (b) a director and the secretary, or
- (c) or some other person or combination of persons appointed by the Board for that purpose,

whether by signing a physical form of the document by hand or by signing an electronic form of the document using electronic means, which identifies the person and indicates the person's intention.

44. Validity

44.1 An act done by a director or by a meeting of the Board or a committee attended by a director is not invalid just because:

- (a) of a defect in the appointment of the director

- (b) the person is disqualified from being a director or has vacated office, or
 - (c) the person is not entitled to vote,
- if that circumstance was not known by the person or the Board or committee, as the case may be, when the act was done.

Duties of directors

45. Duties of directors

45.1 Each director must comply with their duties:

- (a) to exercise their powers and discharge their duties with the degree of care and diligence that a reasonable individual would exercise if they were a director of the **company**
- (b) to act in good faith in the best interests of the **company** and to further the charitable purpose(s) of the **company** set out in clause 4
- (c) not to misuse their position as a director
- (d) not to misuse information they gain in their role as a director
- (e) to disclose any perceived or actual material conflicts of interest in the manner set out in clause 46
- (f) to ensure that the financial affairs of the **company** are managed responsibly, and
- (g) not to allow the **company** to operate while it is insolvent.

46. Conflicts of interest

46.1 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 the Board (or that is proposed in a resolution to be passed under cl 53):

- (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.

46.2 The disclosure of a conflict of interest by a director must be recorded in the minutes of the meeting of the Board at which the disclosure is made.

46.3 Each director who has a material personal interest in a matter that is being considered at a meeting of the Board (or that is proposed in a resolution to be passed under cl 53) must not:

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

- (b) vote on the matter,
except as provided under clauses 46.4.

46.4 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 63)
- (c) their interest relates to a payment by the **company** under clause 62 (indemnity), 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.

Meetings of the Board

47. When the Board meets

The Board may decide how often, where and when it meets.

48. Calling meetings of the Board

- 48.1 A director may call a directors' meeting by giving reasonable notice to all of the other directors.
- 48.2 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.

49. Chair for Board meetings

- 49.1 The **Chair** is entitled to chair meetings of the Board.
- 49.2 If the **Chair** is not present within thirty (30) minutes of the starting time set for the meeting, the **Deputy Chair** is entitled to chair the meeting of the Board.
- 49.3 The directors at a meeting of the Board may choose a director to chair that meeting if both the **Chair** and **Deputy Chair** are:

- (a) not present within 30 minutes after the starting time set for the meeting, or
- (b) present but neither wishes to act as **chairperson** of the meeting.

50. Quorum at Board meetings

- 50.1 The quorum for a meeting of the Board is three (3) directors.
- 50.2 A quorum must be present for the whole of a meeting of the Board.

51. Using technology to hold Board meetings

- 51.1 The Board may hold meetings by using any **virtual meeting platform** that is agreed to by all of the directors.
- 51.2 The directors' agreement may be a standing (ongoing) one.
- 51.3 A director may only withdraw their consent within a reasonable period before the meeting.

52. Passing of resolutions by the Board

A resolution by the Board must be passed by a majority of the votes cast by directors present and entitled to vote on the resolution.

53. Resolutions of the Board without a meeting

- 53.1 The Board may pass a resolution without a Board meeting being held.
- 53.2 A resolution of the Board 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 or clause 53.4.
- 53.3 Each director may sign:
 - (a) a single document setting out the resolution and containing a statement that they agree to the resolution, or
 - (b) separate copies of that document, as long as the wording of the resolution is the same in each copy.
- 53.4 The **company** may send a 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.
- 53.5 The resolution is passed when the last director signs or otherwise agrees to the resolution in the manner set out in clause 53.3 or clause 53.4.

Secretary

54. Appointment and role of secretary

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

- 54.2 A secretary must be appointed by the Board (after giving the **company** their signed consent to act as secretary of the **company**) and may be removed by the Board.
- 54.3 The Board must decide the terms and conditions under which the secretary is appointed, including if the secretary is an employee of the **company** and receives any remuneration.
- 54.4 The secretary must ensure that the following are maintained:
- (a) a register of the **company's** members, and
 - (b) the minutes and other records of **general meetings** (including notices of meetings), Board meetings and resolutions.
- 54.5 The secretary will be responsible to carry out such duties and functions as determined by the Board from time to time.

Minutes and records

55. Minutes and records

- 55.1 The **company** must, within one month, make and keep the following records
- (a) minutes of proceedings and resolutions of **general meetings**
 - (b) minutes of any other resolutions of members
 - (c) a copy of a notice of each **general meeting**, and
 - (d) a copy of a members' statement distributed to members under clause 28.
- 55.2 The **company** must, within one month, make and keep the following records:
- (a) minutes of proceedings and resolutions of Board meetings (including meetings of any committees), and
 - (b) minutes of any other resolutions of directors.
- 55.3 To allow members to inspect the **company's** records:
- (a) the **company** must give a member access to the records set out in clause 55.1, and
 - (b) the directors may authorise a member to inspect other records of the **company**, including records referred to in clause 55.2 and clause 56.1.
- 55.4 The Board must ensure that minutes of a **general meeting** or a Board meeting are signed within a reasonable time after the meeting by:
- (a) the chairperson of the meeting, or
 - (b) the chairperson of the next meeting.

55.5 The Board must ensure that minutes of the passing of a resolution passed without a meeting (of members or the Board) are signed by a director within a reasonable time after the resolution is passed.

56. Financial and related records

56.1 The **company** must make and keep written financial records that:

- (a) correctly record and explain its transactions and financial position and performance, and
- (b) enable true and fair financial statements to be prepared and to be audited.

56.2 The **company** must also keep written records that correctly record its operations.

56.3 The **company** must retain its records for at least 7 years.

56.4 The directors must take reasonable steps to ensure that the **company's** records are kept safe.

Notice

57. What is notice

57.1 Anything written to or from the **company** under any clause in this constitution is written notice and is subject to clauses 58 to 60, unless specified otherwise.

57.2 Clauses 58 to 60 do not apply to a notice of proxy under clause 34.6.

58. Notice to the company

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.

59. Notice to members

59.1 Written notice or any communication under this constitution may be given to a member:

- (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).
- 59.2 If a member elects to receive documents in physical form or electronic form, the company must take reasonable steps to send documents in a manner that complies with the election.
- 59.3 If the **company** does not have an address for the member, the **company** is not required to give notice in person.

60. When notice is taken to be given

- 60.1 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 **business day** after it is posted to the address notified by the recipient and payment of postage costs
 - (c) sent by email or other electronic method: is taken to be given when it is sent, unless the sender receives an automated message that the notice has not been delivered, and
 - (d) given under clause 59.1 (d): is taken to be given on the **business day** after the notification that the notice is available is sent.
- 60.2 If the delivery or receipt of a notice is on a day which is not a **business day** or is after 5.00pm on a **business day**, it is deemed to be received at 9.00am on the following **business day**.

Financial matters

61. Company's financial year

The **company's** financial year is from 1 January to 31 December unless the Board passes a resolution to change the financial year.

Indemnity, insurance and access

62. Indemnity

- 62.1 The **company** indemnifies each officer of the **company** out of the assets of the **company**, to the extent permitted by law (including the Corporations Act), against all losses and liabilities (including costs, expenses and charges) incurred by that person as an officer of the **company**.
- 62.2 In this clause, 'officer' means a director or secretary and includes a director or secretary after they have ceased to hold that office.
- 62.3 The indemnity is a continuing obligation and is enforceable by an officer:
- (a) even though that person is no longer an officer of the **company**, and
 - (b) is enforceable without that person having first to incur any expense or make any payment.

63. Insurance

To the extent permitted by law (including the **Corporations Act**), and if the Board considers 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**.

64. Directors' access to documents

- 64.1 A director has a right of access to the financial records of the **company** at all reasonable times.
- 64.2 The directors will give a former director access to other records to assist them defend themselves against any legal actions against them.

Winding up

65. Winding up voluntarily

- 65.1 If permitted by law, the **company** may be wound up voluntarily by **special resolution**.

66. Surplus assets not to be distributed to members

If the **company** is wound up, any **surplus assets** must not be distributed to a member or a former member of the **company**.

67. Distribution of surplus assets

67.1 Subject to the **Corporations Act** and any other applicable Act, and any court order, any **surplus assets** 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, and
- (b) which also prohibit the distribution of any **surplus assets** to its members to at least the same extent as the **company**.

67.2 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.

Definitions and interpretation

68. Definitions

In this constitution:

ACNC Act means the Australian Charities and Not-for-profits Commission Act 2012 (Cth).

Business day means a day on which banks are open for business excluding Saturdays, Sundays and public holidays in the place where the **company's** registered office is located.

Board means the governing body of the **company** comprising the Office Bearers and directors referred to in clause 36 and elected or appointed in accordance with this Constitution.

Company means the **company** referred to in clause 1.

Corporations Act means the Corporations Act 2001 (Cth).

Chair means a person elected to be chairperson of any meeting.

Chair means a person elected by the members to be the **company's** chairperson under clause 37.

Deputy Chair means a person elected by the members to be the **company's** Deputy Chairperson under clause 37.

general meeting means a meeting of members and includes an Annual General Meeting.

Member present means, in connection with a **general meeting**, a **member present** in person or by proxy at the meeting.

Registered charity means a charity that is registered under the **ACNC Act**.

special resolution means a resolution:

- (i) of which notice has been given under clause 21.5(d), and
- (ii) that has been passed by at least 75% of the votes cast by **members present** and entitled to vote on the resolution.

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

virtual meeting platform means any technology that allows members to participate in a meeting, including by asking questions orally and in writing, without being physically present at the meeting.

69. Reading this constitution with the Corporations Act

69.1 The replaceable rules set out in the **Corporations Act** are hereby displaced and do not apply to the **company**.

69.2 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, as they apply to a **registered charity**.

69.3 If the **company** is not a **registered charity** (even if it remains a charity), the **Corporations Act** overrides any clause in this constitution which is inconsistent with that Act.

69.4 A word or expression that is defined in the **Corporations Act**, or used in that Act and covering the same subject, has the same meaning as in this constitution.

70. Interpretation

In this constitution:

- (a) the words 'including', 'for example', or similar expressions mean that there may be more inclusions or examples than those mentioned after that expression, and
- (b) reference to an Act includes every amendment, re-enactment, or replacement of that Act and any subordinate legislation made under that Act (such as regulations).