

LIFELINE INTERNATIONAL INCORPORATED

CONSTITUTION

Table of Contents

PART 1 PRELIMINARY	1
1 Definitions	1
2 Interpretation	2
3 Objects	3
PART 2 MEMBERSHIP	3
4 Membership	3
Classes of Membership	3
Organisational Member	4
Personal Member	4
Appointed Member	4
Provisional Member	4
Voting Members	5
Application for membership	5
Form of application	5
Admission to membership	5
Members	5
Register of Members	6
Membership entitlements not transferable	6
5 Membership fee and subscription fees	7
Application fee	7
Annual membership fee	7
Annual subscription fee	7
Unpaid Funds	7
6 Removal and cessation of membership	7
Resignation	7
Failure to pay	7
Other cessation of membership	8
Removal from Membership	8
7 No profits for members	9
Association is non-profit	9
8 Disputes and disciplining of Members	9
Resolution of disputes	9
Disciplining of Members	9
Part 3 GENERAL MEETINGS	9
9 General meetings	9
Annual general meetings	9
Notice of general meeting	10
Quorum at general meetings	11
Quorum at adjourned general meetings	11
Appointment of chairperson	11
Chairperson's powers	11
Adjournment	12

	Cancellation of general meetings.....	12
	Making of decisions.....	12
	Special Resolutions.....	13
	Number of votes.....	13
	Objections to voter qualification.....	13
	Written resolutions.....	13
	Postal or electronic ballots.....	13
	Use of technology at general meetings.....	13
10	Proxies and representatives.....	14
	Proxies and representatives of Voting Members.....	14
	Appointment of proxies.....	14
	Authority.....	14
	Effective appointment.....	14
	Revocation of appointment of proxy.....	15
	PART 4 THE BOARD.....	15
11	The Board.....	15
	Powers of the Board.....	15
	Board at adoption of Constitution.....	15
	Composition and membership of the Board.....	15
	Appointment of Directors.....	16
	Chairperson.....	16
	Secretary.....	16
	Treasurer.....	17
	Casual vacancies.....	17
	Vacation of Office.....	17
12	Directors' remuneration.....	18
	Directors fees.....	18
	Payment for services.....	18
13	Proceedings of Directors.....	18
	Convening of Directors' meetings.....	18
	Notice of Directors' meetings.....	18
	Mode of meeting.....	18
	Quorum at Directors' meetings.....	18
	Disclosure of interests.....	19
	Resolution in writing.....	19
	Voting at Directors' meetings.....	19
	Delegation to committees.....	19
	Validity of acts of Directors.....	20
	PART 5 MISCELLANEOUS.....	20
14	Indemnity and insurance.....	20
	Indemnity.....	20
	Insurance.....	20
15	Execution of documents.....	20
	Execution of documents.....	20
16	Funding.....	21
	Funding - management.....	21

17	Surplus assets on winding up	21
	Dissolution	21
	Distribution on winding up	21
18	Amendment.....	21
	Change of name, objects and constitution.....	21
19	Accounts, audit and records	22
	Custody of books etc.....	22
	Audit and accounts.....	22
	Rights of Inspection.....	22
20	Financial year	22
21	Notices	23
	Service of notices	23

LifeLine International Incorporated Constitution

PART 1 PRELIMINARY

1 Definitions

1.1 In this constitution, the following definitions apply:

Appointed Member has the meaning given in article 4.9 of this constitution

Association means LifeLine International Incorporated.

Board means the board of Directors of the Association.

the Act means the *Associations Incorporation Act 2009* (NSW).

the Regulation means the *Associations Incorporation Regulation 2016* (NSW).

Director means a person appointed to perform the duties of a director of the Association.

Entity means a provider of crisis line services recognised by the Board as such and may include a provider that is unincorporated, or facilities and services of a statutory or incorporated body.

Funds means the funds of the Association as derived from application fees, annual membership fees and annual subscription fees of Members, grants and donations made to the Association.

Member means a person whose name is entered in the Register as a member of the Association.

Office means the registered office of the Association.

Ordinary Resolution means a resolution that requires more than 50% of votes to pass.

Organisational Member has the meaning given in article 4.4 of this constitution.

Personal Member has the meaning given in article 4.5 of this constitution.

Provisional Member has the meaning given in article 4.10 of this constitution

Register means the register of Members kept by the Association.

Secretary means:

- (a) the person holding office under this constitution as secretary of the Association; or
- (b) if no person holds that office, the public officer of the Association.

Special Resolution means a resolution that requires at least 75% of votes to pass.

Voting Member means a Member with a right under this constitution to vote at general meetings of the Association.

2 Interpretation

2.1 In this constitution, unless the context otherwise requires:

- (a) headings are for convenience only and do not affect interpretation;
- (b) words importing the singular include the plural (and vice versa);
- (c) words indicating a gender include every other gender;
- (d) the word "person" includes an individual, the estate of an individual, a corporation, an authority, an association or a joint venture (whether incorporated or unincorporated), a partnership, a trust and a body politic;
- (e) where a word or phrase is given a defined meaning, any other part of speech or grammatical form of that word or phrase has a corresponding meaning;
- (f) the word "includes" in any form is not a word of limitation;
- (g) a reference to any agreement or document is to that agreement or document as amended, novated, supplemented or replaced from time to time;
- (h) a reference to an article, part, schedule or attachment is a reference to an article, part, schedule or attachment of or to this document;
- (i) a reference to dollars or \$ means Australian dollars;
- (j) a reference to a time of day means that time of day in the place where the Office is located;
- (k) a reference to a business day means a day other than a Saturday or Sunday or a public holiday in the place where the Office is located;
- (l) a term of this document which has the effect of requiring anything to be done on or by a date which is not a business day must be interpreted as if it required it to be done on or by the next business day;
- (m) a reference to any statute or to any statutory provision includes any statutory modification or re-enactment of it or any statutory provision substituted for it, and all ordinances, by-laws, regulations, rules and statutory instruments (however described) issued under it; and
- (n) a Member is taken to be present at a meeting of Members if the Member is present in person or by proxy, attorney or representative; and
- (o) a reference to a notice or document in writing includes a notice or document given by fax or another form of written communication;
- (p) an expression in a provision of this constitution that deals with a matter dealt with by a provision of the Act has the same meaning as in that provision of the Act.

3 Objects

The objects of the Association are to advance the social and public welfare of the general public in Australia and overseas.

The Association will promote, support and affiliate LifeLine Organisations throughout the world by:

- (a) assisting them to promote the mental, physical, emotional, social and spiritual wellbeing of the communities they serve;
- (b) assisting them to establish, nurture and maintain crisis intervention and caring centres with trained volunteers and personnel providing access to support services for members of communities in need;
- (c) nurturing and affirming the spirit of sharing initiatives, research and collegiality among LifeLine organisations;
- (d) promoting the extension of the work of LifeLine organisations in new activities and new territories;
- (e) promoting, organising and conducting conventions, conferences, meetings and educational programmes aimed at promoting the objectives of LifeLine;
- (f) ensuring uniformity and standardisation of services rendered and adherence to evidence based standards of practice, developing and administering a set of quality assurance principles;
- (g) acting as a representative for members with organisations such as the World Health Organisation (WHO), World Alliance of Crisis Helplines (WACH), the International Association of Suicide Prevention (IASP) and other organisations with a like purpose;
- (h) seeking funding for projects that will assist in the development of the Association, while ensuring that such activities are not in competition with member organisations;
- (i) ensuring members maintain the standards of service stated in the International Code of Ethics and Conduct, through alignment of member's differing, respective Codes;
- (j) registering and protecting the name of LifeLine, the names of LifeLine organisations and the symbols and marks adopted by them.

PART 2 MEMBERSHIP

4 Membership

Classes of Membership

4.1 The Members of the Association will be divided into the following classes of membership:

- (a) Organisational Members;

- (b) Personal Members;
- (c) Appointed Members; and
- (d) Provisional Members.

4.2 The Association must have a minimum of five (5) Members who are not Organisational Members or Provisional Members, at all times.

4.3 The Members of the Association and their class of membership on the adoption of this constitution are set out in Appendix A.

Organisational Member

4.4 An Organisational Member is an Entity that is admitted as an Organisational Member by the Board.

Personal Member

4.5 A Personal Member is a senior executive of an Organisational Member who the Board has resolved to admit as a Personal Member of the Association. Each Organisational Member may only have one Personal Member admitted to the Association.

4.6 When applying for membership of the Association, each Organisational Member must nominate a senior executive of the Entity for consideration by the Board for admission as a Personal Member of the Association. The Board may discuss the nomination with the Organisational Member and the Organisational Member may change their nominee as a result of these discussions.

4.7 An Organisational Member may notify the Association at any time following the admission of the nominated Personal Member, that the Organisational Member wishes to change their nominee. If the Board agrees to the proposed change of nominee, the new nominee will replace the Personal Member when the Board admits the new nominee as a replacement Personal Member.

4.8 A Personal Member ceases to be a Member if their nominating Organisational Member ceases to be a Member.

Appointed Member

4.9 An Appointed Member is any person who the Board, in its discretion, considers suitable for admission as an Appointed Member.

Provisional Member

4.10 An Provisional Member is an Entity that has been accepted by the Board to represent LifeLine in a particular country or region, pending grant of full membership status, or an Organisational Member that has been relegated to Provisional Member status.

4.11 The Board may grant Provisional Membership to an organisation if, in its opinion, there exists a prospect that the organisation will be able to meet the accreditation standards of LifeLine within a reasonable period of time.

4.12 The International Board may grant a Provisional Member full Member status if the Board is satisfied that the Provisional Member complies with the accreditation standards of LifeLine.

Voting Members

4.13 Personal Members and Appointed Members are Voting Members. Organisational Members and Provisional Members are not eligible to vote.

Application for membership

4.14 Applicants for membership may apply to be an Organisational Member or an Appointed Member of the Association. An individual who applies for membership must be at least 18 years old at the date of application.

Form of application

4.15 An application for membership must comply with the following requirements:

- (a) it must be signed by the applicant or, in the case of an applicant seeking admission as an Organisational Member, by a person with delegated authority to submit the application;
- (b) it must be accompanied by such documents or evidence as to qualification for the category of membership applied for as the Board determines;
- (c) if an application for admission as an Organisational Member, it must include a nominated senior executive for admission as a Personal Member;
- (d) it must be accompanied by an application fee determined in accordance with article 5.1; and
- (e) it must be lodged (including by electronic means if the Board so determines), with the Secretary.

Admission to membership

4.16 As soon as practicable after receiving an application for membership, the Secretary must refer the application to the Board, which is to determine, in its discretion, whether to approve or to reject the application.

4.17 The Board may, at its discretion, determine the category of membership suitable for an applicant.

4.18 The Board does not have to give reasons for rejecting an application or granting a particular category of membership.

4.19 If an application for membership is rejected, the Secretary must notify the applicant and refund to the applicant any Funds that were included with the application.

4.20 If an application for membership is accepted, the Secretary must:

- (a) notify the applicant in writing of their admission as a Member;
- (b) provide a receipt for any Funds that have been submitted; and
- (c) enter the name and details of the applicant in the Register.

Members

4.21 All Members must pay the application fee determined in accordance with article 5.1.

- 4.22 In order to maintain membership, Organisational Members must pay the annual membership fee in accordance with article 5.2
- 4.23 A Voting Member has the right to receive notices of, and to attend and be heard at any general meeting and has the right to vote at any general meeting.
- 4.24 An Organisational Member has the right to receive notices of, and to attend and be heard at any general meeting but does not have the right to vote at any general meeting.

Register of Members

- 4.25 The Secretary must establish and maintain a Register (whether in written or electronic form).
- 4.26 The Register must be kept in New South Wales at the Office of the Association.
- 4.27 The following details must be entered in the Register in respect of each Member:
- (a) the full name of the Member (including for Organisational Members, the ACN, ABN or if not located in Australia, the entity identifier number);
 - (b) the preferred trading name of the Member if different from the name of the Member;
 - (c) the address, telephone number, facsimile number and email address, if any, of the Member;
 - (d) in the case of a Member that is not an individual, the full name, address, telephone number, facsimile number and email address, if any, of its representative;
 - (e) the category of membership;
 - (f) the date of admission to and cessation of membership;
 - (g) the date of last payment of the Member's annual membership fee;
 - (h) such other information as the Board requires.
- 4.28 A Member must notify the Secretary in writing of any change in the name, preferred trading name, address, telephone number, facsimile number or email address of the Member within one (1) month of the change.

Membership entitlements not transferable

- 4.29 Unless otherwise stated in this constitution, a right, privilege or obligation which a person has by reason of being a Member of the Association:
- (a) is not capable of being transferred or transmitted to another person; and
 - (b) terminates on cessation of the person's membership.

5 Membership fee and subscription fees

Application fee

- 5.1 The application fee payable by each applicant for membership is such sum as the Board prescribes from time to time in respect of each category of membership.

Annual membership fee

- 5.2 Organisational Members are required to pay an annual membership fee, with such sum prescribed by the Board, from time to time.
- 5.3 The annual membership fee is due and payable within thirty (30) days of invoicing by the Association.

Annual subscription fee

- 5.4 The annual subscription fee for each service offered by the Association is such sum as the Board prescribes from time to time in respect of Organisational Members.
- 5.5 All subscription fees are due and payable in advance within thirty (30) days of invoicing by the Association.
- 5.6 Organisational Members may select one or more subscription services offered by the Association at their discretion.

Unpaid Funds

- 5.7 A Member ceases to be entitled to any of the rights or privileges of membership if Funds remain unpaid for two (2) months after the Funds become payable and a notice of default is given to the Member pursuant to a resolution of the Board. The rights or privileges of membership may be reinstated on payment of all arrears, if the Board thinks fit to do so.

Members' liabilities

- 5.8 The liability of a Member to contribute towards the payment of the debts and liabilities of the Association or the costs, charges and expenses of the winding up of the Association is limited to the amount, if any, unpaid by the Member in respect of membership of the Association as required by this article 5.

6 Removal and cessation of membership

Resignation

- 6.1 A Member may resign from membership of the Association by giving written notice to the Secretary.
- 6.2 The resignation of a Member is deemed to take effect from the date of receipt of the notice of resignation or such later date as is provided in the notice.

Failure to pay

- 6.3 If a Member has not paid all arrears of Funds in accordance with article 5 or, if paid, the Member's rights and privileges are not reinstated, then:
- (a) the Member remains liable for all the obligations and liabilities of membership for six (6) months after the date of notification under article 5.7; and

- (b) the Member ceases to be a Member and the Member's name must be removed from the Register at the end of the six (6) month period.

Other cessation of membership

6.4 A Member ceases to be a Member of the Association, if the Member:

- (a) is an individual and dies, declares bankruptcy or becomes a mentally incapacitated person; or
- (b) is a body corporate and is deregistered or becomes insolvent under administration within the meaning of the *Corporations Act 2001* (Cth).

6.5 A Personal Member also ceases to be a Member if:

- (a) the Organisational Member which nominated them ceases to be an Organisational Member; or
- (b) the Board admits another person in their place as the nominee of the Organisational Member under article 4.8.

Removal from Membership

6.6 The Board may, at its discretion, convene a meeting of Members to consider the removal of a Member from the Register if the person is no longer considered suitable for membership of the Association by a majority of the Board.

6.7 The Board will be required to provide at least two (2) months' written notice to any Member of any intention to remove the Member from the Register so as to enable the Member to provide any written representations to the Association.

6.8 Where written representations are made by the Member and the Member requests that the representations be notified to Members of the Association, the Association must:

- (a) state in any notice of the resolution given to Members, that the representations have been made; and
- (b) send a copy of the representations to the Members.

6.9 The Association is not required to comply with article 6.8 where representations are received by the Association without sufficient time to satisfy the requirements of article 6.8.

6.10 If a copy of the representations is not sent because it was received too late or because of the Association's default, the Member may, without affecting any right to be heard orally, require the representations be read out at the meeting.

6.11 The Board does not have to give reasons for recommending the removal of any Member from the Register.

6.12 An Ordinary Resolution of Members is required to pass a resolution to remove a Member under article 6.6.

7 No profits for members

Association is non-profit

- 7.1 Subject to the Act and the Regulation, the Association must apply its Funds and assets solely in pursuance of the objects of the Association and must not conduct its affairs so as to provide a pecuniary gain for any of its Members.

8 Disputes and disciplining of Members

Resolution of disputes

- 8.1 A dispute between a Member and another Member (in their capacity as Members) of the Association, or a dispute between a Member or Members and the Association, is to be referred to a mediation, with a mediator to be appointed by the Board.
- 8.2 If a dispute is not resolved by mediation within three (3) months of the referral, the dispute is to be referred to arbitration.
- 8.3 The *Commercial Arbitration Act 2010* (NSW) applies to a dispute referred to arbitration.

Disciplining of Members

- 8.4 The procedure for the disciplining of the Association's Members and the mechanisms for appeals by Members in respect of disciplinary action taken against them will be determined by the Board, as varied, from time to time.

Part 3 GENERAL MEETINGS

9 General meetings

Annual general meetings

- 9.1 The Association must hold its first annual general meeting within 18 months of its registration under the Act.
- 9.2 The Association must hold its annual general meetings:
- (a) within six (6) months after the close of the Association's financial year; or
 - (b) within any later time that may be allowed or prescribed under section 37(2)(b) of the Act.
- 9.3 Subject to the Act and articles 9.1 and 9.2, the annual general meeting of the Association is to be convened on the date and at the place and time that the Board thinks fit.
- 9.4 In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting is to include the following:
- (a) to confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting;

- (b) to receive from the Board reports on the activities of the Association during the last preceding financial year;
- (c) to elect office-bearers of the Association and Directors;
- (d) to receive and consider any financial statements or reports required to be submitted to Members under the Act;
- (e) to receive and consider any proposed changes to this constitution.

9.5 An annual general meeting must be specified as that type of meeting in the notice convening it.

9.6 All papers and documents required for the annual general meeting must be provided to members four (4) weeks prior to the meeting

Special general meeting

9.7 The Board may, whenever it thinks fit, convene a special general meeting of the Association.

9.8 The Board must, on the requisition of at least 5% of the total number of Members, convene a special general meeting of the Association.

9.9 A requisition of Members for a special general meeting:

- (a) must be in writing;
- (b) must state the purpose or purposes of the meeting;
- (c) must be signed by the Members making the requisition;
- (d) must be lodged with the Secretary; and
- (e) may consist of several documents in a similar form, each signed by one or more of the Members making the requisition.

9.10 If the Board fails to convene a special general meeting to be held within one (1) month after the date on which a requisition of Members for the meeting is lodged with the Secretary, any one or more of the Members who made the requisition may convene a special general meeting to be held no later than three (3) months after that date.

9.11 A special general meeting convened by a Member or Members as referred to in article 9.10 must be convened as nearly as is practicable in the same manner as general meetings are convened by the Board.

9.12 For the purposes of article 9.9:

- (a) a requisition may be in electronic form; and
- (b) a signature may be transmitted, and a requisition may be lodged, electronically.

Notice of general meeting

9.13 Subject to article 9.14, the Secretary must, at least 14 days before the date fixed for the holding of the general meeting, give a notice to each Member specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the general meeting.

- 9.14 If the nature of the business proposed to be dealt with at a general meeting requires a Special Resolution of the Association, the Secretary must, at least 21 days before the date fixed for the holding of the general meeting, cause notice to be given to each Member specifying, in addition to the matters required under article 9.13, the intention to propose a Special Resolution.
- 9.15 No business other than that specified in the notice convening a general meeting is to be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted under article 9.4.
- 9.16 A Member intending to bring any business before a general meeting may give notice in writing of that business to the Secretary, who must include that business in the next notice calling a general meeting given after receipt of the notice from the Member.

Quorum at general meetings

- 9.17 A quorum for a general meeting is five (5) of the Voting Members present in person or by representative.
- 9.18 A quorum for a general meeting of Members must be present at all times during a general meeting.
- 9.19 If a quorum is not present within 30 minutes from the time appointed for a general meeting or a longer period allowed by the chairperson:
- (a) if the meeting was convened by or on the requisition of Members, it must be dissolved; and
 - (b) if in any other case, it must stand adjourned to the same day, time and place in the following week or to another day, time and place determined by the Board.
- 9.20 If a general meeting has been adjourned to another time and place determined by the Board, not less than seven (7) days notice of the adjourned general meeting must be given in the same manner as the original general meeting.

Quorum at adjourned general meetings

- 9.21 At the adjourned general meeting, if a quorum is not present within 30 minutes after the time appointed for the adjourned general meeting, the meeting must be dissolved.

Appointment of chairperson

- 9.22 The president or in the president's absence, the vice-president, is to preside as chairperson at each general meeting of the Association.
- 9.23 The Voting Members present at a general meeting must, by majority vote, elect one of their number to chair the meeting if the president and the vice-president are absent or unwilling to act within 15 minutes after the time appointed for the holding of the meeting.

Chairperson's powers

- 9.24 The chairperson is responsible for the general conduct of that general meeting and for the procedures to be adopted at the meeting.
- 9.25 The chairperson may delegate any power conferred under article 9.24 to any person.
- 9.26 The powers conferred on the chairperson under articles 9.24 and 9.25 do not limit the powers conferred at law.

Adjournment

- 9.27 The chairperson may, with the consent of any meeting at which a quorum is present, and must do so if directed by the meeting, adjourn the meeting to another time and place.
- 9.28 The only business that may be transacted at any adjourned meeting is the business left unfinished at the meeting from which the adjournment took place.
- 9.29 When a meeting is adjourned for 14 days or more, the Secretary must give written or oral notice of the adjourned meeting to each Member stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- 9.30 Except as provided in articles 9.27 to 9.29, notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

Cancellation of general meetings

- 9.31 The Board may cancel a general meeting, other than a general meeting which is required to be convened and held under the Act.
- 9.32 A meeting may only be cancelled in accordance with article 9.31 if notice of the cancellation is given to all persons entitled to receive notice of the meeting at least two (2) business days prior to the time of the meeting as specified in notice of meeting.
- 9.33 A meeting of Members called under article 9.8 must not be cancelled by the Board without the consent of the Members that requested the meeting.

Making of decisions

- 9.34 A question arising at a general meeting of the Association is to be determined by:
- (a) a show of hands or, if the meeting is one to which article 9.52 applies, any appropriate corresponding method that the Board may determine; or
 - (b) if on the motion of the chairperson or if a quorum of Voting Members decides that the question should be determined by a written ballot—a written ballot.
- 9.35 Subject to this Act and any article of this constitution which may stipulate a different majority, a resolution at a meeting of Members is passed if the number of votes cast in favour of the resolution by Voting Members on the resolution exceeds the number of votes cast against the resolution by Voting Members.
- 9.36 If the question is to be determined by a show of hands, a declaration by the chairperson that a resolution on a show of hands is passed, passed by a majority, or not passed and an entry to that effect in the minutes of the meeting, is sufficient evidence of that fact, unless proven incorrect.
- 9.37 Article 9.36 applies to a method determined by the Board under article 9.34(a) in the same way as it applies to a show of hands.
- 9.38 If the question is to be determined by a written ballot, the ballot is to be conducted in accordance with the directions of the chairperson;
- 9.39 Non-voting members shall be entitled to speak at the annual general meeting, but not vote

Special Resolutions

- 9.40 A Special Resolution may only be passed by the Association in accordance with section 39 of the Act.

Number of votes

- 9.41 Subject to this constitution, on a show of hands at a meeting of Members, every Voting Member present has one vote.
- 9.42 Subject to this constitution, on a written ballot at a meeting of Members, every Voting Member present has one vote.
- 9.43 In the case of an equality of votes on a resolution at a general meeting, the chairperson of that meeting has a casting vote on that resolution both on a show of hands and on a written ballot, in addition to any vote the chairperson has in respect of that resolution.
- 9.44 A Member is not entitled to vote at a general meeting unless all money due and payable by the Member has been paid.
- 9.45 The Association must disregard any vote purported to be cast by a Member present at a meeting where that person is not entitled to vote at that general meeting.

Objections to voter qualification

- 9.46 An objection raised to the qualification of a voter at a general meeting may only be made before the meeting or at that meeting (or adjourned meeting) to the chairperson.
- 9.47 An objection to the qualification of a voter must be referred to the chairperson, whose decision, made in good faith, is final and conclusive.

Written resolutions

- 9.48 Members may pass a resolution without a general meeting if at least 50% of Members entitled to vote on the resolution assent to a document containing a statement that they are in favour of the resolution set out in the document.
- 9.49 A resolution in writing may consist of several documents in identical form, each signed by one or more Voting Members and if so signed, the resolution is passed when the last Member signs one of the documents.

Postal or electronic ballots

- 9.50 The Association may hold a postal or electronic ballot (as the Board determines) to determine any issue or proposal.
- 9.51 A postal or electronic ballot is to be conducted in accordance with Schedule 3 to the Regulation.

Use of technology at general meetings

- 9.52 A general meeting may be held at two (2) or more venues using any technology approved by the Board on the basis that it gives each Member a reasonable opportunity to participate.
- 9.53 A Member who participates in a general meeting using that technology is taken to be present at the meeting and, if a Voting Member votes at the meeting, is taken to have voted in person.

10 Proxies and representatives

Proxies and representatives of Voting Members

- 10.1 A Voting Member who is entitled to attend and vote at a general meeting may vote in person or by proxy or by attorney.
- 10.2 Subject to the terms of their appointment, a person attending as a proxy or as the attorney of a Voting Member has all the powers of a Voting Member, except where expressly stated to the contrary.

Appointment of proxies

- 10.3 A Voting Member may appoint a proxy or attorney for a particular meeting and for a maximum of two (2) meetings. A proxy need not be a Member.
- 10.4 An instrument appointing a proxy must be in writing, signed by the Voting Member making the appointment and contains:
- (a) the name and address of that Member;
 - (b) the name of the Association;
 - (c) the name of proxy or the name of the office of the proxy; and
 - (d) the meeting of Members at which the proxy may be used.
- 10.5 An instrument appointing an attorney must be in the form as the Board may prescribe or the chairperson may accept.

Authority

- 10.6 A document appointing a proxy may specify the manner in which the proxy is to vote in respect of a particular resolution and, where the document so provides, the proxy is not entitled to vote on the resolution except as specified in the document.
- 10.7 Except as expressly provided by the document appointing a proxy or where article 10.8 applies, an appointment of a proxy confers authority to do all things that the Voting Member can do in respect of a general meeting.
- 10.8 If more than one proxy or attorney for a Member is present at a meeting of Members, none of them is entitled to vote on a show of hands or written ballot.

Effective appointment

- 10.9 An appointment of a proxy or attorney for a general meeting is only effective if the Association receives the appointment (and any authority under which the appointment was signed or a certified copy of the authority) not less than:
- (a) 24 hours before the time scheduled for the commencement of the meeting; or
 - (b) in the case of a meeting which has been adjourned, 48 hours before the time scheduled for resumption of the meeting.

Revocation of appointment of proxy

10.10 Unless the Association has received notice in writing of the matter not less than 48 hours before the time scheduled for the commencement of a meeting of Members, a vote cast at that meeting by a person appointed as a proxy or attorney is, subject to this constitution, valid even if, before the person votes:

- (a) that Member revokes the appointment of that person; or
- (b) that Member revokes the authority under which the person was appointed by a third party.

PART 4 THE BOARD

11 The Board

Powers of the Board

11.1 Subject to the Act, the Regulation, this constitution and any resolution passed by the Association in general meeting, the Board:

- (a) is to control and manage the affairs of the Association; and
- (b) may exercise all the functions that may be exercised by the Association, other than those functions that are required by this constitution to be exercised by a general meeting of Members; and
- (c) has power to perform all the acts and do all things that appear to the Board to be necessary or desirable for the proper management of the affairs of the Association.

Board at adoption of Constitution

11.2 The Board of the Association and the office-bearers as at the date of adoption of this Constitution are set out in Appendix A.

Composition and membership of the Board

11.3 The Association must, in accordance with the Act, have a minimum of three (3) Directors and a maximum of nine (9) Directors at all times.

11.4 At least three Directors must ordinarily reside in Australia.

11.5 The office-bearers of the Association are as follows:

- (a) the president;
- (b) the vice-president;
- (c) the treasurer;
- (d) the Secretary.

11.6 A Director may hold up to 2 offices (other than both the offices of president and vice-president).

11.7 A Director is appointed for three years.

11.8 A Director may hold office for a maximum of three (3) consecutive terms.

Appointment of Directors

11.9 A person is only eligible for appointment as a Director of the Association if the person is a Voting Member.

11.10 Nominations of candidates for appointment as office-bearers of the Association or as Directors:

- (a) must be made in writing, signed by 2 Members of the Association and accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination); and
- (b) must be delivered to the Secretary of the Association at least seven (7) days before the date fixed for the holding of the annual general meeting at which the appointment is to take place.

11.11 The Association may:

- (a) by Special Resolution, appoint any person as a Director; and
- (b) by Special Resolution, remove any person as a Director.

11.12 Subject to the approval of the Association by Ordinary Resolution and article 11.3, the Directors may appoint a Voting Member as a Director.

11.13 Subject to earlier removal, a Director will serve a term of three (3) years from the date of appointment, at the end of which the Director may:

- (a) be reappointed as a Director in accordance with this article 11; or
- (b) retire.

However, a Director may be appointed for a period of four (4) or six (6) years from the date of appointment (where this is specified in the resolution appointing the Director) to avoid all Board appointments expiring at once.

11.14 A Director who is a Voting Member, and who may be required to resign at any time due to no longer being a Voting Member, may continue in office until the next annual general meeting if invited to do so by the Board.

Chairperson

11.15 The Chairperson of the Association shall be elected by the Board from among its members.

11.16 Should the position of Chairperson become vacant at any time, the Directors will be entitled to elect another of its members as the Chairperson.

Secretary

11.17 The Secretary of the Association must, as soon as practicable after being appointed as secretary, lodge notice with the Association of his or her address.

11.18 It is the duty of the Secretary to keep minutes (whether in written or electronic form) of:

- (a) all appointments of office-bearers and Directors; and
- (b) the names of Directors present at a Board meeting or a general meeting; and
- (c) all proceedings at Board meetings and general meetings.

11.19 Minutes of proceedings at a meeting must be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.

11.20 The signature of the chairperson may be transmitted by electronic means for the purposes of article 11.19.

Treasurer

11.21 It is the duty of the treasurer of the Association to ensure:

- (a) that all money due to the Association is collected and received and that all payments authorised by the Association are made;
- (b) that correct books and accounts are kept showing the financial affairs of the association, including full details of all receipts and expenditure connected with the activities of the Association;
- (c) that a budget of expected income and expenditure is prepared for the Board prior to the next financial year;
- (d) that the Board is advised of the financial implications, if any, of all its decisions; and
- (e) that the external auditors appointed by the Board, audit the accounts and issue an audit report within four months of the end of the financial year.

Casual vacancies

11.22 In the event of a casual vacancy occurring in the membership of the Board, the Board may appoint a Voting Member of the Association to fill the vacancy and the Voting Member so appointed is to hold office, subject to this constitution, until the annual general meeting next following the date of the appointment.

Vacation of Office

11.23 A Director ceases to be Director if the Director:

- (a) dies;
- (b) ceases to be a Member of the Association;
- (c) is or becomes an insolvent or bankrupt under administration within the meaning of the *Corporations Act 2001* (Cth);
- (d) resigns office by notice in writing given to the Secretary;
- (e) is removed from office under article 11.11(b);
- (f) becomes a mentally incapacitated person;

- (g) is absent without the consent of the Board from three (3) consecutive Board meetings;
- (h) is convicted of an offence involving fraud or dishonesty for which the maximum penalty on conviction is imprisonment for not less than three (3) months; or
- (i) is prohibited from being a director of a company under Part 2D.6 (Disqualification from managing corporations) of the *Corporations Act 2001* (Cth).

12 Directors' remuneration

Directors fees

- 12.1 The Directors are not entitled to any fees for their services as Directors.
- 12.2 The Directors may be reimbursed costs and expenses (including travel expenses) to serve as a Director of the Association, determined by resolution of the Directors.

Payment for services

- 12.3 A Director who is called upon to undertake other work for the Association beyond or outside of the Director's ordinary duties or is engaged to provide any other service, may be paid a fee for those services, exertions or work.
- 12.4 Any payment under article 12.3 must be unanimously approved by the Directors (excluding the Director seeking payment) or by a general meeting of Members.

13 Proceedings of Directors

Convening of Directors' meetings

- 13.1 The Directors may meet, adjourn and otherwise regulate their meetings as they think fit.
- 13.2 A Director may at any time, and a Secretary must on the requisition of a Director, convene a Board meeting.

Notice of Directors' meetings

- 13.3 Notice of a meeting of the Board must be given by the Secretary to each Director at least 48 hours before the meeting or at another time determined by resolution of the Directors.

Mode of meeting

- 13.4 A meeting of the Board may be held using any technology consented to by a majority of the Directors to ensure that each Director is given a reasonable opportunity to participate. The consent may be a standing one. A Director may only withdraw their consent within a reasonable period before the meeting.

Quorum at Directors' meetings

- 13.5 A quorum for a meeting of Directors is
 - (a) if the Directors have fixed a number for the quorum, that number of Directors; and
 - (b) in any other case, a majority of Directors entitled and able to vote on a resolution that may be proposed at that meeting.

- 13.6 A quorum for a meeting of Directors must be present at all times during the meeting.
- 13.7 If, within 30 minutes of the time appointed for the meeting a quorum is not present, the meeting is to stand adjourned to the same place, day and time in the following week, unless otherwise determined by the Directors.
- 13.8 If at the adjourned meeting a quorum is not present within 30 minutes of the time appointed for the adjourned meeting, the meeting is to be dissolved.
- 13.9 If there are not enough Directors to form a quorum, one or more of the Directors may call a meeting of Members and the meeting of Members may pass a resolution to deal with the matter.
- 13.10 At a meeting of the Board, the president or in the president's absence, the vice-president is to preside as chairperson.
- 13.11 If the president or the vice-president are absent or unwilling to act, one of the remaining Directors chosen by the Directors present at the meeting is to preside as chairperson.

Disclosure of interests

- 13.12 The Directors must comply with section 31 of the Act in relation to the disclosure of interests.

Resolution in writing

- 13.13 A resolution in writing signed by all Directors is to be treated as a determination of the Directors passed at a meeting of the Directors duly convened and held.
- 13.14 A resolution in writing may consist of several documents in identical form, each signed by one or more Directors and if so signed, the resolution is passed when the last Director signs one of the documents.
- 13.15 In relation to a resolution in writing:
- (a) a facsimile of a resolution of Directors is to be treated as a resolution in writing and a facsimile of a signature is to be treated as signed; and
 - (b) an email confirming the Director's consent to the resolution sent by the Director to the Association from the Director's registered email address is to be treated as a signed resolution in writing.

Voting at Directors' meetings

- 13.16 Questions arising at a meeting of Directors must be decided by a majority of votes of Directors present and voting. A decision of the majority is for all purposes a decision of the Directors.
- 13.17 In the case of an equality of votes on a question at a meeting of Directors, the chairperson is entitled to a second or casting vote.

Delegation to committees

- 13.18 The Directors may establish such committees as the Directors determine necessary for the operation of the Association. The terms of reference, inaugural membership and chairperson of a committee shall be as determined by the Directors.
- 13.19 The Directors may delegate any of their powers (including this power to delegate) to a committee.

13.20 The Directors may revoke or vary any power delegated under article 13.20.

13.21 A committee must exercise the powers delegated in accordance with any directions of the Directors.

13.22 The Directors may at any time dissolve a committee, amend its terms of reference, alter its membership and/or change the chairperson.

13.23 The exercise of a delegated power by a committee is to be treated as the exercise of that power by the Directors.

Validity of acts of Directors

13.24 All acts done by a meeting of the Directors or of a committee or by a person acting as a Director are valid even if it is later discovered that there is a defect in the appointment of a person to be a Director or a member of the committee or that they or any of them were disqualified or were not entitled to vote.

PART 5 MISCELLANEOUS

14 Indemnity and insurance

Indemnity

14.1 Every officer and past officer of the Association may be indemnified by the Association, to the fullest extent permitted by law, against a liability incurred by that person as an officer of the Association, including without limitation legal costs and expenses incurred in defending an action.

Insurance

14.2 The Association must effect and maintain insurance for such events and amounts considered appropriate by the Directors.

15 Execution of documents

Execution of documents

15.1 The Association may execute a document if signed by:

- (a) two (2) Directors;
- (b) a Director and a Secretary;
- (c) a Director and another person appointed by the Directors for that purpose;
- (d) an attorney appointed under article 10.5; or
- (e) a delegate in accordance with the delegation and within any limits prescribed for that delegation.

15.2 The Association may execute a document as a deed if the document is expressed to be executed as a deed and is executed in accordance with article 15.1.

16 Funding

Funding - management

- 16.1 All money received by the Association must be deposited as soon as practicable and without deduction to the credit of the Association's bank or other authorised deposit-taking institution account.
- 16.2 The Association must, as soon as practicable after receiving any money, issue an appropriate receipt.
- 16.3 Subject to any resolution passed by the Association in general meeting, the Funds of the Association are to be used solely in pursuance of the objects of the Association in the manner that the Board determines.

17 Surplus assets on winding up

Dissolution

- 17.1 The Organisation shall be dissolved if:
- (a) there remain fewer than three (3) Members and Provisional Members; or
 - (b) a resolution to that effect is carried by a majority of at least two-thirds of the delegates present and entitled to vote at a general meeting.

Distribution on winding up

- 17.2 Subject to the Act and the Regulations, upon the winding up or dissolution of the Association or its endorsement as a deductible gift recipient being revoked (whichever first occurs), any remaining property after satisfaction of all debts and liabilities of the Association and the costs, charges and expenses of the winding up of the Association, must not be paid to or distributed among the Members, but must be given or transferred to another institution or organisation which satisfies the following requirements:
- (a) it has objects similar to the objects of the Association; and
 - (b) its constituent documents prohibit the distribution of its income and property among its members on terms substantially to the effect of clause 7; and
 - (c) income tax deductible gifts can be made to it as a deductible gift recipient within the meaning of the *Income Tax Assessment Act 1997* (Cth).
- 17.3 The other institution or organisation referred to in article 17.2 is to be determined by the Members at or before the time of winding up or dissolution of the Association and, in default of any determination, by the Supreme Court of New South Wales.

18 Amendment

Change of name, objects and constitution

- 18.1 This constitution may only be amended by Special Resolution of the Members.

- 18.2 An application for registration of a change in the Association's name, objects or constitution in accordance with section 10 of the Act is to be made by the public officer or a Director.

19 Accounts, audit and records

Custody of books etc

- 19.1 Except as otherwise provided by this constitution, all records, books and other documents relating to the Association must be kept in New South Wales at the Office of the Association, in the custody of the Secretary.

Audit and accounts

- 19.2 The Directors must cause proper accounting and other records to be kept in accordance with the Act.
- 19.3 The Directors must cause the Association to keep written financial records that:
- (a) correctly record and explain its transactions, financial position and performance; and
 - (b) would enable true and fair financial statements to be prepared and audited.
- 19.4 A registered company auditor should be appointed. The remuneration of the auditor must be fixed and the auditor's duties regulated in accordance with the Act.
- 19.5 The whole or any specified part of the Association's financial records must be audited and the auditor's report must be lodged with the Director-General, within a specified time, should the Director-General request such an audit, in accordance with the Act.

Rights of Inspection

- 19.6 The following documents must be open to inspection, free of charge, by a Member at the time and place the Directors reasonably determine:
- (a) records, books and other financial documents of the Association;
 - (b) this constitution;
 - (c) minutes of general meetings of the Association.
- 19.7 A Member may obtain a copy of any of the documents referred to in 19.6 at its own expense.
- 19.8 Notwithstanding articles 19.6 and 19.7, the Board may refuse to permit a Member to inspect or obtain a copy of records of the Association that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Association.

20 Financial year

- 20.1 The financial year of the Association is:
- (a) the period of time commencing on the date of incorporation of the Association and ending on the following 30 June; and

- (b) each period of 12 months after the expiration of the previous financial year of the association, commencing on 1 July and ending on the following 30 June.

21 Notices

Service of notices

21.1 For the purpose of this constitution, a notice may be served on or given to a person:

- (a) by delivering it to the person personally;
- (b) by sending it by pre-paid post to the address of the person; or
- (c) by sending it by facsimile transmission or some other form of electronic transmission to an address specified by the person for giving or serving the notice.

21.2 For the purpose of this constitution, a notice is taken, unless the contrary is proved, to have been given or served:

- (a) in the case of a notice given or served personally, on the date on which it is received by the addressee;
- (b) in the case of a notice sent by pre-paid post, on the date when it would have been delivered in the ordinary course of post; and
- (c) in the case of a notice sent by facsimile transmission or some other form of electronic transmission, on the date it was sent or, if the machine from which the transmission was sent produces a report indicating that the notice was sent on a later date, on that date.

APPENDIX A

MEMBERS OF ASSOCIATION:

Organisational Member	Personal Member
LifeLine Australia	Colin Seery
CCC Foundation Inc	Jetha Devapura
Contact USA	Gail Selander
LifeLine Taiwan	Julian Lee
LifeLine Fiji	Jeremiah Merekula
LifeLine Korea	Ha, Sang Hun
LifeLine New Zealand	Rhonda Tyrell
LifeLine Samoa	Caroline Paul-Ah Chong.
LifeLine South Africa	Molefi Takalo
Telecare Canada	Merrill Alton-Graham
LifeLine Japan	Vickie Skorje
LifeLine Tonga	Rev. Fili Lilo
Lifeline Shanghai	Coreene Horenko
Lifeline Botswana	Vivian Gunda
Lifeline Zambia	Florence Nkhuwa
Papua New Guinea	Mary Njeri
Lifeline Childline Namibia	Bernardus Harageib
LifeLine Malaysia	Lilian Goh

Appointed Members
Mary Parsissons
Howard Ho
Maureen Robinson

BOARD OF THE ASSOCIATION:

Name	Office-bearer
Mary Parsissons	President
Julian Lee	Vice-president
Gail Selander	Secretary
Jetha Devapura	Treasurer
Colin Seery	Director
Howard Ho	Director
Maureen Robinson	Director

PROVISIONAL MEMBERS OF ASSOCIATION:

Provisional Member	Representative
LifeLine Malawi	Kenwilliams Mhango