

# Constitution of Lifeline International Limited

May 2024

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# LIFELINE INTERNATIONAL LIMITED (ABN 12 639 930 206)

## Constitution

### Preliminary

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#### 1. Definitions

In this Constitution:

**ACNC Act** means the *Australian Charities and Not-for-profits Commission Act 2012* (Cth) and any regulations made under that Act.

**AGM** means the annual general meeting of the Company.

**ASIC** means the Australian Securities and Investment Commission.

**Associate Member** means a member of the Company referred to in rule 8.

**Association** means Lifeline International Incorporated ABN 12 639 930 206 which:

- (a) was registered as a NSW incorporated association at the time immediately before the commencement of this Constitution; and
- (b) migrated to become the Company at the commencement of this Constitution.

**Attending Member** means, in relation to a meeting of Members, the Member present at the place of the meeting, in person, by Organisation Representative or by proxy or attorney, including attendance using Virtual Meeting Technology.

**Board** means the Directors of the Company from time to time.

**Board Skills Matrix** means a document approved by the Board that sets out:

- (a) an overview of the skills, expertise, experience and characteristics of Board members; and
- (b) an overview of any skills, expertise, experience and characteristics deemed necessary or preferred by the Company based on the needs and direction of the Company from time to time, with reference to diversity (gender, cultural and linguistic) and geographic spread.

**Business Day** means a day except a Saturday, Sunday or public holiday in Canberra, Australia.

**Chair** means the person appointed to that office in accordance with rule 55.

**Company** means Lifeline International Limited (ABN: 12 639 930 206).

**Company Secretary** means a person appointed as, or to perform the duties of, secretary of the Company for the time being.

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

**Crisis Support** means a universally offered, immediate support service delivered via digital means or other service channel for people experiencing elevated distress and emotions surrounding experiences or difficulties in their lives that they are struggling to cope with.

**Deputy Chair** means the person appointed to that office in accordance with rule 55.

**Director** means a person who is, for the time being, a director of the Company

**Director (Independent)** means a Director appointed by the Board under rule 39.

**Fee** means a fee referred to in rule 16.

**Financial Year** means the year ending on 30 June.

**General Meeting** means a meeting of Members other than the AGM.

**Good Faith** means the requirement to act honestly and in the best interests of the Company. Good faith is a subjective standard, which means that the relevant person will be taken to have acted in good faith if they, at the time of the undertaking, believed that they were acting in the best interest of the Company and were not influenced by their own ulterior motives.

**Hybrid Meeting** has the meaning given in rule 19(a)(ii).

**Insolvency Event** has the meaning given in rule 14(a)(iii).

**Legal Costs** of a person means legal costs calculated on a solicitor-and-client basis incurred by that person in defending or resisting any proceedings (whether criminal, civil, administrative or judicial), appearing before or responding to actions taken by any court, tribunal, government authority or agency, other body or commission, a liquidator, an administrator, a trustee in bankruptcy or other authorised official, where that proceeding, appearance or response relates to a Liability of that person.

**Liability** of a person means any liability including negligence (except a liability for legal costs) incurred by that person in or arising out of the discharge of duties as an officer of the Company or in or arising out of the conduct of the business of the Company, including as result of appointment or nomination by the Company or a subsidiary as a trustee or as a director, officer or employee of another body corporate.

**LifeLine International Code of Ethics and Conduct** means the Company's code of ethics and conduct (as updated from time to time).

**Member** means a person whose name is entered in the Register of Members as a member of the Company and comprises Organisational Members and Associate Members.

**Notice** means a notice given pursuant to, or for the purposes of, this Constitution or the Corporations Act.

**Objects** means the objects of the Company set out in rule 4.

**Organisational Member** means a member of the Company referred to in rule 7.

**Organisation Representative** means for an Organisational Member that:

- (a) is a body corporate, a person authorised by the Member in accordance with section 250D of the Corporations Act to act as its representative at a meeting of Members; and
- (b) is not a body corporate, a person authorised in writing by the Member to act as its attorney at a meeting of Members.

**Physical Meeting** has the meaning given in rule 19(a)(i).

**Register of Members** means the register of Members kept in accordance with the Corporations Act and rule 10.

**Relevant Officer** means a person who is, or has been, a Director or Company Secretary.

**Special Resolution** means a resolution that:

- (a) has had the required notice given under rule 21(b); and
- (b) has been, or is proposed to be, passed by at least 75% of the votes cast by Members entitled to vote on the resolution.

**Virtual Meeting** has the meaning given in rule 19(a)(iii).

**Virtual Meeting Technology** means any technology that allows a person to participate in a meeting without being physically present at the meeting.

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## 2. Interpretation

Headings are for convenience only and do not affect interpretation. Unless the context indicates a contrary intention, in this Constitution:

- (a) a word importing the singular includes the plural (and vice versa);
- (b) a word indicating a gender includes every other gender;
- (c) if 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;
- (d) the word "includes" in any form is not a word of limitation;
- (e) a reference to something being "written" or "in writing" includes that thing being represented or reproduced in any mode in a visible form;
- (f) a notice or document required by this Constitution to be signed may be authenticated by any other manner permitted by the Corporations Act or any other law;
- (g) a reference to "\$" or "dollars" is a reference to Australian currency; and
- (h) a reference to a statute includes its delegated legislation and a reference to a statute or delegated legislation or a provision of either includes consolidations, amendments, re-enactments and replacements.

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## 3. Application of Corporations Act and the ACNC Act

- (a) The Company is a public company limited by guarantee registered under, and subject to, the Corporations Act.
- (b) The Company is registered as a charity with the Australian Charities and Not-for-profits Commission (ACNC) and subject to the ACNC Act.
- (c) This is the constitution of the Company and comprises its governing document. The replaceable rules in the Corporations Act do not apply to the Company. In addition to this constitution, the Company will maintain a dispute resolution policy for the Company and the network.

- (d) If a provision of this Constitution is or becomes inconsistent with the Corporations Act or the ACNC Act, that provision must be read down to the extent of the inconsistency.

## Objects

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### 4. Objects of the Company

- (a) The objects of the Company are to advance the social and public welfare of the general public in Australia and internationally.
- (b) The Company will promote, support and affiliate LifeLine organisations throughout the world (**LifeLine Organisations**) by:
- (i) assisting them to promote the mental, physical, emotional, social and spiritual wellbeing of the communities they serve;
  - (ii) 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;
  - (iii) nurturing and affirming the spirit of sharing initiatives, research and collegiality among LifeLine Organisations;
  - (iv) promoting the extension of the work of LifeLine Organisations in new activities and new territories;
  - (v) promoting, organising and conducting conventions, conferences, meetings and educational programmes aimed at promoting the objectives of LifeLine International;
  - (vi) ensuring uniformity and standardisation of services rendered and adherence to evidence based standards of practice, developing and administering a set of quality assurance principles;
  - (vii) 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;
  - (viii) seeking funding for projects that will assist in the development of the Company, while ensuring that such activities are not in competition with member organisations;
  - (ix) ensuring members maintain the standards of service stated in the LifeLine International Code of Ethics and Conduct, through alignment of member's differing, respective codes;
  - (x) registering and protecting the name of LifeLine International, the names of LifeLine Organisations and the symbols and marks adopted by them; and
  - (xi) doing all other lawful things as may be incidental or conducive to the attainment of the above Objects.
- (c) The Company may conduct commercial activities and perform commercial services (including on a fee for service basis) within the scope of the Objects. In doing so, the

Company must apply the income and profits solely towards the promotion of those charitable objects in accordance with rules 59 and 69.

## **Liability of Members**

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### **5. Extent of liability**

Each Member undertakes to contribute an amount not exceeding \$1 to the property of the Company if the Company is wound up at a time when that entity is a Member, or within one (1) year of the time that person ceased to be a Member, for:

- (a) payment of the Company's debts and liabilities contracted or incurred before that person ceased to be a Member;
- (b) payment of the costs, charges and expenses of winding up the Company; and
- (c) adjustment of the rights of the contributories among themselves.



## Membership

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### 6. Member categories

- (a) The Members of the Company are:
  - (i) the initial Organisational Members and Associate Members at the time this Constitution is adopted, as set out in Attachment A; and
  - (ii) any additional Organisational Members and Associate Members the Board admits to membership under rule 9.
- (b) All individuals that are Personal Members of the Association at the time immediately before this Constitution commences:
  - (i) do not become Members of the Company; and
  - (ii) are eligible to be appointed by an Organisational Member as an Organisation Representative under rule 12.
- (c) All individuals that are Appointed Members of the Association at the time immediately before this Constitution commences:
  - (i) do not become Members of the Company; and
  - (ii) may become Directors of the Company (subject to election or appointment as a Director in accordance with this Constitution).

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### 7. Organisational Members

- (a) A person is eligible for membership as an Organisational Member if it meets all of the following 3 criteria:
  - (i) it is a legal entity (but not an individual) that operates as a charitable or not for profit organisation (however described in their local jurisdiction);
  - (ii) it has operational responsibility (or operational involvement through the provision of accreditation frameworks or platforms) for delivery of Crisis Support or suicide prevention services; and
  - (iii) it is accepted by the Board as:
    - A. having a commitment to the Objects; and
    - B. being aligned to the values of the Company, and the LifeLine International Code of Ethics and Conduct.
- (b) Organisational Members are full, ordinary Members of the Company and have the following rights, subject to this Constitution:
  - (i) the right to attend the Company's AGM;
  - (ii) full voting rights;
  - (iii) speaking rights at a meeting of Members;
  - (iv) the right to convene and attend a meeting of Members under rule 20;

- (v) the right to put forward resolutions to be voted on at a meeting of Members in accordance with rule 22(c); and
- (vi) the right to not be removed as a Member unless in accordance with this Constitution.

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## **8. Associate Members**

- (a) A person is eligible for membership as an Associate Member if it meets both of the following 2 criteria:
  - (i) it is a legal entity (or a recognised form of organisation or association, but not an individual);
  - (ii) it is accepted by the Board as:
    - A. having a commitment to the Objects; and
    - B. being aligned to the values of the Company, and the LifeLine International Code of Ethics and Conduct.
- (b) Associate Members have the following rights, subject to this Constitution:
  - (i) the right to attend the Company's AGM;
  - (ii) the right to attend and be heard at a meeting of Members;
  - (iii) the right to not be removed as a Member unless in accordance with this Constitution,but do not have any voting rights.

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## **9. Admission to Membership**

- (a) Each applicant to become a Member must sign and deliver to the Company an application in the form which the Board determines, and pay any initial fee which the Board determines.
- (b) The Board determines in its absolute discretion whether an applicant may become a Member. The Board is not required to give any reason for the rejection of any application to become a Member.
- (c) If an application to become a Member is accepted by the Board, the Company must give written notice of the acceptance to the applicant as soon as practicable and enter the applicant's name in the Register of Members. An applicant for membership becomes a Member and is entitled to exercise the rights of membership when their name is entered in the Register of Members.
- (d) If an application to become a Member is rejected by the Board, the Company must give written notice of the rejection to the applicant and refund in full the fee (if any) paid by the applicant.
- (e) Failure by the Company to comply with any notice requirement in rule 9(c) or 9(d) does not invalidate the decision regarding an application.

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## 10. Register of Members

- (a) The Company Secretary must establish and maintain a Register of Members which records who is a Member of the Company.
- (b) The Register must contain the following information about each Member:
  - (i) the Member's name and contact details, including address;
  - (ii) the category of membership;
  - (iii) the date on which the Member's name was entered in the Register of Members;
  - (iv) the Organisation Representative appointed by the Member under rule 12; and
  - (v) such other information as the Board requires.
- (c) The Register of Members must be kept at the Company's principal place of business.
- (d) The Company Secretary must ensure that only those particulars required by the Corporations Act relating to a Member are:
  - (i) available for inspection in accordance with the Corporations Act; and
  - (ii) given only to a person with the right to have such information in accordance with the Corporations Act.
- (e) A Member must lodge with the Company Secretary a written notice of any change in the Member's name or contact details within twenty eight (28) Business Days of the change occurring. The Company may require reasonable verification of the change.

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## 11. Membership obligations

Each Member shall:

- (a) comply with this Constitution;
- (b) comply with the LifeLine International Code of Ethics and Conduct and any Member related policies adopted by the Company from time to time;
- (c) treat other Members and the Board with respect and dignity; and
- (d) not behave in a way that significantly interferes with the operation of the Company or meetings of Members.

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## 12. Organisational Representatives

- (a) Each Organisational Member must appoint an Organisation Representative who may exercise all or any of the powers of the Member at meetings of the Company's Members and in relation to resolutions to be passed without meetings.
- (b) The appointment referred to in subparagraph (a) shall be a standing one and the appointment may set out restrictions on the representative's powers. If the appointment is by reference to position held, the appointment must identify the position.

- (c) If practicable for the Member, it is intended that a Member's Organisation Representative not be a Director of the Company.

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### 13. No transfer of Membership

The rights, privileges or obligations of being a Member are not transferable whether by operation of law or otherwise.

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### 14. Cessation of Membership

- (a) A Member will automatically cease to be a Member if they:
- (i) resign as a Member by notice in writing to the Company;
  - (ii) are expelled under rule 15;
  - (iii) become an insolvent under administration or the subject of any form of external administration (under Australian law or any overseas laws covering generally equivalent concepts), including if the Member or its property is subject to the appointment of any administrator, controller, receiver and/or manager, liquidator or official manager (**Insolvency Event**); or
  - (iv) become deregistered or dissolved as a body corporate (or other entity type) and therefore cease to exist.
- (b) If there is only one (1) Member and the Member gives proper notice of resignation, or on the same day all of the Members give proper notice of resignation, the notice or notices will be ineffective and the Member or Members cannot resign until either another person is admitted as a Member or the Company is wound up.
- (c) An entity that ceases to be a Member remains liable to pay, and must immediately pay, to the Company all amounts that at the date of cessation were payable by the entity to the Company as a Member. The Company may by resolution of the Board waive any or all of its rights pursuant to this rule 14(c).
- (d) If a Member resigns, the Company must remove the Member's name from the Register of Members on the date that person ceases to be a Member.

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### 15. Discipline, suspension and expulsion of a Member

- (a) Subject to rule 15(b), if:
- (i) a Member is in breach of a provision of this Constitution;
  - (ii) any act or omission of a Member is, in the opinion of the Board, unbecoming of a Member, prejudicial to the interests or reputation of the Company or is not consistent with the Objects;
  - (iii) a Member is, or any step is taken for that Member to become, the subject of an Insolvency Event; or
  - (iv) the succession by another body corporate or entity to the assets and liabilities of the Member occurs,

the Company may:

(v) suspend that Member from membership of the Company for a specified period and on conditions that the Company considers to be appropriate in the circumstances; or

(vi) expel the Member,

by a resolution of the Board and remove the Member's name from the Register.

(b) A resolution under rule 15(a) does not take effect unless:

(i) at a meeting held in accordance with rule 15(c), the Board confirms the resolution; and

(ii) if the Member exercises a right of appeal under this rule, the Company confirms the resolution in accordance with this rule.

(c) A meeting of the Board to confirm or revoke a resolution passed under rule 15(a) must be held not earlier than fourteen (14) Business Days, and not later than twenty eight (28) Business Days, after notice has been given to the Member in accordance with rule 15(d).

(d) A notice given under rule 15(c) must:

(i) set out the resolution of the Board and the grounds on which it is based;

(ii) state that the Member, or their representative, may address the Board at a meeting to be held not earlier than fourteen (14) Business Days and not later than twenty eight (28) Business Days after the notice has been given to that Member;

(iii) state the date, place and time of that meeting; and

(iv) inform the Member that they may do one (1) or both of the following:

A. attend that meeting; or

B. give to the Board before the date of that meeting a written statement seeking the revocation of the resolution; and

(v) inform the Member that, if at that meeting, the Board confirms the resolution, they may, not later than forty eight (48) hours after that meeting, give the Company Secretary a notice to the effect that they wish to appeal the resolution in meeting of Members.

(e) At a meeting of the Board to confirm or revoke a resolution passed under rule 15(a), the Board must:

(i) give the Member, or their representative, an opportunity to be heard;

(ii) give due consideration to any written statement submitted by the Member; and

(iii) determine by resolution whether to confirm or to revoke the resolution.

(f) If at the meeting of the Board, the Board confirms the resolution, the Member may, not later than forty eight (48) hours after that meeting, give the Company Secretary a notice to the effect that they wish to appeal the resolution in a meeting of Members.

- (g) If the Company Secretary receives a notice under rule 15(f), they must notify the Board and the Board must convene a meeting of Members to be held within twenty one (21) Business Days after the date on which the Company Secretary received the notice.
- (h) At a meeting of Members convened under rule 15(g):
  - (i) no business other than the question of the appeal may be conducted;
  - (ii) the Board may place before the meeting details of the grounds for the resolution and the reasons for the passing of the resolution;
  - (iii) the Member, or their representative, must be given an opportunity to be heard; and
  - (iv) the Members present must vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- (i) A resolution is confirmed if, at the meeting of Members, not less than two-thirds of the Members present vote in person, or by proxy, in favour of the resolution. In any other case, the resolution is revoked.

## **Fees and other payments**

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### **16. Setting of Fees**

- (a) Subject to the Corporations Act and the terms of membership of a class of Members, the Company may by resolution of the Board require the payment of Fees by Members of any amount, on any terms and at any times as the Board resolves, including payment by instalments.
- (b) The Company may when admitting Members make Fees payable for one (1) or more Members for different amounts and at different times as the Board resolves.
- (c) The Company may by resolution of the Board revoke or postpone a Fee or extend the time for payment of a Fee, at any time prior to the date on which payment of that Fee is due.

### **17. Notice of Fees**

- (a) The Company must give notice of Fees to the Members who are required to pay the Fees at least ten (10) Business Days before the due date for payment. The notice must specify the amount of the Fee, the time or times and place of payment and any other information as the Board resolves.
- (b) The non-receipt of a notice of a Fee by, or the accidental omission to give notice of a Fee to, any Member does not invalidate the Fee.

### **18. Payment of Fees**

- (a) Each Member must pay to the Company the amount of each Fee payable by the Member in the manner, at the time and at the place specified in the notice of the Fee.
- (b) If the terms of membership of a class of Members require an amount to be paid as a Fee on a fixed date, each Member in that class of Members must pay that amount to the Company at that time and that amount is treated for the purposes of this

Constitution as if a Fee for that amount had been properly determined by the Board of which appropriate notice has been given.

- (c) In a proceeding to recover a Fee, or an amount payable due to the failure to pay or late payment of a Fee, proof that:
- (i) the name of the entity is entered in the Register as a Member;
  - (ii) the person is in the class of Members liable to pay the Fee;
  - (iii) there is a record in the minute books of the Company of the resolution determining the Fee or the terms of membership of a class of Members requiring the payment of the Fee; and
  - (iv) notice of the Fee was given or taken to be given to the person in accordance with this Constitution,

is conclusive evidence of the obligation of that person to pay the Fee.

## Proceedings of Members

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### 19. Holding a meeting of Members

- (a) The Company may hold a meeting of Members:
- (i) at one or more physical venues (**Physical Meeting**);
  - (ii) at one or more physical venues and using Virtual Meeting Technology (**Hybrid Meeting**); or
  - (iii) using Virtual Meeting Technology only (**Virtual Meeting**).
- (b) Where the Company is holding a meeting of Members as a Hybrid Meeting or Virtual Meeting:
- (i) the meeting will be held in a manner which gives Attending Members as a whole a reasonable opportunity to participate in accordance with the Corporations Act;
  - (ii) a Member will be taken for all purposes (including for a meeting quorum) to be present in person at the meeting while attending using Virtual Meeting Technology; and
  - (iii) despite any other rule in this Constitution, votes at a meeting using Virtual Meeting Technology must be decided on a poll (and not a show of hands) unless the chairperson of the meeting directs otherwise, and:
    - A. voting on a poll may be conducted using Virtual Meeting Technology and/or an online voting tool;
    - B. voting may open prior to commencement of the meeting; and
    - C. a Member who votes prior to commencement of the meeting is taken to have been present in person at the meeting for the purposes of a quorum and the relevant vote(s).

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## 20. Calling meetings of Members

- (a) The Company may call a meeting of Members to be held at the time and place and in the manner that the Board resolves:
  - (i) by resolution of the Board; or
  - (ii) where authorised by the Corporations Act, on the written request of Members representing not less than 5% of the total number of Members entitled to vote at a meeting of Members.
- (b) A written request of Members under rule 20(a)(ii) must:
  - (i) state the objects of the meeting;
  - (ii) be signed by the Members requesting the meeting; and
  - (iii) be addressed and delivered to the Company Secretary.
- (c) If the Board does not call a meeting of Members to be held within one (1) month after the date on which the request is delivered to the Company Secretary, the Members making the request, or any of them, may convene a meeting of Members to be held not later than three (3) months after that date.
- (d) If a meeting of Members is convened by Members in accordance with rule 20(c), it must be convened in the same manner so far as possible as a meeting convened by the Board. The Board will be responsible for arranging the venue, including the set up of technology, for a meeting of Members convened by Members in accordance with rule 20(c).
- (e) No Member may call or arrange to hold a meeting of Members except where permitted by the Corporations Act.
- (f) The Company must hold an AGM at least once in each calendar year and within five (5) months (or other period resolved by the Board) after the end of its financial year. The AGM may be held in accordance with rule 19.

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## 21. Notice of meetings of Members

- (a) Where the Company has called a meeting of Members, notice of the meeting and any proxy form for the meeting must be given at least twenty one (21) days prior to the meeting date in the form and in the manner in which the Board resolves, subject to any requirements of the Corporations Act.
- (b) If a meeting of Members will propose a Special Resolution, the notice in rule 21(a) above, must set out an intention to propose the Special Resolution and state the resolution.
- (c) A person may waive notice of any meeting of Members by written notice to the Company.
- (d) A person who has not duly received notice of a meeting of Members may, before or after the meeting, notify the Company of the person's agreement/disagreement to anything done or resolution passed at the meeting.
- (e) A person's attendance at a meeting of Members waives any objection which that person may have had to a failure to give notice, or the giving of a defective notice, of



the meeting, unless the person at the beginning of the meeting objects to the holding of the meeting.

- (f) Subject to the Corporations Act, anything done (including the passing of a resolution) at a meeting of Members is not invalid because either or both a person does not receive notice of the meeting or a proxy form, or the Company accidentally does not give notice of the meeting or a proxy form to a person.
- (g) The Company must give its auditor:
  - (i) notice of meeting of Members in the same way that a Member is entitled to receive notice under rule 21(a); and
  - (ii) any other communication relating to the meeting of Members that a Member is entitled to receive.

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## **22. Business of meetings**

- (a) The business that may be transacted at a meeting of Members is:
  - (i) the election of Directors; and
  - (ii) items of business submitted by the Board.
- (b) The business that may be transacted at an AGM is:
  - (i) the consideration of the annual:
    - A. financial report;
    - B. Directors' reports; and
    - C. auditor's report;
  - (ii) the election of Directors;
  - (iii) if required at that particular AGM by the Corporations Act, the appointment of auditors and the fixing of their remuneration; and
  - (iv) items of business submitted by the Board.
- (c) Where authorised by the Corporations Act, Members representing not less than 5% of the total number of Members entitled to vote at a meeting of Members may give written notice to the Company of a resolution they propose to move at an AGM or General Meeting, and any associated Members' statement, and the following requirements and process will apply:
  - (i) the notice of Members' resolution must set out the wording of the proposed resolution and be signed by the Members proposing the resolution;
  - (ii) any request by the Members for the distribution of an associated Members' statement must set out the statement to be distributed and be signed by the Members making the request;
  - (iii) 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;

- (iv) the percentage of votes that Members have (as required by this rule 22(c)) is to be worked out as at midnight before the request or notice is given to the Company; and
  - (v) subject to the Corporations Act, if the Company has been given notice of a Members' resolution under this rule 22(c)), the resolution and any associated Members' statement must be considered at the next AGM or General Meeting that occurs more than two months after the notice is given.
- (d) Except with the approval of the Board, with the permission of the chairperson of the meeting or pursuant to the Corporations Act, no person may move at any meeting of Members:
- (i) any resolution (except in the form set out in the notice of meeting given pursuant to rule 21(a)); or
  - (ii) any amendment of any resolution or a document which relates to any resolution and a copy of which has been made available to Members to inspect or obtain.

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## 23. Quorum

- (a) No business may be transacted at a meeting of Members except, subject to rule 24, the election of the chairperson of the meeting, unless a quorum for a meeting of Members is present at the time when the meeting commences.
- (b) A quorum for a meeting of Members shall be constituted by the higher of:
  - (i) 5 Organisational Members; or
  - (ii) 5% of all Organisational Members,
 being present including by Organisation Representative, proxy or attorney. Each individual present may only be counted once towards a quorum. If a Member has appointed more than one (1) proxy or attorney or Organisation Representative, only one (1) of them may be counted towards a quorum.
- (c) If, within thirty (30) minutes after the appointed time for the commencement of the meeting, a quorum is not present:
  - (i) in the case of a meeting convened upon the request of Members, the meeting must be dissolved; and
  - (ii) in any other case:
    - A. the meeting shall stand adjourned to the same day in the next week at the same time and (unless another place is specified by the chairperson at the time of the adjournment or by written notice to Members given before the day to which the meeting is adjourned) at the same place; and
    - B. if at the adjourned meeting the quorum is not present within thirty (30) minutes after the time appointed for the commencement of the adjourned meeting of Members, the Attending Members shall be a quorum.

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## 24. Chairperson of meetings of Members

- (a) Subject to rules 24(b), 26(c) and 24(d), the chairperson of the Board must chair each meeting of Members.
- (b) The Chair, or in the Chair's absence, the Deputy Chair, shall preside as chairperson of each meeting of Members.
- (c) If at a meeting of Members:
  - (i) the Chair or Deputy Chair are absent; or
  - (ii) the Chair or Deputy Chair are not present within fifteen (15) minutes after the time appointed for the commencement of a meeting of Members or are not willing to chair all or part of the meeting,

the Directors who are or will be present at the meeting may (by majority vote) elect one (1) of their number or, in the absence of all the Directors or if none of the Directors present is willing to act, the Organisational Members may elect one (1) of their number, to chair that meeting.
- (d) A chairperson of a meeting of Members may, for any item of business at that meeting or for any part of that meeting, vacate the chair in favour of another person nominated by them (**Acting Chair**). Where an instrument of proxy appoints the chairperson as proxy for part of proceedings for which an Acting Chair has been nominated, the instrument of proxy is taken to be in favour of the Acting Chair for the relevant part of the proceedings.

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## 25. Conduct of meetings of Members

- (a) Subject to the Corporations Act, the chairperson of a meeting of Members is responsible for the general conduct of that meeting and for the procedures to be adopted at that meeting.
- (b) The chairperson of a meeting of Members may make rulings without putting the question (or any question) to the vote if that action is required to ensure the orderly conduct of the meeting.
- (c) The chairperson of a meeting of Members may determine the procedures to be adopted for proper and orderly discussion or debate at the meeting, and the casting or recording of votes at the meeting.
- (d) The chairperson of a meeting of Members may determine any dispute concerning the admission, validity or rejection of a vote at the meeting.
- (e) The chairperson of a meeting of Members may, subject to the Corporations Act, at any time terminate discussion or debate on any matter being considered at the meeting and require that matter be put to a vote.
- (f) The chairperson of a meeting of Members may refuse to allow debate or discussion on any matter which is not business referred to in the notice of that meeting or is not business of the meeting permitted pursuant to the Corporations Act without being referred to in the notice of meeting.

- (g) The chairperson of a meeting of Members may refuse any person admission to, or require a person to leave and remain out of, the meeting if that person:
  - (i) in the opinion of the chairperson, is not complying with the reasonable directions of the chairperson; or
  - (ii) behaves or threatens to behave in a dangerous, offensive or disruptive manner.
- (h) The chairperson of a meeting of Members may delegate any power conferred by this rule 25 to any person.
- (i) Nothing contained in this rule 25 limits the powers conferred by law on the chairperson of a meeting of Members.

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## **26. Attendance at a meeting of Members**

- (a) Subject to this Constitution and any rights and restrictions of a class of Members, a Member who is entitled to attend and cast a vote at a meeting of Members, may attend and vote in person or by Organisation Representative, proxy, or attorney,
- (b) The chairperson of a meeting of Members may require a person acting as an Organisation Representative, proxy, or attorney at that meeting to establish to the chairperson's satisfaction that the person is the person who is duly appointed to act. If the person fails to satisfy this requirement, the chairperson may exclude the person from attending or voting at the meeting.
- (c) A Director is entitled to receive notice of and to attend all meetings of Members and all meetings of a class of Members and is entitled to speak at those meetings.
- (d) A person requested by the Board to attend a meeting of Members or a meeting of a class of Members is, regardless of whether that person is a Member or not, entitled to attend that meeting and, at the request of the chairperson of the meeting, is entitled to speak at that meeting.

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## **27. Authority of Attending Members**

- (a) Unless otherwise provided in the document or resolution appointing a person as Organisation Representative, proxy, attorney of a Member, the person so appointed has the same rights to speak, demand a poll, join in demanding a poll or act generally at a meeting of Members to which the appointment relates, as the appointing Member would have had if that Member was present at the meeting.
- (b) Unless otherwise provided in the document or resolution appointing a person as Organisation Representative, proxy or attorney of a Member, the appointment is taken to confer authority to:
  - (i) vote on any amendment moved to a proposed resolution and on any motion that a proposed resolution not be put or any similar motion; and
  - (ii) vote on any procedural motion, including any motion to elect the chairperson of the meeting of Members to which the appointment relates, to vacate the chair or to adjourn the meeting,even though the appointment may refer to specific resolutions and may direct the Organisation Representative, proxy or attorney how to vote on particular resolutions.

- (c) Unless otherwise provided in the document or resolution appointing a person as Organisation Representative, proxy or attorney of a Member, the appointment is taken to confer authority to attend and vote at a meeting which is rescheduled, postponed or adjourned to another time or changed to another place, even though the appointment may refer to a specific meeting to be held at a specified time or place.

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## **28. Multiple appointments**

- (a) If more than one (1) attorney or Organisation Representative appointed by a Member is present at a meeting of Members and the Company has not received notice of any revocation of any of the appointments:
  - (i) an attorney or Organisation Representative appointed to act at that particular meeting may act to the exclusion of an attorney or Organisation Representative appointed pursuant to a standing appointment; and
  - (ii) subject to rule 28(a)(i), an attorney or Organisation Representative appointed pursuant to the most recent appointment may act to the exclusion of an attorney or Organisation Representative appointed earlier in time.
- (b) An appointment of a proxy of a Member is revoked (or, in the case of a standing appointment, suspended for that particular meeting of Members) if the Company receives a further appointment of a proxy from that Member which would result in there being more than one (1) proxy of that Member entitled to act at the meeting. The appointment of proxy made first in time is the first to be treated as revoked or suspended by this rule 28(b).
- (c) The appointment of a proxy for a Member is not revoked by an attorney or Organisation Representative for that Member attending and taking part in a meeting of Members to which the appointment relates, but if that attorney or Organisation Representative votes on a resolution at that meeting, the proxy is not entitled to vote, and must not vote, as the Member's proxy on that resolution.

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## **29. Voting at a meeting of Members**

- (a) Subject to rule 19(b)(iii), a resolution put to the vote at a meeting of Members must be decided on a show of hands, unless a poll is demanded in accordance with rule 32 and that demand is not withdrawn.
- (b) The Board may determine that Members entitled to attend and vote at a meeting of Members or at a meeting of a class of Members may vote at that meeting without an Attending Member in respect of that person being present at that meeting (and voting in this manner is referred to in this rule 29(b) as direct voting). The Board may determine rules and procedures in relation to direct voting, including the class of Members entitled to cast a direct vote, the manner in which a direct vote may be cast, the circumstances in which a direct vote will be valid and the effect of a Member casting both a direct vote and a vote in any other manner. Where a notice of meeting specifies that direct voting may occur by eligible Members, a direct vote cast by an eligible Member is taken to have been cast by that person at the meeting if the rules and procedures for direct voting determined by the Board (whether set out in the notice of meeting or otherwise) are complied with.
- (c) Each Attending Member having the right to vote on the resolution has one (1) vote.

- (d) On a poll at a meeting of Members, each Attending Member having the right to vote on the resolution has one (1) vote for each Organisational Member that the Attending Member represents.
- (e) Subject to this Constitution, where the Board has determined other means (including electronic) permitted by law for the casting and recording of votes by Members on any resolution to be put at a meeting of Members, each Member having a right to vote on the resolution has one (1) vote.
- (f) An objection to a right to vote at a meeting of Members or to a determination to allow or disregard a vote at the meeting may only be made at that meeting (or any resumed meeting if that meeting is adjourned). Any objection pursuant to this rule 29(f) must be decided by the chairperson of the meeting of Members, whose decision, made in Good Faith, is final and conclusive.
- (g) Except where a resolution at a meeting of Members requires a special majority pursuant to the law, the resolution is passed if more votes are cast by Members entitled to vote in favour on the resolution than against it.
- (h) In the case of an equality of votes on a resolution at a meeting of Members, the chairperson of that meeting has a casting vote on that resolution.
- (i) Unless a poll is demanded and the demand is not withdrawn, a determination by the chairperson of a meeting of Members following a vote on a show of hands that a resolution has been passed or not passed is conclusive, without proof of the number or proportion of the votes recorded in favour or against the resolution.

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### **30. Voting by representatives**

- (a) The validity of any resolution passed at a meeting of Members is not affected by the failure of any proxy or attorney to vote in accordance with directions (if any) of the appointing Member.
- (b) If a proxy of a Member purports to vote in a way or circumstances that contravene the Corporations Act, on a show of hands the vote of that proxy is invalid and the Company must not count it. If a poll is demanded, votes which the Corporations Act require a proxy of a Member to cast in a given way must be treated as cast in that way.
- (c) Subject to this Constitution and the Corporations Act, a vote cast at a meeting of Members by a person appointed by a Member as a proxy, attorney or Organisation Representative is valid despite the revocation of the appointment (or the authority pursuant to which the appointment was executed), if no notice in writing of that matter has been received by the Company at least forty eight (48) hours before the time appointed for the commencement of that meeting.

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### **31. Restrictions on voting rights**

- (a) The authority of a proxy or attorney for a Member to speak or vote at a meeting of Members to which the authority relates is suspended while the Member is present in person at that meeting.
- (b) An Attending Member is not entitled to vote on any resolution on which any Fee or other amount due and payable to the Company in respect of that Member's membership of the Company has not been paid.

- (c) An Attending Member is not entitled to vote on a resolution at a meeting of Members where that vote is prohibited by the Corporations Act or an order of a court of competent jurisdiction.
- (d) The Company must disregard any vote on a resolution at a meeting of Members purported to be cast by an Attending Member where that person is not entitled to vote on that resolution. A failure by the Company to disregard a vote on a resolution as required by this rule 31(d) does not invalidate that resolution or any act, matter or thing done at the meeting, unless that failure occurred by wilful default of the Company or of the chairperson of that meeting.

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## **32. Polls**

- (a) A poll on a resolution at a meeting of Members may be demanded by:
  - (i) Members with at least 5% of the votes that may be cast on the resolution; or
  - (ii) the chairperson of the meeting.
- (b) No poll may be demanded at a meeting of Members:
  - (i) on the election of a chairperson of that meeting; or
  - (ii) unless the chairperson of the meeting otherwise determines, the adjournment of that meeting.
- (c) A demand for a poll may be withdrawn.
- (d) Where a poll is demanded at a general meeting, the poll shall be taken:
  - (i) immediately in the case of a poll which relates to the question of an adjournment; or
  - (ii) in any other case, in such manner and at any such time before the close of the meeting as the person presiding directs, and the resolution of the poll on the matter is deemed to be the resolution of the meeting on that matter.
- (e) The result of a poll demanded on a resolution of a meeting of Members is a resolution of that meeting.
- (f) A demand for a poll on a resolution of a meeting of Members does not prevent the continuance of that meeting or that meeting dealing with any other business.

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## **33. Proxies**

- (a) A Member who is entitled to attend and vote at a meeting of Members may appoint a person as proxy to attend and vote for the Member in accordance with the Corporations Act but not otherwise.
- (b) A notice of appointment of a proxy must be given to the Company Secretary no later than forty eight (48) hours before the time of the meeting in respect of which the proxy is appointed.
- (c) A proxy appointed in accordance with the Corporations Act to attend and vote may only exercise the rights of the Member on the basis and subject to the restrictions provided in the Corporations Act.

- (d) A form of appointment of proxy is valid if it is in accordance with the Corporations Act or in any other form (including electronic) which the Board may determine or accept.
- (e) If the name of the proxy or the name of the office of the proxy in a proxy appointment of a Member is not filled in, the proxy of that Member is:
  - (i) the person specified by the Company in the form of proxy in the case that Member does not choose; or
  - (ii) if no person is so specified, the chairperson of that meeting.

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### **34. Adjournments**

- (a) The chairperson of a meeting of Members may at any time during the meeting adjourn the meeting or any business, motion, question or resolution being considered or remaining to be considered at the meeting or any discussion or debate, either to a later time at the same meeting or to an adjourned meeting to be held at the time and place determined by the chairperson.
- (b) If the chairperson of a meeting of Members exercises the right to adjourn that meeting pursuant to rule 34(a), the chairperson may (but is not obliged to) obtain the approval of Attending Members to the adjournment.
- (c) No person other than the chairperson of a meeting of Members may adjourn that meeting.
- (d) The Company may give such notice of a meeting of Members resumed from an adjourned meeting as the Board resolves. Failure to give notice of an adjournment of a meeting of Members or the failure to receive any notice of the meeting does not invalidate the adjournment or anything done (including the passing of a resolution) at a resumed meeting.
- (e) Only business left unfinished is to be transacted at a meeting of Members which is resumed after an adjournment.

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### **35. Cancellations and postponements**

- (a) Subject to the Corporations Act, the Company may by resolution of the Board cancel or postpone a meeting of Members or change the place for the meeting, prior to the date on which the meeting is to be held.
- (b) Rule 35(a) does not apply to a meeting called in accordance with the Corporations Act by Members or by the Board on the request of Members, unless those Members consent to the cancellation or postponement of the meeting.
- (c) The Company may give notice of a cancellation or postponement or change of place of a meeting of Members as the Board resolves. Failure to give notice of a cancellation or postponement or change of place of a meeting of Members or the failure to receive any notice of the meeting does not invalidate the cancellation, postponement or change of place of a meeting or anything done (including the passing of a resolution) at a postponed meeting or the meeting at the new place.
- (d) The only business that may be transacted at a meeting of Members the holding of which is postponed is the business specified in the original notice calling the meeting.



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## 36. Member circulating resolutions

- (a) If all Members entitled to vote on a resolution of Members sign a document containing a statement that they are in favour of the resolution set out in the document, a Members' resolution in those terms is passed when the last Member signs such a document.
- (b) For the purpose of this rule 36:
  - (i) two or more separate documents in identical terms, each of which is signed by one or more Members, will be treated as one document; and
  - (ii) an email or facsimile containing the text of the document expressed to have been signed by a Member that is sent to the Company is deemed to be a document signed by that Member at the time of its receipt by the Company.

## Board

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## 37. Composition of the Board

- (a) The number of Directors must be at least 3 and not more than 9, comprising:
  - (i) up to 5 Directors elected or appointed by the Members under rule 38 (**Member Appointed Directors**); and
  - (ii) up to 4 Directors (Independent) appointed by the Board under rule 39.
- (b) At least 2 Directors must ordinarily reside in Australia.
- (c) The initial Directors of the Company are those persons who are named as Directors in the Association's *Application for registration of a body corporate as an Australian company* lodged with ASIC. The initial Directors:
  - (i) will continue to serve the remainder of their appointment terms unaffected by the migration from the Association to the Company (subject to this Constitution);
  - (ii) will all be ordinary Directors of the Company, with no additional officer-bearer designations transferring from the Association to the Company (noting the Board will appoint its Chair and Deputy Chair under rule 55); and
  - (iii) if appointed by:
    - A. Members of the Association, will be taken to be Member Appointed Directors under rule 37(a); or
    - B. Directors of the Association, will be taken to be Board appointed Directors under rule 37(a).
- (d) To be eligible to be a Director, a person must:
  - (i) be an individual, not a body corporate;
  - (ii) be at least 18 years of age;

- (iii) not be disqualified from managing corporations under Part 2D.6 of the Corporations Act (or any generally equivalent overseas laws); and
- (iv) not be an undischarged bankrupt under the laws of Australia or another country.

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### **38. Member appointed Directors**

- (a) Subject to rule 37(a), the Organisational Members may elect or appoint any person as a Director that:
  - (i) meets the eligibility criteria under rule 37(d);
  - (ii) is nominated by an Organisational Member and seconded by another Organisational Member; and
  - (iii) has provided their consent to be a Director of the Company,  
provided that the nominating Member has given a completed and signed Nomination and Consent Form (in the form stipulated by the Board) to the Company Secretary.
- (b) A Director candidate may be, but is not required to be, an officer or personnel of an Organisational Member.
- (c) When nominating and seconding candidates under rule 38(a), it is intended that Organisational Members will have regard to any Board Skills Matrix issued by the Board to the Organisational Members for the purpose of an election or proposed appointment.
- (d) Where practicable, it is intended that Member Appointed Directors will be elected at AGMs. However, Organisational Members may also:
  - (i) elect Directors at a General Meeting; or
  - (ii) appoint Directors by ordinary resolution at any time,  
subject to rules 37 and 38.
- (e) Where:
  - (i) an item of business for an AGM or General Meeting is the election of Directors; and
  - (ii) the number of nominations received by the Company Secretary under rule 38(a) for eligible Director candidates exceeds the number of vacancies to be filled,  
a ballot must be held for the election of one or more Directors to fill the vacancy(ies).
- (f) The Director ballot process will be conducted as follows:
  - (i) a single ballot process is to be conducted to elect all Director positions;
  - (ii) the ballot will be a 'secret ballot', meaning that Members will not see the votes of other Members;

- (iii) the ballot may be an electronic ballot using Virtual Meeting Technology, an online voting tool, or any other technology that meets the functionality requirements of this rule 38(f);
- (iv) voting may open prior to commencement of the meeting;
- (v) each Organisational Member may exercise 1 vote for its preferred candidate;
- (vi) the Director candidates who receive the most votes are elected as Directors to fill the vacant positions;
- (vii) if there is a tie for a final position(s) on the Board, a further ballot will be conducted between the tied candidates to elect the final Director position(s) and each Organisational Member has 1 vote in this ballot;
- (viii) the outcome of the ballot process will be announced by the Chair of the meeting and confirmed by resolution of the Organisational Members; and
- (ix) the Board may from time to time determine by resolution any further rules to apply to the ballot process.

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### **39. Directors (Independent)**

- (a) Subject to rule 37(a), the Board may by resolution appoint a person as a Director (Independent) at any time where the Board considers it necessary or desirable to provide additional specific skills and experience to the Board, with reference to:
  - (i) the skills and experience of potential Director candidates; and
  - (ii) any Board Skills Matrix.
- (b) A person is eligible to be a Director if they:
  - (i) meets the eligibility criteria under rule 37(d); and
  - (ii) have provided their consent to be a Director of the Company,and the person is not required to be a representative of a Member.

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### **40. Board may appoint a Director to fill a vacancy**

- (a) Where a Member appointed or elected Director retires or otherwise ceases to be a Director prior to the time at which that person would have been required to retire under rule 41, the Board may appoint a person to fill the vacancy, provided that the person appointed to fill the vacancy meets the eligibility requirements that apply under this Constitution in relation to the election or appointment of a person to that position.
- (b) A person appointed by the Board to fill a vacancy under rule 40 holds office until the end of the original term of that position, and is eligible for reappointment at that AGM.

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### **41. Tenure of Directors**

- (a) Subject to this Constitution and the Corporations Act, Directors hold office for the following terms:

- (i) Member elected or appointed Directors, until the conclusion of the 3<sup>rd</sup> annual general meeting following the date of their appointment; and
- (ii) Directors (Independent), a period of 2 or 3 years from their date of appointment (as specified in the Board resolution appointing the Director),

and are eligible for re-election or re-appointment at the expiry of their term.

- (b) To the extent practicable, it is intended to avoid all appointments expiring at the same time by ensuring that the appointment periods exercised under rule 41(a)(ii) implement an effective Director rotation system.
- (c) A person is not eligible for re-appointment as a Director if he or she has been a Director of the Company for a cumulative total period that exceeds 9 years (or will exceed 9 years if re-appointed). A person who is ineligible for re-appointment under this subparagraph (c) becomes eligible again after a 2 year absence from the Board.
- (d) Subject to the requirements of the Corporations Act, the Board may, on application of a Director, grant that Director leave of absence from the Board, for a period determined by the Board.

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## **42. Director remuneration**

- (a) The Directors are not entitled to any fees for their duties and services as Directors.
- (b) The Company may reimburse a Director for out-of-pocket expenses reasonably incurred by a Director in the performance of any duty as a Director of the Company (including in their capacity as a member of any Board committee) where that payment or reimbursement has been approved by the Board.

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## **43. Termination of office**

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

- (a) resigns by notice in writing to the Company;
- (b) is removed from the office of Director by a resolution of the Company at a general meeting under this Constitution or the Corporations Act;
- (c) fails to attend three (3) consecutive Board meetings in any 12 month period, without leave of absence from the Board and the Board resolves that the Director should cease to be a Director;
- (d) becomes an insolvent under administration;
- (e) becomes of unsound mind or a person whose property is liable to be dealt with pursuant to a law about mental health;
- (f) dies; or
- (g) is not permitted to be a director, or to manage a corporation, pursuant to the Corporations Act, the ACNC Act or any generally equivalent overseas laws.

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## **44. Removal of Director**

- (a) The Company may, by resolution in a meeting of Members, remove any Director before the expiration of that Director's term of office.

- (b) A Director who is the subject of a proposed resolution referred to in rule 44(a) may make representations in writing to the Chair or Company Secretary (not exceeding a reasonable length) and may request that the representations be provided to the Members of the Company.
- (c) The Chair or Company Secretary may give a copy of the representations to each Member or, if they are not so given, a Member may require that they be read out at the meeting of Members.

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## 45. Interests of Directors

- (a) A Director is not disqualified by reason only of being a Director (or the fiduciary obligations arising from that office) from:
  - (i) holding an office (except auditor) or place of profit in the Company;
  - (ii) holding an office or place of profit or employment in any other company, body corporate, trust or entity promoted by the Company or in which it has an interest;
  - (iii) being a member, creditor or otherwise be interested in any body corporate (including the Company), partnership or entity, except auditor of the Company;
  - (iv) entering into any agreement or arrangement with the Company; or
  - (v) acting in a professional capacity (or being a member of a firm which acts in a professional capacity) for the Company, except as auditor of the Company.
- (b) Each Director must comply with Corporations Act in relation to the disclosure of the Director's interests.
- (c) A Director who has a material personal interest in a matter that is being considered at a Board meeting must not be present while the matter is being considered at the meeting nor vote on the matter, except where permitted by the Corporations Act.
- (d) If a Director has an interest in a matter, then subject to rule 45(c), rule 45(e) and this Constitution:
  - (i) that Director may be counted in a quorum at the Board meeting that considers matters that relate to the interest provided that Director is entitled to vote on at least one (1) of the resolutions to be proposed at that Board meeting;
  - (ii) that Director may participate in and vote on matters that relate to the interest;
  - (iii) the Company may proceed with any transaction that relates to the interest and the Director may participate in the execution of any relevant document by or on behalf of the Company;
  - (iv) the Director may retain the benefits pursuant to any transaction that relates to the interest even though the Director has the interest; and
  - (v) the Company cannot avoid any transaction that relates to the interest merely because of the existence of the interest.

- (e) If an interest of a Director is required to be disclosed pursuant to rule 45(b), rule 45(d)(iv) applies only if the interest is disclosed before the transaction is entered into.

## **Powers of the Board**

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### **46. General powers**

- (a) The Board has the power to manage the business of the Company and may exercise to the exclusion of the Company in general meeting all powers of the Company which are not, by the law or this Constitution, required to be exercised by the Company in general meeting.
- (b) A power of the Board can only be exercised by a resolution passed at a meeting of the Board in accordance with rule 53, a resolution passed by signing a document in accordance with rule 50, or in accordance with a delegation of the power under rules 48 or 49. A reference in this Constitution to the Company exercising a power by a resolution of the Board includes an exercise of that power in accordance with a delegation of the power under rules 48 or 49.

### **47. Execution of documents**

- (a) If the Company has a common seal, the Company may execute a document if that seal is fixed to the document and the fixing of that seal is witnessed by one Director and either another Director, the Company Secretary, or another person appointed by the Board for that purpose.
- (b) The Company may execute a document without a common seal if the document is signed by one Director and either another Director, the Company Secretary, or another person appointed by the Board for that purpose.
- (c) The Board may determine the manner in which and the persons by whom cheques promissory notes, bankers' drafts, bills of exchange and other negotiable or transferable instruments in the name of or on behalf of the Company, and receipts for money paid to the Company, must be signed, drawn, accepted, endorsed or otherwise executed.

### **48. Committees and delegates**

- (a) The Board may delegate any of its powers to a committee of the Board, a Director, an employee of the Company or any other person. A delegation of those powers may be made for any period and on any terms (including the power to further delegate) as the Board resolves. The Board may revoke or vary any power so delegated.
- (b) A committee or delegate must exercise the powers delegated in accordance with any directions of the Board.
- (c) Subject to the terms of appointment or reference of a committee, rule 51 applies with the necessary changes to meetings and resolutions of a committee of the Board.

### **49. Attorney or agent**

- (a) The Board may appoint any person to be attorney or agent of the Company for any purpose, for any period and on any terms (including as to remuneration) as the Board resolves. Subject to the terms of appointment of an attorney or agent of the Company, the Board may revoke or vary that appointment at any time, with or without cause.

- (b) The Board may delegate any of their powers (including the power to delegate) to an attorney or agent. The Board may revoke or vary any power delegated to an attorney or agent.

## Proceedings of Directors

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### 50. Written resolutions of Directors

- (a) The Board may pass a resolution without a Board meeting being held if notice in writing of the resolution is given to all Directors and a majority of the Directors entitled to vote on the resolution (not being less than the number required for a quorum at a meeting of Directors) sign a document containing a statement that they are in favour of the resolution set out in the document.
- (b) A resolution pursuant to rule 50(a) may consist of several documents in the same form each signed by one (1) or more Directors and is effective when signed by the last of the Directors constituting the majority of the Directors. A facsimile transmission or other document produced by electronic means under the name of a Director with the Director's authority is taken to be a document signed by the Director for the purposes of rule 50(a) and is taken to be signed when received by the Company in legible form.

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### 51. Board meetings

- (a) The Board must meet at least three (3) times in each calendar year at such place and such times as the Board may determine.
- (b) Subject to this Constitution, the Board may meet, adjourn and otherwise regulate its meetings as it thinks fit.
- (c) A Board meeting may be called by the Chair or any four (4) Directors on the Board.
- (d) Notice of a Board meeting must:
  - (i) be given at least five (5) Business Days before the date of the meeting to each Director (except a Director on leave of absence approved by the Board);
  - (ii) be given in writing; and
  - (iii) must specify the nature of the business to be conducted at the Board meeting.
- (e) A Director may waive notice of a Board meeting by giving notice to that effect to the Company in person or by post or by telephone, fax or other electronic means.
- (f) A person who attends a Board meeting waives any objection that person may have to a failure to give notice of the meeting.
- (g) Anything done (including the passing of a resolution) at a Board meeting is not invalid because either or both a person does not receive notice of the meeting or the Company accidentally does not give notice of the meeting to a person.
- (h) For the purposes of the Corporations Act, each Director, by consenting to be a Director or by reason of the adoption of this Constitution, consents to the use of each of the following technologies for the holding of a Board meeting:
  - (i) telephone;

- (ii) video;
- (iii) any other technology which permits each Director to communicate with every other participating Director; or
- (iv) any combination of these technologies.

A Director may withdraw the consent given pursuant to this rule 51(h) in accordance with the Corporations Act.

- (i) If a Board meeting is held in two (2) or more places linked together by any technology:
  - (i) a Director present at one (1) of the places is taken to be present at the meeting unless and until the Director states to the chairperson of the meeting that the Director is discontinuing their participation in the meeting; and
  - (ii) the chairperson of that meeting may determine at which of those places the meeting will be taken to have been held.
- (j) Until otherwise determined by the Board, a quorum for a Board meeting is half the number of the Directors currently on the Board that are entitled to vote on a resolution that may be proposed at that meeting plus one Director. A quorum for a Board meeting must be present at all times during the meeting. Each individual present may only be counted once towards a quorum.
- (k) If within thirty (30) minutes of the time appointed for the meeting a quorum is not present, the meeting is dissolved unless the chairperson of the Board adjourns the meeting to a date, time and place determined by the chairperson of the Board.
- (l) If at the adjourned meeting the quorum is not present within thirty (30) minutes after the time appointed for the commencement of the adjourned meeting of the Board, the Directors present shall be a quorum provided that the number of Directors present is not less than three (3). rule 54(b) applies if the number of Directors is less than three (3).
- (m) The chairperson of a Board may refuse to allow debate or discussion on any matter which is not business referred to in the notice of the Board meeting.

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## **52. Chairperson of the Board**

- (a) The chairperson of the Board shall be:
  - (i) the Chair; or
  - (ii) in the Chair's absence, the Deputy Chair; or
  - (iii) if the Chair and the Deputy Chair are absent, or are unable to preside, the Directors present must choose one (1) of their number to preside.
- (b) Subject to rule 52(c), the chairperson of the Board must chair each Board meeting.
- (c) If at a Board meeting the chairperson of the Board is not present within fifteen (15) minutes after the time appointed for the holding of a Board meeting or is not willing to chair all or part of that meeting, the Directors present must elect one (1) of their number to chair that meeting or part of the meeting.



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## **53. Board resolutions**

- (a) A resolution put to the vote at a Board meeting must be decided on a show of hands, unless a poll is demanded and that demand is not withdrawn. The chairperson of the Board must decide the manner the poll is to be taken.
- (b) A resolution of the Board is passed if more votes are cast by Directors entitled to vote in favour of the resolution than against it.
- (c) Subject to rule 45 and this rule 53, each Director present in person has one (1) vote on a matter arising at a Board meeting.
- (d) Subject to the Corporations Act, in case of an equality of votes on a resolution at a Board meeting, the chairperson of that meeting has a casting vote on that resolution in addition to any vote the chairperson has in their capacity as a Director in respect of that resolution, provided that the chairperson is entitled to vote on the resolution and more than two (2) Directors are present and entitled to vote on the resolution.

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## **54. Valid proceedings**

- (a) An act at any Board meeting or a committee of the Board or an act of any person acting as a Director is not invalidated by:
  - (i) a defect in the appointment or continuance in office of a person as a Director, a member of the committee or of the person so acting; or
  - (ii) a person so appointed being disqualified or not being entitled to vote, if that circumstance was not known by the Board, committee or person (as the case may be) when the act was done.
- (b) If the number of Directors is below the minimum required by this Constitution, the Board must not act except in emergencies, to appoint Directors up to that minimum number or to call and arrange to hold a meeting of Members.

## **Officers**

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### **55. Appointment of officers**

- (a) At the first meeting of the Board in each new financial year (or at any other time where a vacancy in the relevant office arises), the Board must elect from amongst its members: (a) a Chair; and (b) a Deputy Chair, who in the absence or unavailability of the Chair may exercise the powers of the Chair.
- (b) If the number of nominations exceeds the number of vacancies to be filled, a ballot must be held.
- (c) The ballot for the appointment of officers must be conducted in such manner as the Board may decide.
- (d) All nominees for the Chair or Deputy Chair positions must be a Director.

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### **56. Chair**

- (a) The Board may, subject to this Constitution, determine, or vary any determination of, the powers, functions and responsibilities of the Chair.

- (b) The Board may delegate any of its powers to the Chair for any period and on any terms (including the power to further delegate) as the Board resolves. The Board may revoke or vary any power delegated to the Chair.
- (c) The Chair must exercise the powers delegated to them in accordance with any directions of the Board.
- (d) The Board may vary or terminate the appointment of the Chair at any time.

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## **57. Deputy Chair**

- (a) The Board may, subject to this Constitution, determine, or vary any determination of, the powers, functions and responsibilities of the Deputy Chair.
- (b) The Board may delegate any of its powers to the Deputy Chair for any period and on any terms (including the power to further delegate) as the Board resolves. The Board may revoke or vary any power delegated to the Deputy Chair.
- (c) The Deputy Chair must exercise the powers delegated to them in accordance with any directions of the Board.
- (d) The Board may vary or terminate the appointment of the Deputy Chair at any time.

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## **58. Company Secretary**

- (a) The Board must appoint a Company Secretary, for any period and on any terms (including as to remuneration) as the Board resolves. The Company Secretary must ordinarily reside in Australia.
- (b) The initial Company Secretary is the person named as Company Secretary in the Association's *Application for registration of a body corporate as an Australian company* lodged with ASIC.
- (c) Subject to any agreement between the Company and the Company Secretary, the Board may vary or terminate the appointment of the Company Secretary at any time, with or without cause.

## **Income and property**

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### **59. Application of income and property**

- (a) Subject to rules 59(b) and 59(c), the Company must apply the profits (if any) or other income and property of the Company solely towards the promotion of the charitable Objects of the Company set out in rule 4 and no portion of it may be paid or transferred, directly or indirectly, to any Member whether by way of dividend, bonus or otherwise.
- (b) Nothing in rule 59 prevents the Company making any payment in Good Faith of:
  - (i) reasonable and proper remuneration to any Member for any services actually rendered or goods supplied to the Company in the ordinary and usual course of business of the Company;
  - (ii) grant funding to any Member under grant terms and conditions in the ordinary and usual course of business of the Company (including in the course of the Company administering a grants program);

- (iii) the payment or reimbursement of out-of-pocket expenses incurred by a Member on behalf of the Company where the amount payable does not exceed an amount previously approved by the Board;
  - (iv) reasonable and proper rent or fees to a Member for premises leased or licensed by any Member to the Company;
  - (v) money to any Member, being a solicitor, accountant or other person engaged in any profession, for all usual professional or other charges for work done by that person or that person's firm or employer, where the provision of the service has the prior approval of the Board and the amount payable is approved by the Board and is not more than an amount which commercially would be reasonable payment for the service;
  - (vi) interest on money lent to the Company at reasonable rates; or
  - (vii) an amount pursuant to rules 69 or 70.
- (c) The Company may make payments to a Director or the Company Secretary in Good Faith for:
- (i) the reimbursement of out-of-pocket expenses reasonably incurred by a Director under rule 42,
  - (ii) money to any Director or the Company Secretary, being a solicitor, accountant or other person engaged in any profession, for all usual professional or other charges for work done by that person or that person's firm or employer, where the provision of the service has the prior approval of the Board and the amount payable is approved by the Board and is not more than an amount which commercially would be reasonable payment for the service;
  - (iii) any salary or wage due to the Company Secretary as an employee of the Company where the terms of employment have been approved by the Board;
  - (iv) an insurance premium in respect of a contract insuring a Director or the Company Secretary for a liability incurred as an officer of the Company where the Board has approved the payment of the premium; or
  - (v) any payment pursuant to rule 63(a) or 63(b).

## Funds and accounts

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### 60. General

The funds of the Company shall be derived from grants, entrance fees, annual subscriptions, donations, services fees and such other sources as the Board determines.

## Records

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### 61. Minutes of meetings

The Company Secretary must keep minutes of resolutions, proceedings and attendees of all AGMs, meeting of Members and Board meetings.

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## **62. Custody and inspection of books and records**

- (a) Except as otherwise provided in this Constitution, the Company Secretary must keep in their custody or under their control all books, documents and securities of the Company.
- (b) All accounts, books, securities and any other relevant documents of the Company including minutes of meetings of Members and minutes of meetings of the Board must be available for inspection free of charge by any Member upon request, subject to the Board approving that request. In approving or rejecting the request, the Board must consider:
  - (i) whether the request was made in good faith and for a proper purpose;
  - (ii) whether approving the request is in the best interests of the company as a whole; and
  - (iii) the extent to which the requested documents or information are subject to legal professional privilege or are confidential in nature.

An approval may be granted subject to any conditions the Board may impose, including the time, date and place at which the inspection is to take place.
- (c) To protect the confidentiality of the Company's information, Members are not permitted to make copies of any books, documents and securities of the Company unless expressly approved by the Board.

## **Indemnity and insurance**

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### **63. Indemnity and insurance**

- (a) To the extent permitted by law, the Company must indemnify each Relevant Officer against a Liability of that person and the Legal Costs of that person.
- (b) To the extent permitted by law, the Company may:
  - (i) enter into, or agree to enter into; or
  - (ii) pay, or agree to pay, a premium for,

a contract insuring a Relevant Officer against a Liability of that person and the Legal Costs of that person.

## **Notices**

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### **64. Notices to Members**

- (a) The Company may give notice to a Member by any of the following means in the Board's discretion:
  - (i) delivering it to that Member or person;
  - (ii) delivering it or sending it by post to the address of the Member in the Register or the alternative address (if any) nominated by that Member for that purpose;

- (iii) sending it to the fax number or electronic address (if any) nominated by that Member or person for that purpose;
  - (iv) if permitted by the Corporations Act, notifying that Member of the notice's availability by an electronic means nominated by the Member for that purpose; or
  - (v) any other means permitted by the Corporations Act.
- (b) The Company must send all documents to a Member whose address for Notices is not within Australia by air-mail, air courier, fax or electronic transmission.
- (c) Any Notice required or allowed to be given by the Company to one (1) or more Members by advertisement is, unless otherwise stipulated, sufficiently advertised if advertised once in a daily newspaper circulating in the states and territories of Australia.

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## **65. Notice to Directors**

The Company may give Notice to a Director by:

- (a) delivering it to that person;
- (b) sending it by post to the usual residential address of that person or the alternative address (if any) nominated by that person for that purpose;
- (c) sending it to the fax number or electronic address (if any) nominated by that person for that purpose; or
- (d) any other means agreed between the Company and that person.

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## **66. Notice to the Company**

A person may give Notice to the Company by:

- (a) delivering it or sending it by post to the registered office of the Company;
- (b) delivering it or sending it by post to a place nominated by the Company for that purpose;
- (c) sending it to the fax number at the registered office of the Company nominated by the Company for that purpose;
- (d) sending it to the electronic address (if any) nominated by the Company for that purpose; or
- (e) any other means permitted by the Corporations Act.

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## **67. Time of service**

- (a) A Notice sent by post or air-mail is taken to be given on the day after the date it is posted.
- (b) A Notice sent by fax or other electronic transmission is taken to be given when the transmission is sent provided that in the case of notice to the Company or a Director, the sender meets any action required by the recipient to verify the receipt of the document by the recipient.

- (c) A Notice given in accordance with rule 64(a)(iv) is taken to be given on the day after the date on which the Member is notified that the Notice is available.
- (d) A certificate by a Director or the Company Secretary to the effect that a Notice by the Company has been given in accordance with this Constitution is conclusive evidence of that fact.

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## 68. Notice requirements

The Board may specify, generally or in a particular case, requirements in relation to Notices given by any electronic means, including requirements as to:

- (a) the classes of, and circumstances in which, Notices may be sent;
- (b) verification (whether by encryption code or otherwise); and
- (c) the circumstances in which, and the time when, the Notice is taken to be given.

## Winding up

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## 69. Winding up

On a winding up of the Company, any surplus assets of the Company remaining after the payment of its debts must not be paid to or distributed among the Members, but must be given or transferred to:

- (a) one (1) or more bodies corporate, associations or institutions (whether or not a Member or Members) selected by the Members by resolution at or before the dissolution of the Company:
  - (i) having objects similar to the Objects that are charitable at law;
  - (ii) having deductible gift recipient status at the time of winding up;
  - (iii) that is exempt from tax under the *Income Tax Assessment Act 1997* (Cth); and
  - (iv) whose constitution prohibits the distribution of its or their income or property to no lesser extent than that imposed on the Company pursuant to rule 59; or
- (b) if there are no bodies corporate, associations or institutions which meet the requirements of rule 69(a), to one (1) or more bodies corporate, associations or institutions (whether or not a Member or Members) selected by the Members by resolution at or before dissolution of the Company, the objects of which are the promotion of charity and to which income tax deductible gifts can be made; or
- (c) if the Members do not make a selection pursuant to rule 69(a) or 69(b) for any reason, to one (1) or more bodies corporate, associations or institutions meeting the requirements of either rule 69(a) or 69(b) selected by the Board, subject to Board obtaining court approval pursuant to the Corporations Act to exercise this power.

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## 70. Revocation of deductible gift recipient status

- (a) If the Company's deductible gift recipient endorsement is revoked (and the Company is not to be wound up under rule 69), any surplus Gift Funds must be transferred to one or more charities that meet the requirements of rule 69(a)(i) to (iv), as decided by the Directors.

- (b) For the purpose of this rule 70, '**Gift Funds**' means:
- (i) gifts of money or property for the principal purpose of the Company;
  - (ii) contributions made in relation to an eligible fundraising event held for the principal purpose of the Company; and
  - (iii) money received by the Company because of such gifts and contributions.

## **Amending this Constitution**

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### **71. Amending this Constitution**

The Company may amend, repeal or replace its Constitution by Special Resolution.

## Attachment A - Initial Members of Company

### ORGANISATIONAL MEMBERS:

<b>Organisational Member</b>
Lifeline Australia
CCC Foundation Inc
Contact USA
Lifeline Taiwan
Lifeline Fiji
Lifeline Korea
Lifeline New Zealand
C-Sema Tanzania
Lifeline South Africa
Telecare Canada
Lifeline Japan
Ghana Association for Suicide Prevention
Lifeline Shanghai
Lifeline Botswana
Lifeline Zambia
Papua New Guinea
Lifeline Childline Namibia
Solari Inc
EMPACT Arizona
Lifeline Northern Ireland
Lifeline Childline Zimbabwe
Sneham
Brunei
Argentina
Lifeline Malaysia



## ASSOCIATE MEMBERS

<b>Associate Members</b>
Lifeline Malawi

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