

**CONSTITUTION  
OF  
THE ROYAL GEOGRAPHICAL  
SOCIETY OF QUEENSLAND Ltd**

Australian Company Number (ACN) 636 005 466  
Australian Business Number (ABN) 87 014 673 068

A company limited by guarantee

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## Preliminary

### 1. Name of the Company

The name of the Company is  
The Royal Geographical Society of Queensland Ltd (the Society).

### 2. Type of Company

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

### 3. Limited liability of members

The liability of members is limited to the amount of the guarantee in clause 4.

### 4. The guarantee

Each member must contribute an amount not more than \$10 (the guarantee) to the property of the Society if the Society is wound up while the member is a member, or within 12 months after they stop being a member, and this contribution is required to pay for the:

- (a) debts and liabilities of the Society incurred before the member stopped being a member, or
- (b) costs of winding up.

### 5. Definitions

In this constitution, words and phrases have the meaning set out in clauses 70 and 72.

## Charitable purposes and powers

### 6. Object

The object for which the Society is established is to promote and stimulate the study of geography.

### 7. Powers

Subject to clause 8, the Society has the following powers, which may only be used to carry out its purpose(s) set out in clause 6:

- (a) the powers of an individual, and
- (b) all the powers of a Company limited by guarantee under the Corporations Act.
- (c) to set up a gift fund styled the RGSQ Environmental Fund under the constitution and by-laws of the Society for the specific purpose of supporting dissemination of information, provision of education, and conduct of research about the environment. The RGSQ Environmental Fund must comply with section 78AB of the Income Tax Assessment Act 1936.

### 8. Not-for-profit

8.1 The Society must not distribute any income or assets directly or indirectly to its members, except as provided in clauses 8.2 and 69.

8.2 Clause 8.1 does not stop the Society from doing the following things, provided they are done in good faith:

- (a) paying a member for goods or services they have provided or expenses they have properly incurred at fair and reasonable rates or rates more favourable to the Society, or
- (b) making a payment to a member in carrying out the Society's charitable purpose(s).

## **9. Amending the constitution**

- 9.1 Subject to clause 9.2, the members may amend this constitution by passing a Special resolution.
- 9.2 The members must not pass a Special resolution that amends this constitution if passing it causes the Society to no longer be a charity.

## **Members**

### **10. Membership and register of members**

- 10.1 The members of the Society are:
  - (a) those members included in the register of members as at the date of adoption of this constitution, and
  - (b) any other person that the Councillors allow to be a member, in accordance with this constitution.
- 10.2 The Society must establish and maintain a register of members. The register of members must be kept by the secretary and must contain:
  - (a) for each current member:
    - i. name
    - ii. address
    - iii. any alternative address nominated by the member for the service of notices, and
    - iv. date the member was entered on to the register.
  - (b) for each person who stopped being a member in the last 7 years:
    - i. name
    - ii. address
    - iii. any alternative address nominated by the member for the service of notices, and
    - iv. dates the membership started and ended.
- 10.3 The Society must give current members access to the register of members.
- 10.4 Information that is accessed from the register of members must only be used in a manner relevant to the interests or rights of members.

### **11. Who can be a member**

- 11.1 A person who supports the purposes of the Society is eligible to apply to be a member of the Society under clause 12.
- 11.2 In clauses 11, 12, 13, 14 and 15, 'person' means an individual or incorporated body.
- 11.3 Members of the Society shall be allotted to a category of membership, as set out in the by-laws. Members included in the register of members as at the date of adoption of this constitution shall retain their allotted membership category as at that date.

- 11.4 The Council may amend the scope and definition of categories of membership. All rights and entitlements of members are preserved to those applying at the time of admission to membership within the category concerned.
- 11.5 Voting rights of members may only be amended through Special resolution of members in General Meeting.
- 11.6 The annual subscription payable by the categories of members of the Society shall be determined by the Council from time to time.

## **12. How to apply to become a member**

A person (as defined in clause 11.2) may apply to become a member of the Society by writing to the secretary stating that they:

- (a) want to become a member
- (b) support the purpose(s) of the Society, and
- (c) agree to comply with the Society's constitution, including paying the guarantee under clause 4 if required
- (d) will pay the relevant membership fee when applying to be a member.

## **13. Councillors decide whether to approve membership**

- 13.1 The Councillors must consider an application for membership within a reasonable time after the secretary receives the application.
- 13.2 If the Councillors approve an application, the secretary must as soon as possible:
  - (a) enter the new member on the register of members, and
  - (b) write to the applicant to tell them that their application was approved, and the date that their membership started (see clause 14).
- 13.3 If the Councillors reject an application, the secretary must write to the applicant as soon as possible to tell them that their application has been rejected, but does not have to give reasons.
- 13.4 The secretary is to return any membership fee if the application is rejected.
- 13.5 For the avoidance of doubt, the Councillors may approve an application even if the application does not state the matters listed in clauses 12(a), 12(b) or 12(c). In that case, by applying to be a member, the applicant agrees to those three matters.

## **14. When a person becomes a member**

Other than those members included in the register of members as at the date of adoption of this constitution, an applicant will become a member when they are entered on the register of members.

## **15. When a person stops being a member**

A person immediately stops being a member if they:

- (a) die
- (b) are wound up or otherwise dissolved or deregistered (for an incorporated member)
- (c) resign, by writing to the secretary
- (d) are expelled under clause 17, or
- (e) have not responded within three months to a written request from the secretary that they confirm in writing that they want to remain a member.
- (f) do not pay their membership fee within three months after subscriptions are due.

## **Dispute resolution and disciplinary procedures**

## **16. Dispute resolution**

- 16.1 The dispute resolution procedure in this clause applies to disputes (disagreements) under this constitution between a member or Councillor and:
- (a) one or more members
  - (b) one or more Councillors, or
  - (c) the Society.
- 16.2 A member must not start a dispute resolution procedure in relation to a matter which is the subject of a disciplinary procedure under clause 17 until the disciplinary procedure is completed.
- 16.3 Those involved in the dispute must try to resolve it between themselves within 14 days of knowing about it.
- 16.4 If those involved in the dispute do not resolve it under clause 16.3, they must within 10 days:
- (a) tell the Councillors about the dispute in writing
  - (b) agree or request that a mediator be appointed, and
  - (c) attempt in good faith to settle the dispute by mediation.
- 16.5 The mediator must:
- (a) be chosen by agreement of those involved, or
  - (b) where those involved do not agree:
    - i. for disputes between members, a person chosen by the Councillors, or
    - ii. for other disputes, a person chosen by either the Commissioner of the Australian Charities and Not-for-profits Commission or the president of the law institute or society in the state or territory in which the Society has its registered office.
- 16.6 A mediator chosen by the Councillors under clause 16.5(b)(i):
- (a) may be a member or former member of the Society
  - (b) must not have a personal interest in the dispute, and
  - (c) must not be biased towards or against anyone involved in the dispute.
- 16.7 When conducting the mediation, the mediator must:
- (a) allow those involved a reasonable chance to be heard
  - (b) allow those involved a reasonable chance to review any written statements
  - (c) ensure that those involved are given natural justice, and
  - (d) not make a decision on the dispute.

## **17. Disciplining members**

- 17.1 In accordance with this clause, the Councillors may resolve to warn, suspend or expel a member from the Society if the Councillors consider that:
- (a) the member has breached this constitution, or
  - (b) the member's behaviour is causing, has caused, or is likely to cause harm to the Society.
- 17.2 At least 14 days before the Councillors' meeting at which a resolution under clause 17.1 will be considered, the secretary must notify the member in writing:
- (a) that the Councillors are considering a resolution to warn, suspend or expel the member
  - (b) that this resolution will be considered at a Councillors' meeting and the date of that meeting
  - (c) what the member is said to have done or not done
  - (d) the nature of the resolution that has been proposed, and

- (e) that the member may provide an explanation to the Councillors, and details of how to do so.
- 17.3 Before the Councillors pass any resolution under clause 17.1, the member must be given a chance to explain or defend themselves by:
  - (a) sending the Councillors a written explanation before that Councillors' meeting, and/or
  - (b) speaking at the meeting.
- 17.4 After considering any explanation under clause 17.3, the Councillors may:
  - (a) take no further action
  - (b) warn the member
  - (c) suspend the member's rights as a member for a period of no more than 12 months
  - (d) expel the member
  - (e) refer the decision to an unbiased, independent person on conditions that the Councillors consider appropriate (however, the person can only make a decision that the councillors could have made under this clause), or
  - (f) require the matter to be determined at a General Meeting.
- 17.5 The Councillors cannot fine a member.
- 17.6 The secretary must give written notice to the member of the decision under clause 17.4 as soon as possible.
- 17.7 Disciplinary procedures must be completed as soon as reasonably practical.
- 17.8 There will be no liability for any loss or injury suffered by the member as a result of any decision made in good faith under this clause.

## General Meetings of members

### 18. General Meetings called by Councillors

- 18.1 The Councillors may call a General Meeting.
- 18.2 If members with at least 5% of the votes that may be cast at a General Meeting make a written request to the Society for a General Meeting to be held, the Councillors must:
  - (a) within 21 days of the members' request, give all members notice of a General Meeting, and
  - (b) hold the General Meeting within 2 months of the members' request.
- 18.3 The percentage of votes that members have (in clause 18.2) is to be worked out as at midnight before the members request the meeting.
- 18.4 The members who make the request for a General Meeting must:
  - (a) state in the request any resolution to be proposed at the meeting
  - (b) sign the request, and
  - (c) give the request to the Society.
- 18.5 Separate copies of a document setting out the request may be signed by members if the wording of the request is the same in each copy.

### 19. General Meetings called by members

- 19.1 If the Councillors do not call the meeting within 21 days of being requested under clause 18.2, 50% or more of the members who made the request may call and arrange to hold a General Meeting.



- 19.2 To call and hold a meeting under clause 19.1 the members must:
- (a) as far as possible, follow the procedures for General Meetings set out in this constitution
  - (b) call the meeting using the list of members on the Society's member register, which the Society must provide to the members making the request at no cost, and
  - (c) hold the General Meeting within three months after the request was given to the Society.
- 19.3 The Society must pay the members who request the General Meeting any reasonable expenses they incur because the Councillors did not call and hold the meeting.

## **20. Annual General Meeting**

- 20.1 A General Meeting, called the annual General Meeting, must be held:
- (a) within 18 months after registration of the Society, and
  - (b) after the first annual General Meeting, at least once in every calendar year, and within 4 months after the end of the preceding financial year.
- 20.2 The business of an annual General Meeting will include:
- (a) a review of the Society's activities
  - (b) a review of the Society's finances
  - (c) any auditor's report
  - (d) the election of:
    - (i) President; and
    - (ii) Councillors
  - (e) the appointment and payment of auditors, if any
  - (f) consideration of Resolutions presented to members in accordance with this Constitution.
- 20.3 Before or at the annual General Meeting the Councillors must give information to the members on the Society's activities and finances during the period since the last annual General Meeting.
- 20.4 The chairperson of the annual General Meeting must give members as a whole a reasonable opportunity at the meeting to ask questions or make comments about the management of the Society.

## **21. Notice of General Meetings**

- 21.1 Notice of a General Meeting must be given to:
- (a) each member entitled to vote at the meeting
  - (b) each Councillor, and
  - (c) the auditor (if any).
- 21.2 Notice of a General Meeting must be provided in writing at least 21 days before the meeting.
- 21.3 Subject to clause 21.4, notice of a meeting may be provided less than 21 days before the meeting if:
- (a) for an annual General Meeting, all the members entitled to attend and vote at the annual General Meeting agree beforehand, or
  - (b) for any other General Meeting, members with at least 95% of the votes that may be cast at the meeting agree beforehand.

- 21.4 Notice of a meeting cannot be provided less than 21 days before the meeting if a resolution will be moved to:
- (a) remove a Councillor
  - (b) appoint a Councillor in order to replace a Councillor who was removed, or
  - (c) remove an auditor.
- 21.5 Notice of a General Meeting must include:
- (a) the place, date and time for the meeting (and if the meeting is to be held in two or more places, the technology that will be used to facilitate this)
  - (b) the general nature of the meeting's business and resolutions (ordinary and special) to be considered at the meeting (if any)
  - (c) if applicable, that a Special resolution is to be proposed and the words of the proposed resolution
  - (d) a statement that members have the right to appoint proxies and that, if a member appoints a proxy:
    - i. the proxy must be a member of the Society
    - ii. the completed proxy form must be delivered to the Society at its registered address or the address (including an electronic address) specified in the notice of the meeting, and
    - iii. the completed proxy form must be delivered to the Society at least 48 hours before the meeting.
- 21.6 If a General Meeting is adjourned (put off) for one month or more, the members must be given new notice of the resumed meeting.

## **22. Quorum at General Meetings**

- 22.1 For a General Meeting to be held, at least double the number of Councillors in office at the date of the meeting plus one member with voting rights (a quorum) must be present for the whole meeting. When determining whether a quorum is present, a person may only be counted once (even if that person is a representative).
- 22.2 No business may be conducted at a General Meeting if a quorum is not present.
- 22.3 If there is no quorum present within 30 minutes after the starting time stated in the notice of General Meeting, the General Meeting is adjourned to the date, time and place that the chairperson specifies. If the chairperson does not specify one or more of those things, the meeting is adjourned to:
- (a) if the date is not specified – the same day in the next week
  - (b) if the time is not specified – the same time, and
  - (c) if the place is not specified – the same place.
- 22.4 Other than for a meeting called pursuant to clause 19, if no quorum is present at the resumed meeting within 30 minutes after the starting time set for that meeting, those members present shall constitute the quorum. For a meeting called pursuant to clause 19, if no quorum is present at the resumed meeting within 30 minutes after the starting time set for that meeting, the meeting is cancelled.
- 22.5 Attendance as a proxy shall not be counted in determination of a quorum under clause 22.1.

## **23. Auditor's right to attend meetings**

- 23.1 The auditor (if any) is entitled to attend any General Meeting and to be heard by the members on any part of the business of the meeting that concerns the auditor in the capacity of auditor.

- 23.2 The Society must give the auditor (if any) any communications relating to the General Meeting that a member of the Society is entitled to receive.

#### **24. Representatives of members**

- 24.1 An incorporated member may appoint as a representative:
- (a) one individual to represent the member at meetings and to sign circular resolutions under clause 31, and
  - (b) the same individual or another individual for the purpose of being appointed or elected as a Councillor.
- 24.2 The appointment of a representative by a member must:
- (a) be in writing
  - (b) include the name of the representative
  - (c) be signed on behalf of the member, and
  - (d) be given to the Society or, for representation at a meeting, be given to the chairperson before the meeting starts.
- 24.3 A representative has all the rights of a member relevant to the purposes of the appointment as a representative.
- 24.4 The appointment may be standing (ongoing).

#### **25. Using technology to hold meetings**

- 25.1 The Society may hold a General Meeting at two or more venues using any technology that gives the members as a whole a reasonable opportunity to participate, including to hear and be heard.
- 25.2 Anyone using this technology is taken to be present in person at the meeting.

#### **26. Chairperson for General Meetings**

- 26.1 The President is entitled to chair General Meetings.
- 26.2 The members present and entitled to vote at a General Meeting may choose a Councillor or member to be the chairperson for that meeting if:
- (a) there is no President, or
  - (b) the President is not present within 30 minutes after the starting time set for the meeting, or
  - (c) the President is present but says they do not wish to act as chairperson of the meeting.

#### **27. Role of the chairperson**

- 27.1 The chairperson is responsible for the conduct of the General Meeting, and for this purpose must give members a reasonable opportunity to make comments and ask questions (including to the auditor (if any)).
- 27.2 The chairperson does not have a casting vote.

#### **28. Adjournment of meetings**

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

## **Members' resolutions and statements**

## **29. Members' resolutions and statements**

- 29.1 Members with at least 5% of the votes that may be cast on a resolution may give:
- (a) written notice to the Society of a resolution they propose to move at a General Meeting (members' resolution), and/or
  - (b) a written request to the Society that the Society give all of its members a statement about a proposed resolution or any other matter that may properly be considered at a General Meeting (members' statement).
- 29.2 A notice of a members' resolution must set out the wording of the proposed resolution and be signed by the members proposing the resolution.
- 29.3 A request to distribute a members' statement must set out the statement to be distributed and be signed by the members making the request.
- 29.4 Separate copies of a document setting out the notice or request may be signed by members if the wording is the same in each copy.
- 29.5 The percentage of votes that members have (as described in clause 29.1) is to be worked out as at midnight before the request or notice is given to the Society.
- 29.6 If the Society has been given notice of a members' resolution under clause 29.1(a), the resolution must be considered at the next General Meeting held more than two months after the notice is given.
- 29.7 This clause does not limit any other right that a member has to propose a resolution at a General Meeting.

## **30. Society must give notice of proposed resolution or distribute statement**

- 30.1 If the Society has been given a notice or request under clause 29:
- (a) in time to send the notice of proposed members' resolution or a copy of the members' statement to members with a notice of meeting, it must do so at the Society's cost, or
  - (b) too late to send the notice of proposed members' resolution or a copy of the members' statement to members with a notice of meeting, then the members who proposed the resolution or made the request must pay the expenses reasonably incurred by the Society in giving members notice of the proposed members' resolution or a copy of the members' statement and the expenses of proxy voting arrangement pertaining to the members resolution. However, at a General Meeting, which may be the General Meeting at which the proposed members' resolution is considered or at a subsequent General Meeting, the members may pass a resolution that the Society will pay these expenses.
- 30.2 The Society does not need to send the notice of proposed members' resolution or a copy of the members' statement to members if:
- (a) it is more than 1 000 words long
  - (b) the Councillors consider it may be defamatory
  - (c) clause 30.1(b) applies, and the members who proposed the resolution or made the request have not paid the Society enough money to cover the cost of sending the notice of the proposed members' resolution or a copy of the members' statement to members, or
  - (d) in the case of a proposed members' resolution, the resolution does not relate to a matter that may be properly considered at a General Meeting or is otherwise not a valid resolution able to be put to the members.

## **31. Circular resolutions of members**

- 31.1 Subject to clause 31.3, the Councillors may put a resolution to the members to pass a resolution without a General Meeting being held (a circular resolution).
- 31.2 The Councillors must notify the auditor (if any) as soon as possible that a circular resolution has or will be put to members and set out the wording of the resolution.
- 31.3 Circular resolutions cannot be used:
- (a) for a resolution to remove an auditor, appoint a Councillor or remove a Councillor
  - (b) for passing a Special resolution, or
  - (c) where the Corporations Act or this constitution requires a meeting to be held.
- 31.4 A circular resolution is passed if 75% the members entitled to vote on the resolution sign or agree to the circular resolution, in the manner set out in clause 31.5 or clause 31.6.
- 31.5 Members may sign:
- (a) a single document setting out the circular resolution and containing a statement that they agree to the resolution, or
  - (b) separate copies of that document, as long as the wording is the same in each copy.
- 31.6 The Society may send a circular resolution by email to members and members may agree by sending a reply email to that effect, including the text of the resolution in their reply.

## Voting at General Meetings

### 32. How many votes a member has

Each member has one vote.

### 33. Challenge to member's right to vote

- 33.1 A member or the chairperson may only challenge a person's right to vote at a General Meeting at that meeting.
- 33.2 If a challenge is made under clause 33.1, the chairperson must decide whether or not the person may vote. The chairperson's decision is final.

### 34. How voting is carried out

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

### 35. When and how a vote in writing must be held

- 35.1 A vote in writing may be demanded on any resolution instead of or after a vote by a show of hands by:
- (a) at least five members present, or

- (b) members present with at least 5% of the votes that may be passed on the resolution on the vote in writing (worked out as at the midnight before the vote in writing is demanded), or
  - (c) the chairperson.
- 35.2 A vote in writing must be taken when and how the chairperson directs, unless clause 35.3 applies.
- 35.3 A vote in writing must be held immediately if it is demanded under clause 35.1:
- (a) for the election of a chairperson under clause 26.2, or
  - (b) to decide whether to adjourn the meeting.
- 35.4 A demand for a vote in writing may be withdrawn.

### **36. Appointment of proxy**

- 36.1 A member may appoint only another member as a proxy to attend and vote at a General Meeting on their behalf.
- 36.2 A proxy appointed to attend and vote for a member has the same rights as the member to:
- (a) speak at the meeting
  - (b) vote in a vote in writing (but only to the extent allowed by the appointment), and
  - (c) join in to demand a vote in writing under clause 35.1.
- 36.3 An appointment of proxy (proxy form) must be signed by the member appointing the proxy and must contain:
- (a) the member's name and address
  - (b) the Society's name
  - (c) the proxy's name or the name of the office held by the proxy, and
  - (d) the meeting(s) at which the appointment may be used.
- 36.4 A proxy appointment may be standing (ongoing).
- 36.5 Proxy forms must be received by the Society at the address stated in the notice under clause 21.5(d), including any email or other electronic address provided on the notice for the purpose of lodging the proxy form, or at the Society's registered address at least 48 hours before a meeting.
- 36.6 A proxy does not have the authority to speak and vote for a member at a meeting while the member is at the meeting.
- 36.7 Unless the Society receives written notice before the start or resumption of a General Meeting at which a proxy votes, a vote cast by the proxy is valid even if, before the proxy votes, the appointing member:
- (a) dies
  - (b) is mentally incapacitated
  - (c) revokes the proxy's appointment, or
  - (d) revokes the authority of a representative or agent who appointed the proxy.
- 36.8 A proxy appointment may specify the way the proxy must vote on a particular resolution.

### **37. Voting by proxy**

- 37.1 A proxy is not entitled to vote on a show of hands (but this does not prevent a member appointed as a proxy from voting as a member on a show of hands).
- 37.2 When a vote in writing is held, a proxy:
- (a) does not need to vote, unless the proxy appointment specifies the way they must vote

- (b) if the way they must vote is specified on the proxy form, must vote that way, and
- (c) if the proxy is also a member or holds more than one proxy, may cast the votes held in different ways.

## Councillors

### 38. Number of Councillors

The Society must have a Council of at least nine and no more than twelve members elected to the Council. The Councillors and the President in office at any point in time shall constitute the Council of the Society.

The Councillors, office bearers, as nominated in clause 40.2(a), and President in office at the date of adoption of this constitution shall, subject to clause 42, remain in office until the annual General Meeting first held after the date of adoption of this constitution.

### 39. Election and appointment of Councillors other than President

- 39.1 The members may elect a Councillor by a resolution passed at each annual General Meeting.
- 39.2 Each of the Councillors must be appointed by a separate resolution, unless:
  - (a) the members present have first passed a resolution that the appointments may be voted on together, and
  - (b) no votes were cast against that resolution.
- 39.3 A person is eligible for election as a Councillor of the Society if they:
  - (a) are a member of the Society, or a representative of a member of the Society (appointed under clause 24)
  - (b) are nominated by two members or representatives of members entitled to vote (unless the person was previously elected as a Councillor at a General Meeting and has been a Councillor since that meeting)
  - (c) give the Society their signed consent to act as a Councillor of the Society, and
  - (d) are not ineligible to be a Councillor under the Corporations Act or the ACNC Act.
- 39.4 Nomination for election as a Councillor will be carried out as follows:
  - (a) A person's nomination for election as a Councillor will be included in the notice of meeting for the General Meeting at which the election is to be considered by members
  - (b) Where the number of persons for which nominations for election as a Councillor included in the notice of meeting referred to in clause 39.4(a) is fewer than 11, the Chairperson may accept nomination(s) provided in accordance with the requirements of clause 39.3(a)-(d) for election as a Councillor from the floor of the meeting. Resolution(s) deriving from nomination(s) accepted by the Chairperson under this clause will be included in the business to be considered at the meeting, as if included in the notice of meeting distributed to members. A decision to accept any, or all nominations from the floor of the meeting resides solely with the Chairperson.
  - (c) The outcome of voting on a resolution included in the business of a meeting pursuant to (b) shall be conclusive, notwithstanding that:

- (i) the resolution is not included in the notice of meeting distributed to members, and
  - (ii) members voting by proxy have not been advised of the resolution.
- 39.5 The Councillors may appoint a person as a Councillor to fill a casual vacancy or as an additional Councillor if that person:
  - (a) is a member of the Society, or a representative of a member of the Society (appointed under clause 24)
  - (b) gives the Society their signed consent to act as a Councillor of the Society, and
  - (c) is not ineligible to be a Councillor under the Corporations Act or the ACNC Act.
- 39.6 If the number of Councillors is reduced to fewer than nine or is less than the number required for a quorum, the continuing Councillors may act for the purpose of increasing the number of Councillors to nine (or higher if required for a quorum) or calling a General Meeting, but for no other purpose.

#### **40. Election and appointment of President and appointment of office bearers**

##### **40.1 Election and appointment of President**

- (a) The members must elect a member as the Society's President at each annual General Meeting by resolution.
- (b) A member is eligible for election as President if the member:
  - (i) is nominated by two (2) members entitled to vote
  - (ii) gives the Society signed consent to act as President
- (c) No member shall serve more than four (4) consecutive one-year terms as President. Where a member has served a four (4) consecutive year term as President, that member is ineligible for election as President until a period of 12 months has lapsed since conclusion of the previous four (4) year term.
- (d) Nomination(s) for election as President will be included in the notice of meeting for which the election is to be considered by members and may be made in association with nomination and notice provisions set out in clause 39.4(a).
- (e) Where no member nominates for election as President or where no member is elected as President, the Council will at the meeting of the Council first held after the annual General Meeting, at which the election of the Councillors and President was last considered and subject to the consent of the Councillor concerned, appoint a Councillor as President. A Councillor appointed President under this clause shall, subject to clause 40.2(c) (but excluding reference to clause 40.2(a)) retain the office of President until the following annual General Meeting.

##### **40.2 Appointment of office bearers**

- (a) The Councillors will, at the meeting of Councillors first held after an annual General Meeting, and subject to the consent of the Councillors concerned, appoint Councillors to the office bearer positions of:
  - (i) Vice President
  - (ii) Treasurer
  - (iii) Secretary (to be read in association with clause 56.2).
- (b) Unless determined otherwise by the Councillors, appointments made pursuant to (a) will remain in force:



- (i) until the meeting of Councillors first held after the subsequent annual General Meeting, or
  - (ii) until the office bearer ceases to be a Councillor.
- (c) A Councillor appointed to an office bearer position pursuant to clause 40.2(a) may resign from that position at any time, and the Council may terminate the appointment at any time.
- (d) Subject to the requirements of the Corporations Act, the roles and responsibilities of the office bearers will be determined by the Council.

#### **41. Term of office**

- 41.1 At each annual General Meeting:
  - (a) any Councillor appointed by the Councillors to fill a casual vacancy or as an additional Councillor must retire.
  - (b) all the members of the Council for the time being shall retire from office but shall be eligible upon nomination for re-election.
- 41.2 Other than a Councillor appointed under clause 39.5, a Councillor's term of office starts at the end of the annual General Meeting at which they are elected and ends at the end of the annual General Meeting at which they retire.
- 41.3 A Councillor who retires under clause 41.1 may nominate for election or re-election, subject to clause 41.4.
- 41.4 A Councillor who has held office for a continuous period of nine years or more may only be re-elected by a Special resolution.

#### **42. When a Councillor stops being a Councillor**

A Councillor stops being a Councillor if they:

- (a) give written notice of resignation as a Councillor to the Society
- (b) die
- (c) are removed as a Councillor by a resolution of the members
- (d) stop being a member of the Society
- (e) are a representative of a member, and that member stops being a member
- (f) are a representative of a member, and the member notifies the Society that the representative is no longer a representative
- (g) are absent for 3 consecutive Councillors' meetings without approval from the Councillors, or
- (h) become ineligible to be a Councillor of the Society under the Corporations Act or the ACNC Act.

## **Powers of Councillors**

#### **43. Powers of Councillors**

- 43.1 The Councillors are responsible for managing and directing the activities of the Society to achieve the purpose(s) set out in clause 6.
- 43.2 The Councillors may use all the powers of the Society except for powers that, under the Corporations Act or this constitution, may only be used by members.
- 43.3 The Councillors must decide on the responsible financial management of the Society including:
  - (a) any suitable written delegations of power under clause 44, and

- (b) how money will be managed, such as how electronic transfers, negotiable instruments or cheques must be authorised and signed or otherwise approved.
- 43.4 The Councillors cannot remove a Councillor or auditor. Councillors and auditors may only be removed by a members' resolution at a General Meeting.

#### **44. Delegation of Councillors' powers**

- 44.1 The Councillors may delegate any of their powers and functions to a committee, a Councillor, an employee of the Society (such as a chief executive officer) or any other person, as they consider appropriate.
- 44.2 The delegation must be recorded in the minutes of Councillors' meetings or circular resolutions.

#### **45. Payments to Councillors**

- 45.1 The Society must not pay fees to a Councillor for acting as a Councillor or office bearer.
- 45.2 The Society may:
  - (a) pay a Councillor for work they do for the Society, other than as a Councillor, if the amount is no more than a reasonable fee for the work done, or
  - (b) reimburse a Councillor for expenses properly incurred by the Councillor in connection with the affairs of the Society.
- 45.3 Any payment made under clause 45.2 must be approved by the Councillors.
- 45.4 The Society may pay premiums for insurance indemnifying Councillors, as allowed for by law (including the Corporations Act) and this constitution.

#### **46. Execution of documents**

The Society may execute a document without using a common seal if the document is signed by:

- (a) two Councillors of the Society, or
- (b) a Councillor and the secretary.

## **Duties of Councillors**

#### **47. Duties of Councillors**

The Councillors must comply with their duties as Councillors under legislation and common law (judge-made law), and with the duties described in governance standard 5 of the regulations made under the ACNC Act which are:

- (a) to exercise their powers and discharge their duties with the degree of care and diligence that a reasonable individual would exercise if they were a Councillor of the Society
- (b) to act in good faith in the best interests of the Society and to further the charitable purpose(s) of the Society set out in clause 6
- (c) not to misuse their position as a Councillor
- (d) not to misuse information they gain in their role as a Councillor
- (e) to disclose any perceived or actual material conflicts of interest in the manner set out in clause 48
- (f) to ensure that the financial affairs of the Society are managed responsibly, and
- (g) not to allow the Society to operate while it is insolvent.

#### **48. Conflicts of interest**

- 48.1 A Councillor must disclose the nature and extent of any actual or perceived material conflict of interest in a matter that is being considered at a meeting of Councillors (or that is proposed in a circular resolution):
- (a) to the other Councillors, or
  - (b) if all of the Councillors have the same conflict of interest, to the members at the next General Meeting, or at an earlier time if reasonable to do so.
- 48.2 The disclosure of a conflict of interest by a Councillor must be recorded in the minutes of the meeting.
- 48.3 Each Councillor who has a material personal interest in a matter that is being considered at a meeting of Councillors (or that is proposed in a circular resolution) must not, except as provided under clauses 48.4 or 48.5:
- (a) be present at the meeting while the matter is being discussed, or
  - (b) vote on the matter.
- 48.4 A Councillor may still be present and vote if:
- (a) their interest arises because they are a member of the Society, and the other members have the same interest
  - (b) their interest relates to an insurance contract that insures, or would insure, the Councillor against liabilities that the Councillor incurs as a Councillor of the Society (see clause 66)
  - (c) their interest relates to a payment by the Society under clause 65 (indemnity), or any contract relating to an indemnity that is allowed under the Corporations Act
  - (d) the Australian Securities and Investments Commission (ASIC) makes an order allowing the Councillor to vote on the matter, or
  - (e) the Councillors who do not have a material personal interest in the matter pass a resolution that:
    - (i) identifies the Councillor, the nature and extent of the Councillor's interest in the matter and how it relates to the affairs of the Society, and
    - (ii) says that those Councillors are satisfied that the interest should not stop the Councillor from:
      - a. being present or
      - b. being present and voting.

## Councillors' meetings

### 49. When the Councillors meet

The Councillors will meet not fewer than six (6) times a year.

### 50. Calling Councillors' meetings

- 50.1 A Councillor may call a Councillors' meeting by giving reasonable notice to all of the other Councillors.
- 50.2 A Councillor may give notice in writing or by any other means of communication that has previously been agreed to by all of the Councillors.

### 51. Chairperson for Councillors' meetings

- 51.1 The President is entitled to chair Councillors' meetings.

- 51.2 The Councillors at a Councillors' meeting may choose a Councillor to be the chairperson for that meeting if the President is:
- (a) not present within 30 minutes after the starting time set for the meeting, or
  - (b) present but does not want to act as chairperson of the meeting.

#### **52. Quorum at Councillors' meetings**

- 52.1 The quorum for a Councillors' meeting is a majority (more than 50%) of Councillors.  
52.2 A quorum must be present for the whole Councillors' meeting.

#### **53. Using technology to hold Councillors' meetings**

- 53.1 The Councillors may hold their meetings by using any technology (such as video or teleconferencing) that is agreed to by all of the Councillors.  
53.2 The Councillors' agreement may be a standing (ongoing) one.  
53.3 A Councillor may only withdraw their consent within a reasonable period before the meeting.

#### **54. Passing Councillors' resolutions**

- 54.1 A Councillors' resolution must be passed by a majority of the votes cast by Councillors present and entitled to vote on the resolution.  
54.2 The President does not have a casting vote.

#### **55. Circular resolutions of Councillors**

- 55.1 The Councillors may pass a circular resolution without a Councillors' meeting being held.  
55.2 A circular resolution is passed if all the Councillors entitled to vote on the resolution sign or otherwise agree to the resolution in the manner set out in clause 55.3 or clause 55.4.  
55.3 Each Councillor may sign:
  - (a) a single document setting out the resolution and containing a statement that they agree to the resolution, or
  - (b) separate copies of that document, as long as the wording of the resolution is the same in each copy.  
55.4 The Society may send a circular resolution by email to the Councillors and the Councillors may agree to the resolution by sending a reply email to that effect, including the text of the resolution in their reply.  
55.5 A circular resolution is passed when the last Councillor signs or otherwise agrees to the resolution in the manner set out in clause 55.3 or clause 55.4.

## **Secretary**

#### **56. Appointment and role of secretary**

- 56.1 The Society must have a secretary, who may be:
  - (a) a Councillor
  - (b) a member who is not a Councillor, or
  - (c) a non-member  
56.2 The appointment of a non-member as secretary shall be made only where:
  - (a) in the first instance - no Councillor consents to appointment
  - (b) in the second instance - no member who is not a Councillor consents to appointment.

- 56.3 After giving signed consent to accepting appointment as secretary, a secretary must be appointed by the Councillors and may be removed by the Councillors.
- 56.4 Subject to clause 45.1, the Council may determine the terms and conditions under which a secretary is appointed, including any remuneration.
- 56.5 The role of the secretary includes, but may not be limited to:
  - (a) maintaining a register of the Society's members, and
  - (b) maintaining the minutes and other records of General Meetings (including notices of meetings), Councillors' meetings and circular resolutions.

## Minutes and records

### 57. Minutes and records

- 57.1 The Society must, within one month, make and keep the following records:
  - (a) minutes of proceedings and resolutions of General Meetings
  - (b) minutes of circular resolutions of members
  - (c) a copy of a notice of each General Meeting, and
  - (d) a copy of a members' statement distributed to members under clause 30.
- 57.2 The Society must, within one month, make and keep the following records:
  - (a) minutes of proceedings and resolutions of Councillors' meetings (including meetings of any committees), and
  - (b) minutes of circular resolutions of Councillors.
- 57.3 To allow members to inspect the Society's records:
  - (a) the Society must give a member access to the records set out in clause 57.1, and
  - (b) the Councillors may authorise a member to inspect other records of the Society, including records referred to in clause 57.2 and clause 58.1.
- 57.4 The Councillors must ensure that minutes of a General Meeting or a Councillors' meeting are signed within a reasonable time after the meeting by:
  - (a) the chairperson of the meeting, or
  - (b) the chairperson of the next meeting.
- 57.5 The Councillors must ensure that minutes of the passing of a circular resolution (of members or Councillors) are signed by a Councillor within a reasonable time after the resolution is passed.

### 58. Financial and related records

- 58.1 The Society must make and keep written financial records that:
  - (a) correctly record and explain its transactions and financial position and performance, and
  - (b) enable true and fair financial statements to be prepared and to be audited.
- 58.2 The Society must also keep written records that correctly record its operations.
- 58.3 The Society must retain its records for at least 7 years.
- 58.4 The Councillors must take reasonable steps to ensure that the Society's records are kept safe.

## By-laws

### 59. By-laws

- 59.1 The Councillors may pass a resolution to make by-laws to give effect to this constitution.
- 59.2 Members and Councillors must comply with by-laws as if they were part of this constitution.

## Notice

### 60. What is notice

- 60.1 Anything written to or from the Society under any clause in this constitution is written notice and is subject to clauses 61 to 63, unless specified otherwise.
- 60.2 Clauses 61 to 63 do not apply to a notice of proxy under clause 36.5.

### 61. Notice to the Society

Written notice or any communication under this constitution may be given to the Society, the Councillors or the secretary by:

- (a) delivering it to the Society's registered office
- (b) posting it to the Society's registered office or to another address chosen by the Society for notice to be provided
- (c) sending it to an email address or other electronic address notified by the Society to the members as the Society's email address or other electronic address, or
- (d) sending it to the fax number notified by the Society to the members as the Society's fax number.

### 62. Notice to members

- 62.1 Written notice or any communication under this constitution may be given to a member:
  - (a) in person
  - (b) by posting it to, or leaving it at the address of the member in the register of members or an alternative address (if any) nominated by the member for service of notices
  - (c) sending it to the email or other electronic address nominated by the member as an alternative address for service of notices (if any)
  - (d) sending it to the fax number nominated by the member as an alternative address for service of notices (if any), or
  - (e) if agreed to by the member, by notifying the member at an email or other electronic address nominated by the member, that the notice is available at a specified place or address (including an electronic address).
- 62.2 If the Society does not have an address for the member, the Society is not required to give notice in person.

### 63. When notice is taken to be given

A notice:

- (a) delivered in person, or left at the recipient's address, is taken to be given on the day it is delivered
- (b) sent by post, is taken to be given on the third business day after it is posted with the correct payment of postage costs
- (c) sent by email, fax or other electronic method, is taken to be given on the business day after it is sent, and

- (d) given under clause 62.1(e) is taken to be given on the business day after the notification that the notice is available is sent.

## Financial year

### 64. Society's financial year

The Society's financial year is from 1 July to 30 June, unless the Councillors pass a resolution to change the financial year.

## Indemnity, insurance and access

### 65. Indemnity

- 65.1 The Society indemnifies each officer of the Society out of the assets of the Society, to the relevant extent, against all losses and liabilities (including costs, expenses and charges) incurred by that person as an officer of the Society.
- 65.2 In this clause, 'officer' includes a Councillor or secretary and includes a Councillor or secretary after they have ceased to hold that office.
- 65.3 In this clause, 'to the relevant extent' means:
  - (a) to the extent that the Society is not precluded by law (including the Corporations Act) from doing so, and
  - (b) for the amount that the officer is not otherwise entitled to be indemnified and is not actually indemnified by another person (including an insurer under an insurance policy).
- 65.4 The indemnity is a continuing obligation and is enforceable by an officer even though that person is no longer an officer of the Society.

### 66. Insurance

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

### 67. Councillors' access to documents

- 67.1 A Councillor has a right of access to the financial records of the Society at all reasonable times.
- 67.2 If the Councillors agree, the Society must give a Councillor or former Councillor access to:
  - (a) certain documents, including documents provided for or available to the Councillors, and
  - (b) any other documents referred to in those documents.

## Winding up

### 68. Surplus assets not to be distributed to members

If the Society is wound up, any Surplus assets must not be distributed to a member or a former member of the Society, unless that member or former member is a charity described in clause 69.1.

## 69. Distribution of surplus assets

- 69.1 Subject to the Corporations Act and any other applicable Act, and any court order, any surplus assets (including 'gift funds' defined in clause 69.4) that remain after the Society is wound up must be distributed to one or more charities:
- (a) with charitable purpose(s) similar to, or inclusive of, the purpose(s) in clause 6
  - (b) which also prohibit the distribution of any surplus assets to its members to at least the same extent as the Society, and
  - (c) that is or are deductible gift recipients within the meaning of the Income Tax Assessment Act 1997 (Cth).
- 69.2 The decision as to the charity or charities to be given the Surplus assets must be made by a Special resolution of members at or before the time of winding up. If the members do not make this decision, the Society may apply to the Supreme Court to make this decision.
- 69.3 If the Society's deductible gift recipient endorsement is revoked (whether or not the Society is to be wound up), any surplus gift funds must be transferred to one or more charities that meet the requirements of 69.1(a), (b) and (c), as decided by the Councillors.
- 69.4 For the purpose of this clause:
- (a) 'gift funds' means:
    - (i) gifts of money or property for the principal purpose of the Society
    - (ii) contributions made in relation to a fund-raising event held for the principal purpose of the Society, and
    - (iii) money received by the Society because of such gifts and contributions.
  - (b) 'contributions' and 'fund-raising event' have the same meaning as in Division 30 of the Income Tax Assessment Act 1997 (Cth)

## Definitions and interpretation

### 70. Definitions

In this constitution:

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

**Company** means the Society referred to in clause 1

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

**Councillor** means a member elected as a Councillor pursuant to this constitution, and whose functions and responsibilities reflect, in all respects, those of a director, as set out in the Corporations Act, and the term Councillor in this constitution has the same meaning as 'director' in the Corporations Act

**Council** means the Councillors and the President in office at any point in time as referred to in clause 38 and the term 'Council' in this constitution has the same meaning as the term 'board' in the Corporations Act

**General Meeting** means a meeting of members and includes the annual General Meeting, under clause 20.1

**Member present** means, in connection with a General Meeting, a Member present in person, by representative or by proxy at the venue or venues for the meeting

**President** means a member elected by the members to be the Society's President under clause 40.1 and shall be a Councillor of the Society. The term President has



the same meaning as given to 'chairperson' under the Corporations Act in accordance with the clause 71.4

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

**Society** means the Company referred to in clause 1 and has the same definition given to 'company' in the Corporations Act in accordance with clause 71.4

**Special resolution** means a resolution:

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

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

## **71. Reading this constitution with the Corporations Act**

- 71.1 The replaceable rules set out in the Corporations Act do not apply to the Society.
- 71.2 While the Society is a registered charity, the ACNC Act and the Corporations Act override any clauses in this constitution which are inconsistent with those Acts.
- 71.3 If the Society is not a Registered charity (even if it remains a charity), the Corporations Act overrides any clause in this constitution which is inconsistent with that Act.
- 71.4 A word or expression that is defined in the Corporations Act, or used in that Act and covering the same subject, has the same meaning as in this constitution.

## **72. Interpretation**

In this constitution:

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