A proud member of ACWA Australian Car Wash Association

CONSTITUTION

OF

AUSTRALIAN CAR WASH ASSOCIATION LIMITED

Australian Business Number (ABN) 68 140 680 039

A Company limited by guarantee

Contents

Preliminary

1. Name of the Company

The name of the Company is Australian Car Wash Association Limited (ABN: 68 140 680 039) (the **Company**).

2. Type of Company

The **Company** is a not-for-profit public Company limited by guarantee.

3. Liability of members limited to the guarantee

3.1 Each member must contribute an amount not more than $10 (the guarantee) to the property of the **Company** if the **Company** is wound up:

(a) while the member is a member, or within 12 months after they stop being a member; and

(b) at the time of winding up, the debts and liabilities of the **Company**, including the costs of winding up, incurred before the member stopped being a member exceed the Company's assets.

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

Purposes and Powers

4. Objects

4.1 To promote and represent the interests of its members within the car wash industry.

4.2 To develop strategic directions and policies to achieve industry best practices.

4.3 To provide resources, education, and training for car wash operators.

4.4 To advocate for environmentally sustainable practices in water usage and waste disposal.

4.5 To act as the peak body for the Australian and New Zealand car wash industry.

4.6 To apply the assets and income of the Association exclusively to the promotion of its objectives.

4.7 To act as an industry advocate during times of difficulty for the car wash industry as determined by the Board.

5. Powers

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

6. Not-for-profit

6.1 The **Company** must not distribute any income or assets directly or indirectly to its members, except as provided in clauses 6.2 and 71.

6.2 Clause 6.1 does not stop the **Company** from doing the following things, provided they are done in good faith:

(a) paying a member for goods or services they have provided or expenses they have properly incurred at fair and reasonable rates or rates more favourable to the **Company**; or

(b) making a payment to a member in carrying out the **Company**'s purposes.

7. Amending the constitution

7.1 The members may amend this constitution by passing a **special resolution**.

7.2 Any amendment to this constitution will take effect from the date of the **special resolution** or from any later date specified in the resolution.

Members

8. Membership and register of members

8.1 The members of the **Company** are those:

(a) included as such on the application for incorporation of the Company with their consent;

(b) any other person that the Board allows to be a member, in accordance with this constitution; and

(c) have not since ceased to be a member.

8.2 The **Company** must establish and maintain a register of members. The register of members must be kept by the Secretary and must contain:

(a) for each current member:

i. name;
ii. address;
iii. any alternative address nominated by the member for the service of notices; and
iv. date the member was entered on to the register.

(b) for each person who stopped being a member in the last 7 years:

i. name;
ii. address;
iii. any alternative address nominated by the member for the service of notices; and
iv. dates the membership started and ended.

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

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

9. Who can be a member

9.1 A person who supports a purpose of the **Company** is eligible to apply to be a member of the **Company** under clause 10.

9.2 In this clause, 'person' means an individual or incorporated body.

9.3 Membership is open to car wash owners, operators, suppliers and other industry stakeholders (with the prior approval of the Board) including applicants from Australia, New Zealand and Internationally.

9.4 The Board may determine additional membership categories as needed.

10. How to become a member

10.1 A person (as defined in clause 9.2) may apply to become a member of the **Company** by application to the administration of the Company by stating that they**:**

(a) want to become a member;
(b) Submit an application to the Board in the required form;
(c) support a purpose of the **Company**; and
(d) agree to comply with the **Company**'s constitution, including paying any applicable membership fees.

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

11. The Board to decide whether to approve membership

11.1 The Board will consider each application and determine whether to approve or reject a membership application.

11.2 If the Board reject an application, they are not required to provide reasons for coming to their decision.

11.3 The Board's decision will be final and binding on all parties.

12. Membership fees

12.1 Each member must pay any fee decided by the Board as and when they fall due including the membership fee and any other fee.

12.2 A member that has not paid the required membership fee in accordance with this clause may not exercise any of the rights associated with that member's membership, including the right to exercise any vote the member may have at a meeting of members.

13. Transfer of membership

13.1 Membership of the **Company** and the associated rights cannot be transferred or sold.

14. When a person stops being a member

14.1 A person (as defined in clause 9.2) immediately stops being a member if they:

(a) Die;

(b) fail to pay any required membership fee in accordance with clause 12 within one month after the date on which that membership fee becomes due or such later time as the Directors may determine;

(c) are wound up or otherwise dissolved or deregistered (for an incorporated member);

(d) resign, by writing to the Secretary;

(e) are expelled under the Member Conduct Policy; or

(f) 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.

15. Member Conduct and Dispute Resolution

15.1 The Company and members agree:

(a) To uphold and adhere the Member Conduct Policy in all respects as published from time to time; and

(b) Contribute to the objectives of the Company.

15.2 The Member Conduct Policy shall empower the Company to expel a member of the Company, subject to this constitution.

16. Disciplining members

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

(a) the member has breached this constitution; or

(b) the member's behaviour is causing, has caused, or is likely to cause harm to the **Company** or any of its Members; or

(c) the member has not followed the Member Conduct Policy.

16.2 At least 14 days before the Board meeting at which a resolution under clause 16.1 will be considered, the Secretary must notify the member in writing:

(a) that the Board is considering a resolution to warn, suspend or expel the member;

(b) that this resolution will be considered at a Board 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 Board, and details of how to do so.

16.3 Before the Board makes a decision under clause 16.1, the member must be afforded a reasonable opportunity to send a written explanation to the Board before that meeting not exceeding 21 days.

16.4 After considering any explanation under clause 16.3, the Board may:

(a) take no further action;

(b) warn the member;

(c) suspend the member's rights as a member for a period of no more than 12 months;

(d) expel the member;

(e) refer the decision to an unbiased, independent person on conditions that the Board consider appropriate (however, the person can only make a decision that the Board could have made under this clause); or

(f) require the matter to be determined at a **general meeting**.

The Board

17. Role of the Board

17.1 The Board shall manage the affairs and property of the **Company.**

17.2 The Board shall interpret this Constitution and make by-laws as necessary to assist the interpretation of this Constitution.

17.3 The Board shall consist of no less than 8 and no more than 11 elected members, including a President, Vice President, Treasurer and Secretary.

17.4 Elections shall be held at the **annual general meeting** and members shall serve a three-year term, with different Board Members being elected in different years.

17.5 Board members must adhere to strict governance standards including but not limited to:

(a) Maintaining confidentiality of discussions, decisions and deliberations;

(b) Declaring and managing conflicts of interest specified in clause 48;

(c) Ensuring ethical behaviour in meetings and decision-making;

(d) Not using the **Company's** resources for personal benefit; and

(e) Committing to reading and understanding financial and governance documents and any other documents as required by the **Company**.

17A. Board Composition Statement

(a) ACWA values strong input from operator members on its Board and recognises the importance of balanced representation across the car wash industry.

(b) ACWA will endeavour, where practicable, to maintain strong representation of operator members on the Board.

(c) ACWA will also seek, as far as practicable, to ensure representation from multiple Australian States and Territories.

(d) This clause expresses an aspirational objective only. It does not limit, restrict or otherwise affect any member's eligibility for nomination or voting rights under this Constitution or the Corporations Act 2001.

18. Election of the Board

18.1 At the first Board meeting held after the **annual general meeting,** the Directors will elect the President, Vice President, Treasurer and Secretary from among themselves.

Members of the Board and their Responsibilities

19. President

19.1 The role of the President is to:

(a) Oversee the strategic direction of the **Company** and ensure that the **Company** operates in the best interests of its members;

(b) Act as the primary representative of the **Company** to members, industry stakeholders and government bodies**;**

(c) Chair Board Meetings, ensuring productive discussions, and supporting a cohesive and effective governance structure;

(d) Collaborate with the Board and management to maintain the **Company's** financial health and operational effectiveness; and

(e) Act as a conduit between the Board and the **Company's** staff.

20. Vice President

20.1 The role of the Vice President is to assist the President and assume their role in their absence.

21. Treasurer

21.1 **Role of the Treasurer**

(a) The Treasurer must ensure the management of financial records and ensure financial accountability.

(b) They must present commentary on the balance sheets and profit/loss statements at Board meetings and at the General Meeting.

(c) Provide financial reports at each Board Meeting.

(d) Present audited accounts to members at the Annual General Meeting.

22. Secretary

22.1 The **Company** must have at least one Secretary, who may also be a Director.

22.2 A Secretary must be appointed by the Directors (after giving the **Company** their signed consent to act as Secretary of the **Company**) and may be removed by the Directors.

22.3 The Directors must decide the terms and conditions under which the Secretary is appointed, including any remuneration.

22.4 The Secretary must ensure that the following are maintained:

(a) a register of the **Company**'s members;

(b) compliance with statutory and regulator requirements;

(c) the minutes and other records of **general meeting**s (including notices of meetings), Directors' meetings and resolutions; and

(d) Assist with governance administration.

23. Directors

23.1 The **Company** must have at least eight and no more than eleven Directors.

23.2 All Board members shall be Directors.

23.3 All Board members shall be a member of the Company or represent an incorporated member.

24. Election and appointment of Directors

24.1 The members may elect a Director by a resolution passed in a **general meeting**.

24.2 Each of the Directors 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.

24.3 A person is eligible for election as a Director of the **Company** if they:

(a) are a member of the **Company**, or a representative of a member of the **Company** (appointed under clause 51);

(b) are 18 years of age or older;

(c) are nominated by two members or representatives of members entitled to vote (unless the person was previously elected as a Director at a **general meeting** and has been a Director since that meeting);

(d) give the **Company** their signed consent to act as a Director of the **Company**; and

(e) are not ineligible to be a Director under the **Corporations Act**.

24.4 The Directors may appoint a person as a Director to fill a casual vacancy or as an additional Director if that person:

(a) is a member of the **Company**, or a representative of a member of the **Company** (appointed under clause 51);

(b) is 18 years of age or older;

(c) gives the **Company** their signed consent to act as a Director of the **Company**; and

(d) is not ineligible to be a Director under the **Corporations Act**.

24.5 If the number of Directors is reduced to fewer than three or is less than the number required for a quorum, the continuing Directors may act but only:

(a) in an emergency;

(b) for the purpose of increasing the number of Directors to three (or higher if required for a quorum); or

(c) to call a **general meeting**.

25. Appointment of chairperson

25.1 The chairperson will be the President as elected by the Board at the first meeting of the Board after the annual general meeting.

25.2 If the President is not present at a meeting and cannot chair that meeting, the Vice President will act as chairperson for that meeting.

25.3 If the Vice President is also not present at a meeting, then the chairperson for that meeting will be a Board Member elected by the Board to act as chairperson for that meeting.

25.4 The President may be re-elected.

26. Term of office

26.1 A Director's term of office starts at the end of the **general meeting** at which they are elected and ends at the end of the **general meeting** at which they retire.

27. When a Director stops being a Director

27.1 A Director stops being a Director if they:

(a) give written notice of resignation as a Director to the **Company;**

(b) die;

(c) become bankrupt or insolvent;

(d) are mentally or physically unstable to fulfil their duties as a Director;

(e) engage in conduct that is against the objects of the **Company**;

(f) fail to declare a conflict of interest (specified in clause 47) in any of the **Company's** dealings;

(g) continually fail to read and understand accounts and Board documents;

(h) Use the **Company's** resources for personal benefit;

(i) are removed as a Director by a resolution of more than 50% of the Board;

(j) stop being a member of the **Company**;

(k) are a representative of a member, and that member stops being a member;

(l) are a representative of a member, and the member notifies the **Company** that the representative is no longer a representative;

(m) are absent for 2 consecutive Directors' meetings without approval from the Directors; or

(n) become ineligible to be a Director of the **Company** under the **Corporations Act.**

28. Powers of Directors

28.1 The Directors are responsible for managing and directing the activities of the **Company** to carry out the purpose(s) set out in clause 4.

28.2 The Directors may use all the powers of the **Company** except for powers that, under the **Corporations Act** or this constitution, may only be used by members.

28.3 The Directors must decide on the responsible financial management of the **Company** including:

(a) any suitable written delegations of power under clause 43; and

(b) how money will be managed, such as how electronic transfers, negotiable instruments or cheques must be authorised and signed or otherwise approved.

29. Delegation of Directors' powers

29.1 The Directors may delegate any of their powers and functions to a committee, a Director, an employee of the **Company** (such as a chief executive officer) or any other person, as they consider appropriate.

29.2 The **Company** must keep appropriate records of any delegations.

30. Payments to Directors

30.1 The **Company** must not pay Directors' fees.

30.2 The **Company** may:

(a) pay a Director for work they do for the **Company**, other than as a Director, if the amount is no more than a reasonable fee for the work done; or

(b) reimburse a Director for expenses properly incurred by the Director in connection with the affairs of the **Company.**

30.3 Any payment made under clause 30 must be approved by the Directors.

31. Execution of documents

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

(a) two Directors of the **Company;**

(b) a Director and the Secretary; or

(c) or some other person or combination of persons appointed by the Board for that purpose.

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

32. Validity

32.1 An act done by a Director or by a meeting of the Directors or a committee attended by a Director is not invalid just because:

(a) of a defect in the appointment of the Director;

(b) the person is disqualified from being a Director or has vacated office; or

(c) the person is not entitled to vote,

if that circumstance was not known by the person or the Directors or committee, as the case may be, when the act was done.

33. Duties of Directors

33.1 The Directors must comply with their duties:

(a) to exercise their powers and discharge their duties with the degree of care and diligence that a reasonable individual would exercise if they were a Director of the **Company;**

(b) to act in good faith in the best interests of the **Company** and to further the charitable purpose(s) of the **Company** set out in clause 4;

(c) not to misuse their position as a Director;

(d) not to misuse information they gain in their role as a Director;

(e) to disclose any perceived or actual material conflicts of interest in the manner set out in clause 48;

(f) to ensure that the financial affairs of the **Company** are managed responsibly; and

(g) not to allow the **Company** to operate while it is insolvent.

34. Conflicts of interest

34.1 A Director must disclose the nature and extent of any actual or perceived material conflict of interest in a matter that is being considered at a meeting of the Board (or that is proposed in a resolution to be passed under clause 55):

(a) to the other Directors; or

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

34.2 The disclosure of a conflict of interest by a Director must be recorded in the minutes of the meeting.

34.3 Each Director who has a material personal interest in a matter that is being considered at a meeting of The Board (or that is proposed in a resolution to be passed under clause 55) must not:

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

(b) vote on the matter,

except as provided under clauses 48.4.

34.4 A Director may still be present and vote if:

(a) their interest arises because they are a member of the **Company**, and the other members have the same interest

(b) their interest relates to an insurance contract that insures, or would insure, the Director against liabilities that the Director incurs as a Director of the **Company** (see clause 68)

(c) their interest relates to a payment by the **Company** under clause 67 (indemnity), or any contract relating to an indemnity that is allowed under the **Corporations Act**

(d) the Australian Securities and Investments Commission (ASIC) makes an order allowing the Director to vote on the matter, or

(e) the Directors who do not have a material personal interest in the matter pass a resolution that:

i. identifies the Director, the nature and extent of the Director's interest in the matter and how it relates to the affairs of the **Company**, and

ii. says that those Directors are satisfied that the interest should not stop the Director from voting or being present.

Board meetings

35. When the Board meets

35.1 The Board must meet at least four times each financial year.

36. Calling Board meetings

36.1 A Board Member may call a Board meeting by giving reasonable notice to all of the other members of the Board.

36.2 A member of the Board may give notice in writing or by any other means of communication that has previously been agreed to by all of the members.

37. Chairperson for Board meetings

37.1 The **chairperson** is entitled to chair Board meetings.

37.2 The members at Board meetings may choose a Director to chair that meeting if the **chairperson** 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.

38. Quorum at Board meetings

38.1 The quorum shall be either:

(a) at least six members; or

(b) at least 50% of the members of the Board.

39. Using technology to hold Board meetings

39.1 The Board Members may hold their meetings by using any **virtual meeting platform** that is agreed to by all of the Board Members.

39.2 The Board Members agreement may be a standing (ongoing) one.

39.3 A Board Members may only withdraw their consent within a reasonable period before the meeting.

40. Conduct of the meetings

40.1 Directors must be financial members at the time of the Board Meeting.

40.2 At the first meeting after the Annual General Meeting, the Board will elect from its Membership, the President, Vice President, Treasurer and Secretary.

40.3 Appropriate financial accounts must be maintained and presented at Board Meetings.

40.4 Minutes of meetings, including resolutions and financial presentations must be recorded.

40.5 The Board has the authority to fill casual vacancies as needed.

40.6 Special Board Meetings may be held when urgent business arises.

40.7

41. Passing Board resolutions

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

42. Resolutions of the Board without a meeting

42.1 The Board may pass a resolution without a Board meeting being held.

42.2 A resolution is passed if all the Board Members entitled to vote on the resolution sign or otherwise agree to the resolution in the manner set out in clause 56.3 or clause 56.4.

42.3 Each Board Member 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.

42.4 The **Company** may send a resolution by email to the Board Members and the Board Members may agree to the resolution by sending a reply email to that effect, including the text of the resolution in their reply.

42.5 The resolution is passed when the last Board Member signs or otherwise agrees to the resolution in the manner set out in clause 55.3 or clause 55.4.

Minutes and records

43. Minutes and records

43.1 The **Company** must, within one month, make and keep the following records:

(a) minutes of proceedings and resolutions of **general meetings;**

(b) minutes of any other resolutions of members;

(c) a copy of a notice of each **general meeting**; and

(d) a copy of a Member's statement distributed to Members under clause 27.

43.2 The **Company** must, within one month, make and keep the following records:

(a) minutes of proceedings and resolutions of Directors' meetings (including meetings of any committees); and

(b) minutes of any other resolutions of Directors.

43.3 To allow members to inspect the **Company**’s records:

(a) the **Company** must give a member access to the records set out in clause 63.1; and

(b) the Board may authorise a member to inspect other records of the **Company**, including records referred to in clause 63.2 and clause 64.1.

43.4 The Board must ensure that minutes of a **general meeting** or Directors’ meeting and Board meeting are signed within a reasonable time after the meeting by:

(a) the chairperson of the meeting; or

(b) the chairperson of the next meeting.

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

44. Financial and related records

44.1 The **Company** must make and keep written financial records that:

(a) correctly record and explain its transactions and financial position and performance; and

(b) enable true and fair financial statements to be prepared and to be audited.

44.2 The **Company** must also keep written records that correctly record its operations.

44.3 The **Company** must retain its records for the greater of 7 years or as required by law.

44.4 The Directors must take reasonable steps to ensure that the **Company**'s records are kept safe.

45. Director Access to Information

45.1 A Director of the Company has a right of access to any financial or sustainability records at all reasonable times in accordance with section 290 of the Corporations Act.

General meetings of members

46. Calling a general meeting

46.1 The Board may call a **general meeting**, at any time by providing at least 21 days’ notice to Members.

46.2 The Board must call an **annual general meeting** of the **Company** within five months of the end of each financial year with this annual general meeting to include:

(a) Presentation and review of financial statements;

(b) Appointment of Board members due for renewal (Election or re-election of Board Members due for renewal);

(c) Appointment of Auditor; and

(d) All matters required by legislation.

46.3 All parts of this constitution that refer to **general meeting** shall apply to the **annual general meeting** in the preceding clause.

46.4 Members holding at least 5% of the votes, may request to the Board that a general meeting be held. The request must:

(a) Be in writing to the Board;

(b) State the resolution(s) proposed;

(c) Be signed by the member(s) proposing; and

(d) Be delivered either by email or post to the Company

46.5 If the requirements in clauses 19,2 (a) to (d) are fulfilled and the Board determine that a valid request is received, then the Board must;

(a) Within 21 days of the members' request, give all members notice of a general meeting; and

(b) Hold the general meeting within two (2) months of the members' request.

46.6 The members making the request may sign the request by signing a physical form of the document by hand or by signing an electronic form of the document using electronic means, which identifies the person and indicates the person's intention.

46.7 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.

46.8 If the Board do not call the meeting within 21 days of being requested under clause 46.4, 50% or more of the members who made the request may call and arrange to hold a **general meeting**.

46.9 To call and hold a meeting under clause 19.4 the members must:

(a) as far as possible, follow the procedures for **general meeting**s set out in this constitution;

(b) call the meeting using the list of members on the **Company**'s member register, which the **Company** must provide to the members making the request at no cost; and

(c) hold the **general meeting** within three months after the request was given to the **Company**.

46.10 The **Company** must pay the members who request the **general meeting** any reasonable expenses they incur because the Board did not call and hold the meeting.

47. Using technology to hold meetings

47.1 The **Company** may hold a **general meeting** at two or more venues using any **virtual meeting platform** or using a **virtual meeting platform** only, where the platform gives members a reasonable opportunity to participate, including to hear and be heard.

47.2 Anyone using this platform is taken to be present in person at the meeting.

47.3 If the general meeting is held using a **virtual meeting platform** only, then

(a) The place of the meeting is taken to be the registered office of the Company; and

(b) The time of the meeting is taken to be the time at the registered office of the Company.

47.4 If the **general meeting** is held at more than one physical venue (whether or not it is also held using a **virtual meeting platform**), then:

(a) The place of the meeting is taken to be the main physical venue of the meeting as set out in the notice of the meeting; and

(b) The time of the meeting is taken to be the time at the main physical venue of the meeting as set out in the notice of the meeting.

48. Notice of general meetings

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

(a) each member entitled to vote at the meeting;

(b) each Member of the Board; and

(c) the auditor (if any).

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

48.3 Subject to clause 48.4, notice of a **general meeting** may be provided less than 21 days before the meeting if members with at least 95% of the votes that may be cast at the meeting agree beforehand.

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

(a) remove a Board Member;

(b) appoint a Board Member in order to replace a Member who was removed; or

(c) remove an auditor.

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

(a) the place, date and time for the meeting (and if the meeting is to be held in two or more places or virtually, the **virtual meeting platform** that will be used to facilitate this);

(b) a statement regarding the member's right to request documents be sent in electronic or physical form;

(c) the general nature of the meeting's business;

(d) if applicable, that a **special resolution** is to be proposed and the words of the proposed resolution; and

(e) a statement that members have the right to appoint proxies and that, if a member appoints a proxy:

i. the proxy does not need to be a member of the **Company;**

ii. the proxy form must be delivered to the **Company's** registered address or the electronic address listed in the meeting notice at least 48 hours before the meeting.

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

49. Quorum at general meetings

49.1 For a **general meeting** to be held, at least 20 members (a quorum) must be present (in person, by proxy or by representative) 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 or proxy of more than one member).

49.2 No business may be conducted at a **general meeting** if a quorum is not present.

49.3 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.

49.4 If no quorum is present at the resumed meeting within 30 minutes after the starting time set for that meeting, the meeting is cancelled unless the chairperson extends the time with the maximum extension permitted being 1 hour.

50. Right of non-members to attend meetings

50.1 The **chairperson** of a **general meeting** may invite any person to attend and address a meeting.

50.2 Any auditor and any Director of the **Company** is entitled to attend and address a general meeting.

50.3 The **Company** must give the auditor (if any) any communications relating to the **general meeting** that a member of the **Company** is entitled to receive.

51. Representatives of members

51.1 An incorporated member may appoint as a representative:

(a) one individual to represent the member at meetings and to sign resolutions under clause 57; and

(b) the same individual or another individual for the purpose of being appointed or elected as a Director.

51.2 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 **Company** or, for representation at a meeting, be given to the **chairperson** before the meeting starts.

51.3 A representative has all the rights of a member relevant to the purposes of the appointment as a representative.

51.4 The appointment may be standing.

52. Chairperson for general meetings

52.1 The chairperson is entitled to chair general meetings.

52.2 If the chairperson does not attend the general meeting the Vice President shall take the chair and failing the Vice President the Vice President the senior Board member present.

53. Role of the chairperson

53.1 The **chairperson** is responsible for the conduct of the **general meeting**.

53.2 The **chairperson** must give members a reasonable opportunity to make comments and ask questions (including to the auditor (if any)).

53.3 The **chairperson** does not have a casting vote.

54. Adjournment of meetings

54.1 If a quorum is present, a **general meeting** must be adjourned if a majority of members present direct the chairperson to adjourn it.

54.2 Only unfinished business may be dealt with at a meeting resumed after an adjournment.

Members' resolutions and statements

55. Members' resolutions and statements

55.1 Members with at least 5% of the votes that may be cast on a resolution may give:

(a) written notice to the **Company** of a resolution they propose to move for a proper purpose at a **general meeting** (**members' resolution**); and/or

(b) a written request to the **Company** that the **Company** give all of its members a statement about a proposed resolution or any other matter that may properly be considered at a **general meeting** (**members' statement**).

55.2 A notice of a members' resolution must set out the wording of the proposed resolution and be signed by the members proposing the resolution.

55.3 A request to distribute a members' statement must set out the statement to be distributed and be signed by the members making the request.

55.4 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.

55.5 The percentage of votes that members have (as described in clause 56.1) is to be worked out as at midnight before the request or notice is given to the **Company**.

55.6 If the **Company** has been given notice of a members' resolution for a proper purpose under clause 56.1(a), the resolution must be considered at the next **general meeting** held more than two months after the notice is given.

55.7 This clause does not limit any other right that a member has to propose a resolution at a **general meeting**.

56. The Company to give notice of proposed resolution or distribute statement

56.1 If the **Company** has been given a notice or request under clause 56:

(a) in time to send the notice of proposed members' resolution or a copy of the members' statement to members with a notice of meeting, it must do so at the **Company**'s cost; or

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

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

(a) it is more than 1,000 words long;

(b) the Board Members consider it may be defamatory;

(c) clause 57.1(b) applies, and the members who proposed the resolution or made the request have not paid the **Company** enough money to cover the cost of sending the notice of the proposed members' resolution or a copy of the members' statement to members; or

(d) in the case of a proposed members' resolution, the resolution does not relate to a matter that may be properly considered at a **general meeting** or is otherwise not a valid resolution able to be put to the members.

57. Resolutions without meetings

57.1 A resolution may be passed without a general meeting being held.

57.2 Such a resolution must be passed in accordance with the rules in section 249A of the Corporations Act 2001.

Voting at general meetings

58. How many votes a member has

Each member has one vote.

59. Challenge to member's right to vote

59.1 A member or the **chairperson** may only challenge a person's right to vote at a **general meeting** at that meeting.

59.2 If a challenge is made under clause 30.1, the chairperson must decide whether or not the person may vote. The chairperson's decision is final.

60. How voting is carried out

60.1 Voting must be conducted and decided by:

(a) a show of hands;

(b) a poll;

(c) a vote in writing; or

(d) another method chosen by the **chairperson** that is fair and reasonable in the circumstances.

60.2 Before a vote is taken, the **chairperson** must note whether any proxy votes have been received and, if so, how the proxy votes will be cast.

60.3 On a show of hands, the **chairperson's** decision is conclusive evidence of the result of the vote.

60.4 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.

61. When and how a Poll must be held

61.1 A Poll may be demanded on any resolution instead of or after a vote by a show of hands by:

(a) at least five **members present** who are entitled to vote on the relevant resolution;

(b) **Members present** with at least 5% of the votes that may be passed on the relevant resolution (worked out as at the midnight before the vote in writing is demanded); or

(c) The **chairperson** of the meeting.

61.2 A Poll must be taken when and how the chairperson directs, unless clause 61.3 applies.

61.3 A Poll must be held immediately if it is demanded under clause 32.1:

(a) For the election of a **chairperson** under clause Clause 61.1**.**; or

(b) To decide whether to adjourn the meeting.

61.4 A demand for a Poll may be withdrawn.

62. Appointment of proxy

62.1 A member can appoint a proxy (who does not need to be a member) to attend and vote at a **meeting** on their behalf.

62.2 A proxy has the same rights as the member, unless the member they represent also attends, in which case the proxy cannot act.

62.3 Proxy forms must be signed and lodged with the **Company** at least 48 hours before the meeting.

62.4 A Proxy may be instructed how to vote and must follow those instructions.

62.5 A Proxy holding more than one appointment can cast votes differently for each proxy.

63. Voting by proxy

63.1 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).

63.2 When a Poll 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.

Notices

64. Notices

64.1 Any written notice or communication required under this Constitution (except notices of proxy under clause 33) must be given in accordance with this clause.

64.2 A notice may be given by:

(a) Delivering it to the registered office in person; or

(b) Delivering it to the registered office by post or delivery to the address of the Company; or

(c) Delivering it to the Company in by email or other electronic means.

64.3 Members may elect to receive notices in physical or electronic form, and the Company must take reasonable steps to comply with such elections.

64.4 All notices are taken to be delivered when sent.

64.5 If a notice is delivered or received on a non-business day or after 5:00pm on a business day, it is deemed received at 9:00am on the next business day.

Financial matters

65. Company's financial year

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

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Indemnity, insurance and access

66. Indemnity

66.1 The **Company** indemnifies each officer of the **Company** out of the assets of the **Company**, to the extent permitted by law (including the Corporations Act), against all losses and liabilities (including costs, expenses and charges) incurred by that person as an officer of the **Company**.

66.2 In this clause, 'officer' means a Director or Secretary and includes a Director or Secretary after they have ceased to hold that office.

66.3 The indemnity is a continuing obligation and is enforceable by an officer:

(a) even though that person is no longer an officer of the **Company, and**

(b) is enforceable without that person having first to incur any expense or make any payment.

67. Insurance

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

68. Directors' access to documents

68.1 A Director has a right of access to the financial records of the **Company** at all reasonable times.

68.2 The Directors may resolve to give a Director or former Director access to other records, including documents provided for or available to the Directors.

Winding up

69. Winding up voluntarily

69.1 If permitted by law, the **Company** may be wound up voluntarily by **special resolution**.

70. Surplus assets not to be distributed to members

70.1 If the **Company** is wound up, any **surplus assets** must not be distributed to a member or a former member of the **Company**, unless that member or former member is a charity described in clause 72.1.

71. Distribution of surplus assets

71.1 Subject to the **Corporations Act** and any other applicable Act, and any court order, any **surplus assets** that remain after the **Company** is wound up must be distributed to one or more charities:

(a) with charitable purpose(s) similar to, or inclusive of, the purpose(s) in clause 4; and

(b) which also prohibit the distribution of any **surplus assets** to its members to at least the same extent as the **Company**.

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

Definitions and interpretation

72. Definitions

In this constitution:

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

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

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

chairperson means a person elected by the Directors to be the **Company**'s chairperson under clause 39.

general meeting means a meeting of members.

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

Poll means a vote in which each member's full voting entitlement is counted, including any votes cast by a proxy or representative.

special resolution means a resolution:

i. of which notice has been given under clause 19.5(d); and

ii. that has been passed by at least 75% of the votes cast by **members present** and entitled to vote on the resolution.

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

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

73. Reading this constitution with the Corporations Act

73.1 The replaceable rules set out in the **Corporations Act** apply to the **Company**.

73.2 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.

74. 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).