



DRAGONS ABREAST AUSTRALIA LTD

ABN 33 104 261 029

A Company Limited by Guarantee

CONSTITUTION

ADOPTED
22 JUNE 2026



1.	INTRODUCTORY PROVISIONS	4
1.1.	DEFINITIONS	4
1.2.	NAME	5
1.3.	TYPE OF COMPANY	5
1.4.	LIMITED LIABILITY OF MEMBERS	5
1.5.	THE GUARANTEE	5
1.6.	CORPORATIONS ACT AND ACNC ACT	6
1.7.	INTERPRETATION	6
1.8.	ACTS NOT AFFECTED BY DEFECTS OR DISQUALIFICATIONS	6
2.	OBJECTS AND POWERS	7
2.1.	OBJECTS	7
2.2.	POWERS	7
3.	MEMBERSHIP	8
3.1.	CLASSES OF MEMBERSHIP	8
3.2.	FEES AND LEVIES	9
3.3.	APPLICATION FOR MEMBERSHIP	10
3.4.	ADMISSION AND REJECTION OF NEW MEMBERS	10
3.5.	MEMBERSHIP RENEWAL AND RE-JOINING	10
3.6.	REGISTER OF MEMBERS	11
3.7.	USE OF INFORMATION ON REGISTER OF MEMBERS	11
4.	AFFILIATES	11
4.1.	AFFILIATE CATEGORIES	11
4.2.	AFFILIATE DELEGATES	12
4.3.	AFFILIATION FEES	12
4.4.	APPLICATION FOR MEMBER GROUP AFFILIATION	12
4.5.	ADMISSION AND REJECTION OF NEW MEMBER GROUPS	13
4.6.	AFFILIATION RENEWAL	13
4.7.	REGISTER OF AFFILIATES	13
5.	RESIGNATION, DISCIPLINE AND APPEALS	14
5.1.	RESIGNATION OF A MEMBER OR MEMBER GROUP	14
5.2.	DISCIPLINE	14
5.3.	APPEAL AGAINST TERMINATION OR SUSPENSION	15
5.4.	APPEALS PANEL TO DECIDE APPEAL	16
6.	THE BOARD, COMMITTEES AND DELEGATION	16
6.1.	THE BOARD	16
6.2.	DIRECTORS	16
6.3.	TERMS OF OFFICE	17
6.4.	BOARD CHAIR	17
6.5.	DUTIES OF DIRECTORS	17
6.6.	MATERIAL PERSONAL INTERESTS	18
6.7.	DELEGATION	19
6.8.	COMMITTEES	19
7.	ELECTION, APPOINTMENT AND VACANCIES ON THE BOARD	19
7.1.	ELECTING DIRECTORS	19
7.2.	RESIGNATION, REMOVAL OR VACATION OF OFFICE OF A DIRECTOR	21
7.3.	VACANCIES ON BOARD	22
8.	MEETINGS OF THE BOARD	22
8.1.	BOARD MEETINGS	22
8.2.	MINUTES OF BOARD MEETINGS	23

8.3.	QUORUM FOR, AND ADJOURNMENT OF, BOARD MEETING	23
8.4.	RESOLUTIONS OF BOARD WITHOUT MEETING	23
9.	GENERAL MEETINGS	23
9.1.	ANNUAL GENERAL MEETINGS	23
9.2.	GENERAL MEETINGS	24
9.3.	QUORUM FOR, AND ADJOURNMENT OF, GENERAL MEETINGS	25
9.4.	PROCEDURE AT GENERAL MEETINGS	25
9.5.	VOTING AT GENERAL MEETINGS	26
9.6.	MINUTES OF GENERAL MEETINGS	26
10.	COMPANY SECRETARY	27
10.1.	APPOINTMENT OF COMPANY SECRETARY	27
10.2.	SUSPENSION AND REMOVAL OF COMPANY SECRETARY	27
10.3.	POWERS, DUTIES AND AUTHORITIES OF COMPANY SECRETARY	27
11.	FINANCE	27
11.1.	FINANCIAL YEAR	27
11.2.	FINANCIAL RECORDS AND AUDIT	27
11.3.	NOT-FOR-PROFIT	28
12.	DOCUMENTS AND LEGAL	28
12.1.	EXECUTION OF DOCUMENTS	28
12.2.	NOTICES	28
12.3.	AMENDMENTS TO CONSTITUTION	29
12.4.	BYLAWS	29
12.5.	INDEMNITY	29
12.6.	INSURANCE	29
13.	WINDING UP	30
13.1.	EXCESS PROPERTY ON WINDING UP	30

Date of most recent amendment	22 June 2026
Scheduled for review	22 June 2029



1. Introductory provisions

1.1. Definitions

1.1.1. In this constitution:

- a. **ACNC Act** means the *Australian Charities and Not-for-profits Commission Act 2012 (Cth)*;
- b. **affiliate** means a member group or unincorporated group that has been duly accepted or established as such in accordance with this constitution;
- c. **affiliation fee** means a fee payable to the company by member groups, for the receipt of affiliation rights and privileges;
- d. **ASIC** means the Australian Securities and Investments Commission;
- e. **board** means the directors for the time being, constituted as provided in this constitution;
- f. **bylaws** mean the bylaws of the company;
- g. **by lot** means making a determination or choice by lottery. For example, conducting a draw at random;
- h. **casual vacancy**, on the board, means a vacancy that happens when a director resigns, dies or otherwise stops holding office, or a vacancy that occurs if no candidate is elected to any vacant director position at a general meeting;
- i. **company** means Dragons Abreast Australia, a company limited by guarantee;
- j. **Corporations Act** means the *Corporations Act 2001 (Cth)*;
- k. **employee** means a person engaged by the company under a contract of employment, including both permanent and casual staff, but excluding contractors;
- l. **general meeting** means a meeting of the company's affiliate delegates and includes all general meetings (annual general meetings, general meetings and special general meetings);
- m. **member** means a person who has been duly accepted as such in accordance with this constitution and who has paid any fees and levies due to the company;
- n. **membership fee** means a fee payable to the company for the receipt of membership rights and privileges;
- o. **officer** means a director, company secretary, other officer or employee of the company;
- p. **properly constituted** means an organisation that is:
 - i incorporated under state or territory incorporation legislation;
 - ii registered under the *Corporations Act 2001*; or

- iii established as a body corporate in any other manner acceptable to the board.
 - q. **quorum** means the minimum number of directors or affiliate delegates who must be present at a board meeting or general meeting in order to constitute a valid meeting;
 - r. **signed** means agreed in writing;
 - s. **special resolution** means a resolution that is passed at a general meeting by the votes of at least 75% of the affiliate delegates who are present and voting;
 - t. **surplus assets** mean the assets and property after payment of the debts and liabilities remaining on a winding-up of the company and the costs, charges and expenses of the winding-up;
 - u. **written / in writing** means, unless the contrary intention appears, all forms of visible words, including printed, hard copy or electronic formats.
- 1.1.2. Words importing the singular include the plural where context requires or permits.

1.2. Name

- 1.2.1. The name of the company is Dragons Abreast Australia Ltd.

1.3. Type of company

- 1.3.1. The company is a not-for-profit public company limited by guarantee.

1.4. Limited liability of members

- 1.4.1. The liability of members is limited to the amount of the guarantee in clause 1.5.

1.5. The guarantee

- 1.5.1. If the company is wound up, each member agrees to contribute to the property of the company an amount not exceeding \$10 (the guarantee) if the winding up occurs while the person is a member or within 12 months after they cease to be a member. The contribution may be required to meet:
- a. debts and liabilities of the company incurred before the person ceased to be a member; or
 - b. the costs of winding up the company.

1.6. Corporations Act and ACNC Act

- 1.6.1. In this constitution, unless the context requires otherwise, a word or expression has, in a provision of this constitution that deals with a matter dealt with by a particular provision of the Corporations Act or the ACNC Act, the same meaning as in that provision of the respective Act.
- 1.6.2. Where there is any inconsistency between a clause in this constitution and the Corporations Act or the ACNC Act, the respective Act prevails to the extent of the inconsistency.
- 1.6.3. The provisions of the Corporations Act that apply as replaceable rules are displaced by this constitution and accordingly do not apply to the company.

1.7. Interpretation

- 1.7.1. The board has authority to interpret the meaning of this constitution and any matter relating to the company on which the constitution is silent, but any interpretation must have regard to the ACNC Act and the Corporations Act.
- 1.7.2. 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).

1.8. Acts not affected by defects or disqualifications

- 1.8.1. An act performed by the board, a committee or a person acting under the direction of the board is taken to have been validly performed.
- 1.8.2. Clause 1.8.1 applies even if the act was performed when:
 - a. there was a defect, informality or irregularity in the appointment of a director, committee or person acting under the direction of the board; or
 - b. there was an irregularity in the convening or conduct of any board meeting or general meeting that was not discovered until after the conclusion of that meeting; or
 - c. a director, committee member or person acting under the direction of the board was disqualified from being a member.

2. Objects and powers

2.1. Objects

- 2.1.1. The objects of the company in delivering its charitable purpose of Advancing Health are to:
- a. promote awareness of breast cancer in the Australian community, primarily, but not exclusively, through the sport of dragon boating and activities related to dragon boating;
 - b. support the health, wellbeing, empowerment and active participation in dragon boating of people who have lived with breast cancer, or who have a genetic predisposition to developing breast cancer, together with their supporters;
 - c. provide opportunities for participation in dragon boating and related activities for individuals and communities affected by breast cancer;
 - d. encourage the diversity, empowerment, personal safety and wellbeing of people who have lived with breast cancer or have a genetic predisposition to developing breast cancer (as recognised by The Royal Australasian College of Physicians);
 - e. harness the resources of the community to make a positive difference in the lives of people who have lived with breast cancer or have a genetic predisposition to developing breast cancer (as recognised by The Royal Australasian College of Physicians);
 - f. foster a safe, fair and inclusive environment and encourage a sense of community spirit and social interaction amongst members and affiliates;
 - g. do such things as are incidental or conducive to the attainment of any or all of these objects.

2.2. Powers

- 2.2.1. Solely for furthering the objects under clause 2.1, the company, in addition to any other powers it has under the Corporations Act, has the legal capacity and powers of a company limited by guarantee as set out under section 124 of the Corporations Act.
- 2.2.2. The company has the power to establish and maintain a deductible gift recipient fund (gift fund) to receive gifts, deductible contributions and any money received by the company because of such gifts and contributions, for the company's principal purpose. The gift fund must be operated in accordance with the requirements of the *Income Tax Assessment Act 1997 (Cth)*.

3. Membership

3.1. Classes of membership

3.1.1. The membership of the company consists of the following classes:

- a. full members:
 - i full members must be at least 18 years of age, support the objects of the company and abide by the company's constitution, bylaws and policies;
 - ii if requested by the board, full members must provide evidence of having had breast cancer or a prophylactic mastectomy;
 - iii full members may include both paddling and non-paddling members;
 - iv a full member who is an affiliate delegate is entitled to vote at general meetings in accordance with clause 4.2.1;
 - v full members are eligible for election to the board, subject to clause 6.2.2;
 - vi sub-classes of full membership, with definitions, may be outlined in the company's bylaws.
- b. supporter members:
 - i supporter members must be at least 18 years of age, support the objects of the company and abide by the company's constitution, bylaws and policies;
 - ii supporter members may include both paddling and non-paddling members;
 - iii a supporter member who is an affiliate delegate is entitled to vote at general meetings in accordance with clause 4.2.1;
 - iv supporter members are eligible for election to the board, subject to clause 6.2.2;
 - v sub-classes of supporter membership, with definitions, may be outlined in the company's bylaws.
- c. life members:
 - i life members must support the objects of the company and abide by the company's constitution, bylaws and policies;
 - ii life membership is open to any person who has rendered extraordinary and meritorious service to the company for an extended period;
 - iii any two members may nominate an eligible member for life membership;

- iv nominations for life membership must be in writing, signed by the members making the recommendation and received by the company secretary no less than two months prior to a general meeting;
 - v on the board's approval of the recommendation, the nominee will be proposed for election as a life member at the general meeting;
 - vi no more than one person will be awarded life membership at any general meeting;
 - vii life members must be elected by a vote supported by at least 75% of the affiliate delegates present and voting at a general meeting;
 - viii a life member who is an affiliate delegate is entitled to vote at general meetings in accordance with clause 4.2.1;
 - ix life members are eligible for election to the board, subject to clause 6.2.2.
- 3.1.2. The board shall have the power to create such other membership classes as it considers necessary.
- 3.1.3. The board shall have the power to limit the number of members in any class of membership from time to time.
- 3.1.4. A right, privilege or obligation which a person has by reason of being a member of the company is not capable of being transferred or transmitted from one person to another person.
- 3.1.5. Notwithstanding the membership rights and privileges listed in clause 3.1.1 any person who is a current employee of the company shall not be eligible to hold office as a director.

3.2. Fees and levies

- 3.2.1. Life members are not required to pay membership fees to the company.
- 3.2.2. The membership fees for each class of membership, other than life membership, are:
- a. the amounts decided by the board; and
 - b. due and payable when, and in the way, the board decides.
- 3.2.3. The board may waive or discount the membership fees and other fees payable by any member.
- 3.2.4. The board may at any time impose a levy upon all or any members in any amount and upon such payment terms as the board may think fit.
- 3.2.5. A member who has any membership fee, other fee or levy in arrears for a period of two months may have their membership terminated or suspended.

- 3.2.6. A member who has their membership terminated or suspended under clause 3.2.5 continues to be liable to pay any unpaid membership fee, other fee or levy.

3.3. Application for membership

- 3.3.1. An application for membership must be:
- a. in writing; and
 - b. in the form decided by the board; and
 - c. accompanied by any other documents or evidence of qualification for membership, which may be determined by the board from time to time.

3.4. Admission and rejection of new members

- 3.4.1. The board must consider an application for membership at the next board meeting held after it receives:
- a. the application for membership; and
 - b. the appropriate membership fee.
- 3.4.2. The board must decide at the meeting whether to approve or reject the application.
- 3.4.3. If a majority of the directors present and voting at the meeting vote to approve the applicant, the applicant must be accepted as a member.
- 3.4.4. If the board decides to reject an application, the company secretary must, as soon as practical, give the applicant notice of the decision in a manner determined by the board and refund any membership fees paid by the person.
- 3.4.5. An applicant whose application for membership has been rejected has no right of appeal against their rejection under this clause.

3.5. Membership renewal and re-joining

- 3.5.1. Existing members, other than life members, will be invited to renew their annual membership each year, in accordance with the timeframes and procedures set down by the board from time to time.
- 3.5.2. A member who has resigned from the company or otherwise forfeited their membership and later desires to re-join may be subject to the same process of admission to membership as any new member who has not previously been a member of the company.
- 3.5.3. If the board decides to reject a member's application to renew their membership, the company secretary must, as soon as practicable, give the applicant notice of the decision in a manner determined by the board.

- 3.5.4. An existing member whose application for membership renewal has been rejected has the right of appeal against the rejection in accordance with clause 5.3.

3.6. Register of members

- 3.6.1. The board must keep a register of members of the company.
- 3.6.2. The register must include the following particulars for each member:
- a. the full name of the member;
 - b. the address of the member;
 - c. contact details of the member;
 - d. the date on which the member's name was entered into the register;
 - e. the name and details of each member who stopped being a member of the company within the last seven years and the date on which the member stopped being a member (which may be kept separately from the rest of the register).
- 3.6.3. The register of members is open for inspection by the company secretary, the board and any other person approved by the board.

3.7. Use of information on register of members

- 3.7.1. Subject to the Corporations Act, privacy laws and confidentiality obligations, information contained in the register of members may be used only for a proper purpose and to further the objects of the company.

4. Affiliates

4.1. Affiliate categories

- 4.1.1. The company's affiliate categories include:
- a. member group:
 - i a member group must be a properly constituted organisation, support the objects of the company and abide by the company's constitution, bylaws and policies;
 - ii each member group must agree in writing to comply with the terms and conditions (including financial reporting requirements) determined by the board from time to time;
 - iii each member group must sign a trademark user agreement and a member group manual in a form approved by the board from time to time.

- b. unincorporated group:
 - i an unincorporated group must support the objects of the company and abide by the company's constitution, bylaws and policies;
 - ii unincorporated groups may be established by the board to represent individual members in geographical areas where no suitable member group exists;
 - iii unincorporated groups operate under the auspices of the company and are not properly constituted organisations.

4.2. Affiliate delegates

- 4.2.1. Each member group and each unincorporated group is entitled to nominate one affiliate delegate to act as its representative, who is entitled to vote at general meetings.
- 4.2.2. An affiliate delegate must be a member of the company.
- 4.2.3. Nomination of an affiliate delegate shall be made in writing to the company secretary by each member group and each unincorporated group.
- 4.2.4. An affiliate delegate may not simultaneously serve as a director.

4.3. Affiliation fees

- 4.3.1. Affiliation fees for member groups are:
 - a. the amounts decided by the board; and
 - b. payable when, and in the way, decided by the board.
- 4.3.2. Unincorporated groups are not required to pay affiliation fees to the company.
- 4.3.3. A member group which has any affiliation fee, other fee or levy in arrears for a period of two months may have their affiliation terminated or suspended.

4.4. Application for member group affiliation

- 4.4.1. An application for affiliation of a new member group must be:
 - a. in the form decided by the board; and
 - b. accompanied by any other documents or evidence of qualification for affiliation, as determined by the board from time to time.

4.5. Admission and rejection of new member groups

- 4.5.1. The board must consider an application for member group affiliation at the next board meeting held after it receives:
 - a. the application for affiliation; and
 - b. the appropriate affiliation fee for the application.
- 4.5.2. The board must decide at the meeting whether to accept or reject the application for affiliation.
- 4.5.3. If a majority of the directors present and voting at the meeting vote to accept the applicant, the applicant must be accepted as a member group.
- 4.5.4. The company secretary must, as soon as practicable after the meeting, give the applicant notice of the decision in a manner determined by the board.
- 4.5.5. If the board decides to reject an application for member group affiliation, the company secretary must, as soon as practical, give the applicant notice of the decision in a manner determined by the board and refund any affiliation fees paid by the applicant.
- 4.5.6. An applicant whose application for member group affiliation has been rejected has no right of appeal against their rejection under this clause.

4.6. Affiliation renewal

- 4.6.1. Member groups will be invited to renew their affiliation each year, in accordance with the timeframes and procedures set down by the board from time to time.
- 4.6.2. If the board decides to reject a member group's application to renew its affiliation, the company secretary must, as soon as practicable, give the applicant notice of the decision in a manner determined by the board.
- 4.6.3. An existing member group whose application for affiliation renewal has been rejected has the right of appeal against the rejection in accordance with clause 5.3.
- 4.6.4. A member group that has resigned from affiliation or otherwise forfeited its affiliation and later desires to re-affiliate may be subject to the same process of admission as any new member group that has not previously been affiliated with the company.

4.7. Register of affiliates

- 4.7.1. The board must keep a register of affiliates, which must include the following particulars for each affiliate:
 - a. the full name of the affiliate;
 - b. the address of the affiliate;

- c. contact details of the affiliate;
 - d. the name of the affiliate delegate nominated to act as its representative; and
 - e. any other particulars that the board may decide.
- 4.7.2. The register of affiliates is open for inspection only by the company secretary, the board, club delegates and any other person approved by the board.

5. Resignation, discipline and appeals

5.1. Resignation of a member or member group

- 5.1.1. A member or member group may resign from the company by giving written notice of resignation to the company secretary.
- 5.1.2. The resignation takes effect at:
 - a. the time the notice is received by the company secretary; or
 - b. if a later time is stated in the notice, the later time.

5.2. Discipline

- 5.2.1. The board may take action to terminate or suspend a member's membership or a member group's affiliation if it is determined that the member or member group has:
 - a. in the case of a member, has been convicted of an indictable offence; or
 - b. breached, failed, refused or neglected to comply with a provision of this constitution, the company's bylaws or any resolution or determination of the board or any duly authorised committee; or
 - c. acted in a manner injurious or prejudicial to the character and interests of the company; or
 - d. brought themselves, the company, any other member or affiliate into disrepute.
- 5.2.2. If the board decides to terminate or suspend a member's membership or a member group's affiliation, the company secretary must, within seven days after the decision, give the member or member group written notice:
 - a. setting out the proposed suspension or termination of membership or affiliation by the board and the grounds on which it is based;
 - b. stating that the member or a representative of the member group may address the board at a meeting to be held not earlier than seven days and not later than 28 days after the service of the notice;
 - c. stating that the member or member group representative may bring a support person to that meeting;

- d. stating the date, place and time of that meeting;
 - e. informing the member that the member or member group representative may do either or both of the following:
 - i attend and speak at that meeting;
 - ii submit to the board at or before the date of that meeting written representations relating to the decision.
- 5.2.3. Before the board terminates or suspends a member's membership or a member group's affiliation, the board must:
- a. give the member or member group a full and fair opportunity to make verbal representations at a meeting as mentioned in clause 5.2.2.b;
 - b. give due consideration to any written representations submitted to the board by the member or member group at or before the meeting mentioned in clause 5.2.2.b.
- 5.2.4. If, after considering all representations made by the member or member group, the board decides by resolution to terminate or suspend the membership or affiliation, the company secretary must, within seven days of the meeting mentioned in clause 5.2.2.b, give the member or member group written notice of the decision.
- 5.2.5. Upon the suspension or termination of their membership or affiliation rights, a member or member group shall immediately forfeit all associated rights, privileges and benefits, including without limitation voting rights, access to member or affiliate services and participation in company activities.
- 5.2.6. Clause 5.2.5 shall apply during any appeal process initiated by a member or member group following the suspension or termination of membership or affiliation.
- 5.2.7. Nothing in this constitution shall prevent the board from immediately prohibiting a member's or member group's right to participate in company activities in circumstances considered by the board to warrant such immediate action, pending the process outlined in clauses 5.2.2 - 5.2.4.

5.3. Appeal against termination or suspension

- 5.3.1. A member or member group whose membership or affiliation has been terminated or suspended, or whose application to renew their membership or affiliation has been rejected, may give the company secretary written notice of their intention to appeal against the decision.
- 5.3.2. A notice of intention to appeal must be given to the company secretary within seven days after the member or member group receives written notice of the decision.

- 5.3.3. Within seven days of the company secretary receiving a notice of intention to appeal, the board shall appoint an appeals panel comprising three independent people, other than directors.

5.4. Appeals panel to decide appeal

- 5.4.1. The appeals panel must hold the appeal meeting within 28 days after the company secretary receives the notice of intention to appeal.
- 5.4.2. At the appeal meeting, the appellant must be given a full and fair opportunity to show why their membership or affiliation should not be terminated or suspended, or why the renewal application should not be rejected.
- 5.4.3. Also, the board must be given a full and fair opportunity to show why the membership or affiliation should be terminated or suspended, or why the renewal application should be rejected.
- 5.4.4. An appeal must be decided by a majority vote of the appeals panel.
- 5.4.5. Where a decision of the board to suspend or terminate a member's membership or a member group's affiliation is set aside by the appeals panel, the membership or affiliation shall be reinstated without payment of any further fee.
- 5.4.6. Where a decision of the board to reject membership or affiliation renewal is set aside by the appeals panel, the membership or affiliation renewal shall be granted subject to the payment of any fees due.

6. The board, committees and delegation

6.1. The board

- 6.1.1. The business of the company is to be managed by or under the direction of the board.
- 6.1.2. The board must take all reasonable steps to ensure that the company complies with its obligations under the ACNC Act, Corporations Act and this constitution.
- 6.1.3. The directors may exercise all the powers of the company except any powers that the Corporations Act or the company's constitution requires the company to exercise at a general meeting.
- 6.1.4. The board has power to enforce the observance of all clauses in this constitution and any bylaws made by the board.

6.2. Directors

- 6.2.1. The board comprises between five and nine directors.
- 6.2.2. At least 75% of directors must be full members.

- 6.2.3. A person may be a director only if the person is:
- a. a member of the company;
 - b. at least 18 years of age;
 - c. not disqualified from managing a corporation; and
 - d. not a current employee of the company.

6.3. Terms of office

- 6.3.1. Subject to clause 6.3.2, the term of office for directors is three years.
- 6.3.2. To ensure continuity of governance, the board shall have the power to determine the sequence of retirements so that, as far as practicable, an equal proportion of directors retire at each annual general meeting.
- 6.3.3. No director may serve on the board for more than three consecutive three-year terms. Any director who has served three consecutive full terms must:
- a. resign as an elected director; and
 - b. shall not be eligible for election as a director for a period of at least one year.
- 6.3.4. Any period served by a director to fill a casual vacancy is excluded from the consecutive term limit set out in clause 6.3.3.

6.4. Board chair

- 6.4.1. At the first board meeting after each annual general meeting, the directors must appoint one director to the office of board chair.
- 6.4.2. The board chair must be a full member.
- 6.4.3. The board chair holds office until the first board meeting after the next annual general meeting, unless removed earlier by the board.
- 6.4.4. A director may be reappointed as board chair so long as they remain a director and a full member.

6.5. Duties of directors

- 6.5.1. Directors must comply with all legal duties and the obligations set out in ACNC Governance Standard 5, including their duties:
- a. to act with reasonable care and diligence;
 - b. to act honestly, fairly and in good faith in the best interests of the company and in furtherance of its charitable purpose;
 - c. not to misuse their position or any information obtained in their role as a director;
 - d. to disclose and appropriately manage conflicts of interest;

- e. to ensure the company's financial affairs are managed responsibly; and
- f. not to allow the company to operate while insolvent.

6.6. Material personal interests

- 6.6.1. A director shall in accordance with sections 191 or 192 of the Corporations Act disclose to the first board meeting after each annual general meeting any material personal interest which that director has in a matter that relates to the affairs of the company.
- 6.6.2. The disclosure must include details of the nature and extent of the director's material personal interest and the relation of that interest to the affairs of the company.
- 6.6.3. Without limiting the application of section 191(2) of the Corporations Act, clause 6.6.2 does not apply to an interest:
 - a. which the director has as a member of the company and which is held in common with the other members of the company; or
 - b. which relates to a contract that insures, or would insure, the director against liabilities the director incurs as an officer of the company (but only if the contract does not make the company or a related body corporate the insurer).
- 6.6.4. A director who has a material personal interest in a matter that is considered at a meeting of the board:
 - a. must not be present while the matter is being considered at the meeting; and
 - b. must not vote on the matter, and, if the director does vote, the director's vote must not be counted.
- 6.6.5. Clause 6.6.4 does not apply if:
 - a. the board has passed a resolution that identifies the director, the nature and extent of the director's interest in the matter and its relation to the affairs of the company, and states that those other directors voting for the resolution are satisfied that the interest should not disqualify the director from voting or being present; or
 - b. ASIC has declared or ordered in accordance with section 196 of the Corporations Act that the director may be present while the matter is being considered at the meeting, vote on the matter, or both be present and vote.
- 6.6.6. The board shall maintain a register of declared interests.

6.7. Delegation

- 6.7.1. The board may delegate any of its powers and authorities, duties and functions to any person or to any committee except:
 - a. the power to delegate; and
 - b. a function that is a duty imposed on the board by the Corporations Act or by any other law.
- 6.7.2. Despite any delegation under this clause, the board may continue to exercise all its functions, including any function that has been delegated to a committee and remains accountable for the exercise of those functions at all times.
- 6.7.3. The company must keep appropriate records of any delegations.

6.8. Committees

- 6.8.1. The board may create and dissolve any committees considered appropriate by the board to help with the conduct of the company's operations.
- 6.8.2. Committees shall have such membership, powers and duties as the board shall confer on them, or which the board shall delegate to them.
- 6.8.3. A committee may meet and adjourn as it considers appropriate, or as requested by the board.
- 6.8.4. A committee member who is not a director is not entitled to vote at a board meeting.
- 6.8.5. Subject to the board's absolute control and supervision, each committee may manage its own affairs but must make regular reports to the board, or otherwise as the board may require from time to time.
- 6.8.6. Each committee must promptly and regularly produce its meeting minutes and records for inspection by or on behalf of the board.
- 6.8.7. A committee must in the exercise of those powers delegated to it, conform to any regulation or restriction that the board may impose upon it from time to time.

7. Election, appointment and vacancies on the board

7.1. Electing directors

- 7.1.1. A director may only be elected as follows:
 - a. the company secretary calls for nominations for director positions at least 42 days before the general meeting at which the election is to be held;
 - b. any two members may nominate an eligible member (the candidate) to serve as a director;

- c. nominations must be:
 - i in writing; and
 - ii signed by the candidate and the members who nominated them; and
 - iii given to the company secretary at least 28 days before the general meeting.
 - d. a list of the candidates' names in alphabetical order, with the names of the members who nominated each candidate, must be open for inspection by affiliates for at least 14 days immediately preceding the general meeting.
 - e. if required by the board, balloting lists must be prepared containing the names of the candidates in order determined by lot.
 - f. each affiliate delegate may vote for one candidate for each vacant director position. Any equality in voting is resolved as follows:
 - i if there are two candidates and both candidates receive an equal number of votes, voting is determined by lot;
 - ii if there are three or more candidates and two or more candidates receive an equal highest number of votes, a second vote is conducted between only those candidates who received the equal highest number of votes. In the event that following the second vote, two or more candidates receive an equal highest number of votes, voting is determined by lot.
 - g. if there is only one candidate for a vacant director position, the candidate is declared elected if approved by a majority of affiliate delegates present and voting. If the candidate is not approved, nominations for the position may be taken from the floor of the meeting;
 - h. if, at the start of the general meeting, there are no candidates nominated for any vacant director position, nominations for that position may be taken from the floor of the meeting;
 - i. if no candidate is elected to any vacant board position, a casual vacancy is deemed to have occurred in that position.
- 7.1.2. A person may be a candidate only if the person is:
- a. a member of the company;
 - b. at least 18 years of age;
 - c. not disqualified from managing a corporation; and
 - d. not a current employee of the company.

7.2. Resignation, removal or vacation of office of a director

- 7.2.1. A director may resign from the board by giving written notice of resignation to the company secretary.
- 7.2.2. The resignation takes effect at:
 - a. the time the notice is received by the company secretary; or
 - b. if a later time is stated in the notice, the later time.
- 7.2.3. A director may be removed from office at a general meeting if a majority of the affiliate delegates present and voting at the meeting vote in favour of removing the director.
- 7.2.4. At a general meeting, before a vote is taken about removing a director from office, the director and any other directors and affiliate delegates must be given a full and fair opportunity to show why the director should not be removed from office.
- 7.2.5. Also, other directors and affiliate delegates must be given a full and fair opportunity to show why the director should be removed from office.
- 7.2.6. A director shall vacate office if that person:
 - a. dies;
 - b. becomes disqualified from being a director under the Corporations Act or the ACNC Act;
 - c. is subject to a guardian, administration or mental health order under applicable legislation;
 - d. is convicted of an indictable offence or is made bankrupt;
 - e. does not have a current director identification number registered with the Australian Business Registry Services;
 - f. fails to disclose in accordance with the Corporations Act the nature of any material personal interest in a matter that relates to the affairs of the company;
 - g. is absent from three consecutive board meetings without approval of the board;
 - h. ceases to be a member of the company;
 - i. becomes an employee of the company;
 - j. does not agree to undergo a criminal history check or is disqualified as a result of such a check, if the board requests the member to undergo a criminal history check; or
 - k. does not otherwise comply with the requirements of this constitution.
- 7.2.7. A director has no right of appeal against their removal from office under this clause.

- 7.2.8. Any director who has their membership of the company terminated or suspended may not return to the office vacated by them for the remainder of the term for that position.
- 7.2.9. Clause 7.2.8 does not apply in the case of any decision of the board to suspend or terminate a member's membership, which is subsequently set aside by an appeals panel.

7.3. Vacancies on board

- 7.3.1. If a casual vacancy occurs in a director position, the continuing directors may appoint another eligible member of the company to fill the vacancy until the next annual general meeting.
- 7.3.2. The continuing directors may act despite a casual vacancy on the board, provided that if the number of directors is less than five, the continuing directors may act only to:
 - a. increase the number of directors to at least five; or
 - b. call a general meeting.

8. Meetings of the board

8.1. Board meetings

- 8.1.1. The board may meet for the transaction of business, adjourn and otherwise regulate its meetings as the board deems fit.
- 8.1.2. A director may call a board meeting by giving reasonable notice to all other directors.
- 8.1.3. Notice of a meeting is to be given in the way decided by the board.
- 8.1.4. The board may hold meetings or permit directors to take part in its meetings by using any technology that reasonably allows each director to take part in discussions as they happen.
- 8.1.5. A director who participates in the meeting as mentioned in clause 8.1.4 is taken to be present at the meeting.
- 8.1.6. Each director present is entitled to one vote only.
- 8.1.7. A question arising at a board meeting is to be decided by a majority vote of the directors voting on the resolution and, if the votes are equal, the question is resolved so as to maintain the status quo.
- 8.1.8. At each board meeting:
 - a. the board chair is to preside as chairperson; and
 - b. if there is no board chair or if the board chair is not present within 15 minutes after the time fixed for the meeting or is unwilling to act, the directors present may choose one director to be chairperson of the meeting; and

- c. the chairperson must conduct the meeting in a proper and orderly way.

8.2. Minutes of board meetings

- 8.2.1. The board must ensure a record of all directors present and full and accurate minutes of each board meeting are recorded.
- 8.2.2. To ensure the accuracy of the minutes, the minutes of each board meeting must be confirmed by the directors present at a subsequent board meeting and signed by the chairperson of the meeting, or the chairperson of the subsequent board meeting, verifying their accuracy.
- 8.2.3. Minutes of board meetings are available for inspection by the company secretary, the board and any other person approved by the board.

8.3. Quorum for, and adjournment of, board meeting

- 8.3.1. At a board meeting, more than 50% of the current directors form a quorum.
- 8.3.2. If there is no quorum within 30 minutes after the time fixed for a board meeting:
 - a. the meeting is to be adjourned for at least one day; and
 - b. the directors who are present are to decide the day, time and place of the adjourned meeting.

8.4. Resolutions of board without meeting

- 8.4.1. The directors may pass a resolution without holding a board meeting if a majority of directors entitled to vote on the resolution sign a document containing the resolution, provided that every director has been given an opportunity to read and vote on the resolution.
- 8.4.2. Such a resolution may be validly transmitted and agreed in writing electronically.
- 8.4.3. A resolution mentioned in clause 8.4.1 may be made up of multiple copies of the same document, each signed or otherwise agreed to in writing by one or more.

9. General meetings

9.1. Annual general meetings

- 9.1.1. The company's annual general meeting must be held within five months after the end date of the company's reportable financial year.

- 9.1.2. The following business must be conducted at each annual general meeting:
- a. receiving and adopting the company's financial statement and audit report (if required by the Corporations Act) for the last reportable financial year;
 - b. appointing an auditor for the current financial year;
 - c. electing directors;
 - d. any other business, as determined by the board.

9.2. General meetings

- 9.2.1. The company secretary must call a general meeting by giving each member of the company notice of the meeting within 21 days after:
- a. being directed to call the meeting by the board; or
 - b. being given a written request signed by more than 50% of affiliate delegates when the request is signed.
- 9.2.2. A request mentioned in clause 9.2.1.b must state any proposed resolution to be considered at the general meeting.
- 9.2.3. Separate copies of a document setting out the request may be used for signing by affiliate delegates if the wording of the request is identical in each copy.
- 9.2.4. A general meeting must be held within two months after the company secretary is given the written request mentioned in clause 9.2.1.
- 9.2.5. Written notice of a general meeting must be provided to each affiliate at least 21 days before the date of the general meeting.
- 9.2.6. A notice of a general meeting must state the business to be conducted at the meeting and must specify the date, time and place for the meeting.
- 9.2.7. If the company secretary is unable or unwilling to call the general meeting, a director must call the meeting.
- 9.2.8. If the company secretary or a director does not within 21 days from the date of receipt of the request mentioned in clause 9.2.1.b duly proceed to call the meeting, the affiliate delegates who made the initial request (or any of them) may themselves call and arrange to hold the meeting.
- 9.2.9. Any meeting called by the affiliate delegates under clause 9.2.8 must be called in the same manner as that in which meetings are called by the board and must be held not later than three months from the date of receipt of the request mentioned in clause 9.2.1.b.
- 9.2.10. All reasonable expenses of convening and conducting such a meeting shall be borne by the company.

9.3. Quorum for, and adjournment of, general meetings

- 9.3.1. At a general meeting, more than 50% of affiliate delegates form a quorum.
- 9.3.2. No business is to be transacted at any general meeting unless a quorum of affiliate delegates is present.
- 9.3.3. If the required quorum is not present within 30 minutes from the time fixed for a general meeting, the meeting:
 - a. if called upon the request of affiliate delegates, lapses; or
 - b. in any other case will be adjourned to either the same day in the next week at the same time and at the same place or to any other date, time or place which the board specifies.
- 9.3.4. The chairperson must adjourn a general meeting if a majority of affiliate delegates present at the meeting agree or direct that the chairperson must do so.
- 9.3.5. No business will be transacted at any adjourned general meeting other than the business left unfinished at the meeting from which the adjournment took place.
- 9.3.6. A resolution passed at any adjourned meeting will for all purposes be treated as having been passed on the date when it was in fact passed and will not be deemed to have been passed on any earlier date.
- 9.3.7. When a meeting is adjourned, a new notice of the adjourned meeting is required only if the meeting is adjourned for one month or more.

9.4. Procedure at general meetings

- 9.4.1. The board may permit affiliate delegates to take part in a general meeting by using any technology that reasonably allows each affiliate delegate to take part in discussions as they happen.
- 9.4.2. An affiliate delegate who participates in a meeting as mentioned in clause 9.4.1 is taken to be present at the meeting.
- 9.4.3. At each general meeting:
 - a. the board chair is to preside as chairperson; and
 - b. if there is no board chair or if the board chair is not present within 15 minutes after the time fixed for the meeting or is unwilling to act, the affiliate delegates present may choose another person to preside as chairperson; and
 - c. the chairperson must conduct the meeting in a proper and orderly way.

9.5. Voting at general meetings

- 9.5.1. At a general meeting, each question, matter or resolution, other than a special resolution, must be decided by a majority vote of the affiliate delegates who participate in the vote for that question, matter or resolution.
- 9.5.2. At a general meeting, a special resolution must be passed by the votes of at least 75% of the affiliate delegates present and voting.
- 9.5.3. Each affiliate delegate present is entitled to one vote only and, if the votes are equal, the question is decided so as to maintain the status quo.
- 9.5.4. An affiliate delegate is not entitled to vote at a general meeting if the affiliate delegate or the affiliate that they represent has any affiliation fee, other fee or levy in arrears at the date of the meeting.
- 9.5.5. A challenge to an affiliate delegate's right to vote at a general meeting:
 - a. may only be made at the meeting; and
 - b. must be determined by the chairperson, whose decision is final.
- 9.5.6. The method of voting at the general meeting is to be decided by the board. However, if at least 20% of the affiliate delegates present demand a secret ballot, voting must be by secret ballot.
- 9.5.7. If a secret ballot is held, the chairperson must appoint two people to conduct the secret ballot in the way the chairperson decides.
- 9.5.8. The result of a vote as declared by the chairperson is taken to be a resolution of the meeting at which the vote was held. Neither the chairperson nor the minutes need to state the number or proportion of the votes recorded in favour or against.
- 9.5.9. Proxy voting is not permitted at general meetings.

9.6. Minutes of general meetings

- 9.6.1. The board must ensure full and accurate minutes of each general meeting are recorded.
- 9.6.2. To ensure the accuracy of the minutes, the minutes of each general meeting must be confirmed by the affiliate delegates present at a subsequent general meeting and signed by the chairperson of the meeting, or the chairperson of the subsequent general meeting, verifying their accuracy.
- 9.6.3. If asked by a member, the company secretary must, within 14 days after the request is made:
 - a. make the minute book for a particular general meeting available for inspection by the member at a mutually agreed time and place; and
 - b. give the member copies of the minutes of the meeting.

10. Company secretary

10.1. Appointment of company secretary

- 10.1.1. The company must have at least one company secretary, who must be an individual:
 - a. ordinarily residing in Australia;
 - b. at least 18 years of age; and
 - c. not disqualified from managing a corporation.
- 10.1.2. The company secretary is appointed by the board.

10.2. Suspension and removal of company secretary

- 10.2.1. The board may at any time suspend or remove a person appointed by the board as the company secretary.

10.3. Powers, duties and authorities of company secretary

- 10.3.1. The company secretary holds office on the terms and conditions (including as to remuneration) and with the powers, duties and authorities, delegated to them by the board.
- 10.3.2. The company secretary must consent in writing to holding the position of company secretary. The company must keep the consent and must notify ASIC of the appointment within 28 days.

11. Finance

11.1. Financial year

- 11.1.1. The company's financial year will commence on 1 July and end on 30 June, unless the board passes a resolution to change the company's financial year.

11.2. Financial records and audit

- 11.2.1. The board must cause written financial records to be kept with respect to the company's financial affairs in accordance with the Corporations Act and the ACNC Act.
- 11.2.2. The financial records will be kept at the office or at such other place as the board thinks fit. The company must at all reasonable times make its financial records available in writing for inspection by directors and any other persons authorised or permitted by or under the Corporations Act, the ACNC Act or any other law to inspect such records.
- 11.2.3. The company must provide all members with the financial reports required under Part 2M.3 of the Corporations Act within five months after the end of the company's financial year.

11.3. Not-for-profit

- 11.3.1. The income and property of the company must be applied solely towards the promotion of the objects of the company as set out in this constitution and no portion thereof is to be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to or among the members of the company, provided that nothing herein prevents the payment in good faith of:
- a. remuneration of any person in return for services actually rendered to the company;
 - b. repayment for out-of-pocket expenses incurred on behalf of the company;
 - c. payment for sale or hire of goods or payment of rent for premises let to the company; or
 - d. interest to any member in respect of money advanced by that member to the company or otherwise owing by the company to the member, provided that the rate of interest is not more than the current rate being charged for overdrawn accounts on money lent by:
 - i the financial institution of the company; or
 - ii if there is more than one financial institution of the company, the financial institution nominated by the board.

12. Documents and legal

12.1. Execution of documents

- 12.1.1. The company may execute a document if that document is signed by a director and countersigned by:
- a. the company secretary; or
 - b. another director; or
 - c. someone authorised by the board.

12.2. Notices

- 12.2.1. A written notice may be given by the company to any affiliate either personally, electronically or by sending it by post to the affiliate's last address notified in writing to the company.
- 12.2.2. Any notice period referred to in this constitution shall include the day on which a notice is given.
- 12.2.3. Where a notice is sent by post:
- a. service of the notice is effected by properly addressing, pre-paying and posting a letter or packet containing the notice; and

- b. unless the contrary is proved, service will be taken to have been effected at the time at which the letter or packet would be delivered in the ordinary course of post.

12.3. Amendments to constitution

- 12.3.1. Subject to the Corporations Act, this constitution may be modified or repealed, or a new constitution may be adopted, by a special resolution carried at a general meeting.
- 12.3.2. If this constitution is modified or repealed, or a new constitution is adopted, the modification, repeal or adoption takes effect on the date on which the special resolution is passed, if the special resolution specified no later date.

12.4. Bylaws

- 12.4.1. The board may make, amend or repeal bylaws, consistent with this constitution, for the internal management of the company.
- 12.4.2. A new, amended or repealed bylaw may be set aside by a vote of affiliate delegates at a general meeting.

12.5. Indemnity

- 12.5.1. This clause applies to every person who is or has been a director, company secretary, other officer or employee of the company.
- 12.5.2. To the extent allowed by the Corporations Act, the company will indemnify each person mentioned in clause 12.5.1 out of the property of the company against any liability that the person incurs in that capacity.
- 12.5.3. Clause 12.5.2 does not apply to any liability arising from conduct that involves:
 - a. fraud or dishonesty;
 - b. wilful misconduct or gross negligence;
 - c. a breach of the officer's duty to act in good faith in the best interests of the company; or
 - d. any other conduct for which indemnification is not permitted by law.

12.6. Insurance

- 12.6.1. The company may, at any time, pay a premium for a contract insuring an officer against a liability incurred as an officer of the company, including liability for legal costs.
- 12.6.2. The insurance mentioned in clause 12.6.1 must not cover any liability for which indemnification or insurance is prohibited under the Corporations Act.

13. Winding up

13.1. Excess property on winding up

- 13.1.1. If upon winding up or cancellation of the company there remains, after satisfaction of all its debts and liabilities, any surplus assets whatsoever, the surplus assets must not be paid to or distributed among the members of the company.
- 13.1.2. Any surplus assets must be given up or transferred to one or more other institutions that have objects similar to the objects of the company and which prohibit the distribution of their income and property among their members to an extent at least as great as is imposed on the company under or by virtue of this constitution.
- 13.1.3. The institution or institutions will be determined by affiliate delegates at or before the time of deregistration or in default thereof by such Court as may have or acquire jurisdiction in the matter, and if and so far as effect cannot be given to the aforesaid provision, then the surplus assets will be given to some charitable object.
- 13.1.4. If the company is endorsed as a deductible gift recipient and that endorsement is revoked (whether during the company's operation or upon winding up), any surplus gifts, deductible contributions and money received by the company because of such gifts and contributions must be transferred to one or more charities:
 - a. that are deductible gift recipients at the time of transfer; and
 - b. whose governing documents prohibit the distribution of income, property and surplus to members to at least the same extent as this constitution.