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Constitution of Youth Disability Advocacy Service Limited

A public company limited by guarantee

Contents

		Page
1	Definitions and interpretation	2
2	Name, nature of company and guarantee	4
3	Charitable purpose and powers	5
4	Membership	6
5	Youth Participation Structure	9
6	Dispute resolution and disciplinary procedures	10
7	General meetings	12
8	Proxies	19
9	Directors	21
10	Executive officers	29
11	Minutes and records	31
12	Indemnity and insurance	32
13	Notice	33
14	Company's financial year	34
15	General	34
16	Winding up and distribution of Surplus Assets	34
17	Loss of deductible gift recipient endorsement	35

1 Definitions and interpretation

1.1 Definitions

In this constitution:

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

Additional Young Person Directors has the meaning given in clause 9.3(b).

Associate Membership has the meaning given in clause 4.4(c).

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.

Charitable Purpose has the meaning given at clause 3.1.

Circular resolution of directors means a resolution of directors that is set out in a written document that is circulated to all directors (see clause 9.22).

Co-opted Director has the meaning given in clause 9.3(d).

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

Disability refers to physical, mental, intellectual, neurological or sensory impairments which in interaction with various barriers may hinder a person's full and effective participation in society on an equal basis with others.

Disabled Person means a person with a Disability.

Disabled Young Person means a Young Person who identifies as having a Disability, referred to collectively as **Disabled Young People**.

Elected Chairperson means the person elected by the directors to be the company's chairperson under clause 9.5(a).

Elected Co-Chairperson means the person elected by the directors to be the company's co-chairperson under clause 9.5(b).

Elected Deputy Chairperson has the meaning given in:

(a) in respect of a directors' meeting, clause 9.18(b); and

(b) in respect of a members' meeting, clause 7.8(b).

Initial Member means a person who is named in the application for registration of the company, with their consent, as a proposed member of the company.

Ordinary Director has the meaning given in clause 9.3(c).

Organisational Membership has the meaning given in clause 4.4(d).

Registered Charity means a charity that is registered under the ACNC Act.

Special Resolution means a resolution:

(a) of which notice has been given under clause 7.3(e)(iii); and

(b) that has been passed in accordance with clause 7.14(d).

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.

Young Ally Membership has the meaning given in clause 4.4(b).

Young Person means a person no younger than 12 and no older than 25 years of age.

Young Person Director has the meaning given in clause 9.3(b).

Young Membership has the meaning given in clause 4.4(a).

YPS Director has the meaning given in clause 9.3(a).

1.2 Interpretation

(a) In this constitution the words 'constitution', 'director', 'secretary', 'member' and the like are, and should be interpreted to be, references to the constitution, director, secretary, member and the like (as the case may be) of the company named in clause 2(a) unless the context otherwise requires.

(b) A reference in a clause in general terms to a person holding or occupying a particular office or position includes a reference to any person who occupies or performs the duties of that office or position for the time being.

(c) In this constitution, headings are for convenience only and do not affect the interpretation of this constitution.

(d) Unless the contrary intention appears, in this constitution:

(i) words importing the singular include the plural and vice versa;

(ii) words importing a gender include every other gender;

(iii) words used to denote persons generally include any individual, company, corporation, body corporate, body politic, partnership, joint venture, association, board, group or other body (whether or not the body is incorporated);

(iv) a reference to any statute, regulation, proclamation, ordinance or by-laws includes all statutes, regulations, proclamations, ordinances or by-laws varying, consolidating or replacing them and a reference to a statute includes all regulations, proclamations, ordinances and by-laws issued under that statute;

(v) the words 'including', 'such as', 'for example' and the like are not, and should not be interpreted to be, words of limitation, unless explicitly stated otherwise; and

(vi) where a word or phrase is given a particular meaning, other parts of speech and grammatical forms of that word or phrase have corresponding meanings.

(e) A requirement in this constitution for something to be carried out in writing will be satisfied if the matter in question is carried out in some other lawful manner that is approved by the directors.

(f) In this constitution, where communication from a member to the company must be 'signed' by a member, in addition to any other methods permitted by law, the member may sign in any manner that allows the directors to be satisfied, acting reasonably, that the communication is from the relevant member, including by using an electronic signature.

(g) 'Writing' or 'written' includes modes of representing or reproducing words, figures, drawings or symbols in a visible or tactile form which renders the message retrievable by people who know the language in question.

1.3 Reading this constitution with the Corporations Act

(a) The replaceable rules set out in the Corporations Act do not apply to the company.

(b) While the company is a registered charity, the ACNC Act and the Corporations Act override any clauses in this constitution which are inconsistent with those Acts.

(c) If the company is not a Registered Charity (even if it remains a charity), the Corporations Act overrides any clause in this constitution which is inconsistent with that Act.

(d) 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.

2 Name, nature of company and guarantee

(a) The name of the company is Youth Disability Advocacy Service Limited or, if the name is lawfully changed in accordance with the Corporations Act and this constitution, that name.

(b) The company is a public company limited by guarantee which is established to be, and to continue as, a charity.

(c) Each member must contribute an amount not more than $1 (**guarantee**) to the property of the company if the company is wound up while the member is a member of the company, or within 12 months after they stop being a member, and this contribution is required to contribute towards the:

(i) debts and liabilities of the company incurred before the member stopped being a member; and/or

(ii) costs of winding up.

(d) The liability of members is limited to the amount of the guarantee in clause 2(c).

3 Charitable purpose and powers

3.1 Purpose

(a) The purpose of the company is to ensure Disabled Young People have their human rights realised and protected, and are valued, connected and active in the community (**Charitable Purpose**).

(b) The activities of the company conducted in the furtherance of its Charitable Purpose include to:

(i) provide an advocacy service for individual Disabled Young People who are experiencing disadvantage and/or discrimination, to address barriers and ensure they can access services and support, including in relation to education, safety, housing, health and wellbeing;

(ii) design and deliver programs and services that develop and support the capacity, employment and wellbeing of Disabled Young People;

(iii) work with and support Disabled Young People to ensure they are included in decision-making processes that affect their lives;

(iv) foster self-determination, leadership and disability pride in Disabled Young People;

(v) provide authoritative advice, systemic advocacy, information and training to other organisations and institutions, including government, to ensure an equitable and inclusive society where Disabled Young People are considered in policy making and can access programs, services and facilities; and

(vi) undertake any other activities ancillary to or necessary for the fulfilment of the Charitable Purpose.

3.2 Powers

Subject to clause 3.3, the company has the following powers, which may only be used to carry out the Charitable Purpose set out in clause 3.1:

(a) the powers of an individual; and

(b) all the powers of a company limited by guarantee under the Corporations Act.

3.3 Not-for-profit

(a) The company must not distribute any income or assets directly or indirectly to its members, except as provided in clause 3.3(b).

(b) Clause 3.3(a) does not stop the company from doing the following things, provided they are done in good faith:

(i) 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;

(ii) making a reasonable payment to a member in carrying out the company's Charitable Purpose(s);

(iii) by way of interest on money lent to the company by that member at a reasonable and proper rate per annum not exceeding the rate for the time being charged by the company's bankers on overdrawn accounts;

(iv) by way of reasonable and proper rent for premises let by that member to the company;

(v) by way of a grant (or similar contribution) awarded in furtherance of the Charitable Purpose;

(vi) as a result of the member's participation in a social bond or similar program of the company; or

(vii) for authorised out-of-pocket expenses reasonably and properly incurred by that member in connection with the affairs of the company.

3.4 Amending the constitution

(a) Subject to clause 3.4(b), the members may amend this constitution by passing a Special Resolution.

(b) The members must not pass a Special Resolution that amends this constitution if passing it causes the company to no longer be a charity.

4 Membership

4.1 Members of the company

(a) The members of the company are:

(i) any person named in the application for registration of the company, with their consent, as a proposed member of the company; and

(ii) any other person the directors allow to be a member in accordance with this constitution.

4.2 Register of members

(a) The company must establish and maintain a register of members in accordance with the law.

(b) The register of members must be kept by the company secretary and must contain:

(i) for each current member:

(A) the name and address of the member;

(B) any alternative address nominated by the member for the service of notices;

(C) the date the member was entered onto the register;

(D) the category of membership the member holds; and

(E) any other information reasonably required by the directors or required by the law from time to time.

(ii) For each person who stopped being a member in the last 7 years:

(A) the name and address of the member;

(B) any alternative address nominated by the member for the service of notices;

(C) dates membership started and ended; and

(D) any other information reasonably required by the directors or required by the law from time to time.

4.3 Categories of membership

(a) The membership of the company comprises:

(i) Young Membership;

(ii) Young Ally Membership;

(iii) Associate Membership;

(iv) Organisational Membership; and

(v) any other categories of membership the directors determine at their discretion.

4.4 Eligibility for membership

(a) To be eligible for Young Membership, a person must:

(i) be a natural person;

(ii) support the Charitable Purpose; and

(iii) be a Disabled Young Person.

(b) To be eligible for Young Ally Membership, a person must:

(i) be a natural person;

(ii) support the Charitable Purpose;

(iii) not be a Disabled Young Person; and

(iv) be a Young Person.

(c) To be eligible for Associate Membership, a person must:

(i) be a natural person;

(ii) support the Charitable Purpose; and

(iii) be at least 26 years of age.

(d) To be eligible for Organisational Membership, a person must:

(i) support the Charitable Purpose; and

(ii) be an entity, organisation or association that works with and / or supports Disabled Young People.

(e) The directors may add, remove or change an eligibility requirement for membership from time to time in their discretion.

(f) To be eligible for membership, a person applying for membership must agree to pay the applicable membership fee as determined in accordance with clause 4.6.

4.5 How to apply to become a member

A person may apply to become a member of the company by writing to the secretary stating:

(a) their name, address and contact details;

(b) that they want to become a member;

(c) the category of membership they are applying for;

(d) that they meet each eligibility requirement for their category of membership;

(e) that they support the Charitable Purpose; and

(f) that they agree to comply with the company's constitution, including paying the membership fee set in clause 4.6 as varied from time to time (if required).

4.6 Membership fees

(a) A Member must pay the applicable annual membership fee as determined from time to time by the directors for each category of membership. For the avoidance of doubt, the fee may be $0 for one or more categories of membership.

(b) The membership fee is payable prior to the commencement of each annual general meeting of the company or at such other time as advised by the directors from time to time.

(c) The directors may:

(i) determine that the membership fee be a different amount; and

(ii) determine, discount, or waive all or some of, the fees payable by one or more members at any time.

(d) A member who has not paid the required annual membership fee in accordance with this clause 4.6 prior to the annual general meeting for that year may not exercise any of the rights associated with their membership, including the right to attend and vote at meetings of members.

(e) The annual membership fee that may be required under this clause 4.6(a) is exclusive of any GST that may be payable.

4.7 Directors decide whether to approve membership

(a) The directors must consider an application for membership within a reasonable time after the secretary receives the application.

(b) The directors may postpone the assessment of all (but not some) membership applications received during the period between the calling of a general meeting and the holding of that general meeting and any adjournments of that meeting.

(c) If the directors approve an application, the secretary must as soon as practicable:

(i) enter the new member on the register of members; and

(ii) write to the applicant to tell them that their application was approved, and the date that their membership started (see clause 4.8).

(d) If the directors reject an application, the secretary must write to the applicant as soon as practicable to tell them that their application has been rejected, but does not have to give reasons.

(e) For avoidance of doubt, the directors may approve an application even if the application does not comply with clause 4.3. In that case, by applying to be a member, the applicant agrees to those the matters in clause 4.3.

4.8 When a person becomes a member

Other than Initial Members, an applicant will become a member when they are entered on the register of members.

4.9 Membership not transferable

Membership of the company and the associated rights cannot be transferred or sold.

4.10 Ceasing to be a member

A person immediately stops being a member if they:

(a) die;

(b) resign, by writing to the secretary;

(c) are expelled under clause 6.2; or

(d) do not pay any outstanding membership fee within two months of being asked in writing to do so by the secretary.

5 Youth Participation Structure

5.1 Youth Participation Structure

(a) The directors must maintain and administer a committee of the company called the Youth Participation Structure (**YPS**);

(b) The YPS will be made up of eligible persons, called Youth Participation Structure Representatives (**YPS Representatives**), who are appointed and removed from time to time in accordance with this clause 5.

(c) The YPS may make representations to the directors and management on matters relating to the strategic direction and operations of the company.

5.2 Eligibility requirements to be a YPS Representative

(a) A person may apply to be a YPS Representative if they are a Young Member.

(b) The directors may change the eligibility requirements in clause 5.2(a) from time to time in their discretion.

5.3 Becoming a YPS Representative

(a) A Young Member may apply to become a YPS Representative by writing to the secretary stating:

(i) their name, address and contact details;

(ii) that they meet the eligibility requirements in clause 5.2(a) of this constitution; and

(iii) that they want to become a YPS Representative.

(b) The directors may invite a person to apply to become a YPS Representative.

(c) The directors may determine and change the process for receiving and reviewing applications to become a YPS Representative from time to time in their discretion.

(d) The directors may at any time and in their sole discretion determine to:

(i) accept or reject an application to become a YPS Representative; or

(ii) appoint or remove a person from the YPS,

and do not need to provide reasons for their decision.

5.4 How YPS Representatives are appointed to the YPS

(a) The directors may determine and change from time to time and in their sole discretion the process by which YPS Representatives are appointed to and removed from the YPS.

(b) The directors must make available to its members upon written request, a document setting out the steps in the YPS appointment process.

6 Dispute resolution and disciplinary procedures

6.1 Dispute resolution

(a) The dispute resolution procedure in this clause applies to disputes under this constitution between a member or director and:

(i) one or more members;

(ii) one or more directors; or

(iii) the company.

(b) A member must not start a dispute resolution procedure in relation to a matter which is the subject of a disciplinary procedure under clause 6.2 until the disciplinary procedure is completed.

(c) Those involved in the dispute must try to resolve it between themselves within 14 days of knowing about it.

(d) If those involved in the dispute do not resolve it under clause 6.1(c), they must within 10 days:

(i) tell the directors about the dispute in writing;

(ii) agree or request that a mediator be appointed; and

(iii) attempt in good faith to settle the dispute by mediation.

(e) The mediator must:

(i) be chosen by agreement of those involved; or

(ii) where those involved do not agree:

(A) for disputes between members, a person chosen by the directors; or

(B) for other disputes, a person chosen by either the Commissioner of the Australian Charities and Not-for-profits Commission or the president of the law institute or society in the state or territory in which the company has its registered office.

(f) A mediator chosen by the directors under clause 6.1(e)(ii)(A):

(i) may be a member or former member of the company;

(ii) must not have a personal interest in the dispute; and

(iii) must not be biased towards or against anyone involved in the dispute.

(g) When conducting the mediation, the mediator must:

(i) allow those involved a reasonable chance to be heard;

(ii) allow those involved a reasonable chance to review any written statements;

(iii) ensure that those involved are given natural justice; and

(iv) not make a decision on the dispute.

6.2 Disciplining members

(a) In accordance with this clause, the directors may resolve to warn, suspend or expel a member from the company if the directors consider that:

(i) the member has breached this constitution; or

(ii) the member's behaviour is causing, has caused, or is likely to cause harm to the company.

(b) At least 14 days before the directors' meeting at which a resolution under clause 6.2(a) will be considered, the secretary must notify the member in writing:

(i) that the directors are considering a resolution to warn, suspend or expel the member;

(ii) that this resolution will be considered at a directors' meeting and the date of that meeting;

(iii) what the member is said to have done or not done;

(iv) the nature of the resolution that has been proposed; and

(v) that the member may provide an explanation to the directors, and details of how to do so.

(c) Before the directors pass any resolution under clause 6.2(a), the member must be given a chance to explain or defend themselves by:

(i) sending the directors a written explanation before that directors' meeting; and/or

(ii) speaking at the meeting.

(d) After considering any explanation under clause 6.2(c), the directors may:

(i) take no further action;

(ii) warn the member;

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

(iv) expel the member;

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

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

(e) The directors cannot fine a member.

(f) The secretary must give written notice to the member of the decision under clause 6.2(d) as soon as possible.

(g) Disciplinary procedures must be completed as soon as reasonably practical.

(h) There will be no liability for any loss or injury suffered by the member as a result of any decision made in good faith under this clause.

7 General meetings

7.1 General meetings called by directors

(a) The directors may call a general meeting.

(b) If members with at least 5% of the votes that may be cast at a general meeting make a written request to the company for a general meeting to be held, the directors must:

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

(ii) hold the general meeting within 2 months of the members' request.

(c) The percentage of votes that members have (in clause 7.1(b)) is to be worked out as at midnight before the members request the meeting.

(d) The members who make the request for a general meeting must:

(i) state in the request any resolution to be proposed at the meeting;

(ii) sign the request; and

(iii) give the request to the company.

(e) 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.

7.2 General meetings called by members

(a) If the directors do not call the meeting within 21 days of being requested under clause 7.1(b), 50% or more of the members who made the request may call and arrange to hold a general meeting.

(b) To call and hold a meeting under clause 7.2(a) the members must:

(i) as far as possible, follow the procedures for general meetings set out in this constitution (including clauses 7.3 ('Notice of general meetings') and 7.5 ('Using technology and other measures to hold meetings'));

(ii) 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

(iii) hold the general meeting within three months after the request was given to the company.

(c) The company must pay the members who request the general meeting any reasonable expenses they incur because the directors did not call and hold the meeting.

7.3 Notice of general meetings

(a) Notice of a general meeting must be given to:

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

(ii) each director; and

(iii) the auditor (if any).

(b) Notice of a general meeting must be provided in writing at least 21 days before the meeting.

(c) Subject to clause 7.3(d), notice of a meeting may be provided less than 21 days before the meeting if:

(i) for an annual general meeting, all the members entitled to attend and vote at the annual general meeting agree beforehand; or

(ii) for any other general meeting, members with at least 95% of the votes that may be cast at the meeting agree beforehand.

(d) Notice of a meeting cannot be provided less than 21 days before the meeting if a resolution will be moved to:

(i) remove a director;

(ii) appoint a director in order to replace a director who was removed; or

(iii) remove an auditor.

(e) Notice of a general meeting must include:

(i) the place, date and time for the meeting (and if the meeting is to be held in two or more places, the technology that will be used to facilitate this);

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

(iii) if applicable, that a Special Resolution is to be proposed and the words of the proposed resolution; and

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

(A) the proxy must be a member of the company;

(B) the proxy form must be delivered to the company at its registered address or the address (including an electronic address) specified in the notice of the meeting; and

(C) the proxy form must be delivered to the company at least 48 hours before the meeting.

(f) Where the company holds an annual general meeting, the ordinary business of that meeting may include any of the following, even if not referred to in the notice of meeting:

(i) the consideration of the annual financial report, the directors' report and the auditor's report; and

(ii) the appointment of the auditor and the fixing of the auditor's remuneration.

(g) If a general meeting is adjourned (put off) for one month or more, the members must be given new notice of the resumed meeting.

7.4 Auditor's right to attend meetings

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

(b) 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.

7.5 Using technology and other measures to hold meetings

(a) The company may hold a general meeting at two or more venues using any technology and/or other measure that gives the members as a whole a reasonable opportunity to participate, including to hear, to be heard and to participate in a vote on a resolution.

(b) Anyone using this technology is taken to be present in person at the meeting.

7.6 Admission to general meetings

(a) The chair of a general meeting may refuse admission to a person, or require that person to leave and remain out of the meeting, if that person:

(i) has a camera, tape recorder or video camera, or another audio or visual recording device;

(ii) has a placard or banner;

(iii) has an article which the chair considers to be dangerous, offensive or liable to cause disruption;

(iv) refuses to produce or to permit examination of any article, or the contents of any article, in the person's possession;

(v) behaves or threatens to behave in a dangerous, offensive or disruptive manner; or

(vi) is not:

(A) a member or a proxy, attorney or Representative of a member;

(B) a director; or

(C) an auditor of the company.

(b) A person who is entitled to receive notice of a meeting or who is requested by the directors or the chair to attend a general meeting is entitled to be present, whether the person is a member or not.

7.7 Quorum at general meetings

(a) For a general meeting to be held, at least 10 members with at least 50% of those members being persons with a Disability (a quorum) must be present (in person, by proxy or by representative) for the whole meeting.

(b) 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).

(c) 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 (the **Resumed Meeting**). If the chairperson does not specify one or more of those things, the Resumed Meeting will occur:

(i) if the date is not specified – on the same day in the next week;

(ii) if the time is not specified – at the same time; and

(iii) if the place is not specified – at the same place.

(d) For the Resumed Meeting to be held, at least 4 members, with at least 50% of those members being persons with a Disability, (a quorum) must be present (in person, by proxy or by representative) for the whole meeting.

(e) If no quorum is present at the Resumed Meeting within 30 minutes after the starting time set for that meeting, the meeting is cancelled.

(f) No business may be conducted at a general meeting (except the election of a chairperson if required and the adjournment of the meeting) if a quorum is not present.

7.8 Chairperson of general meetings

(a) The Elected Chairperson is entitled to chair general meetings or to delegate the role of Elected Chairperson to another director from time to time in respect of one or more general meetings.

(b) If at a general meeting:

(i) there is no Elected Chairperson; or

(ii) the Elected Chairperson is not present within 30 minutes after the starting time set for the meeting; or

(iii) the Elected Chairperson is present but says they do not wish to act as chairperson of the meeting,

then the members present and entitled to vote at a general meeting may:

(iv) choose a director to be the chairperson for that meeting (**Deputy Elected Chairperson**); and

(v) choose a director or member to be a co-chairperson for that meeting, to whom the Deputy Elected Chairperson can delegate any of their powers and functions.

7.9 Role of the chairperson

(a) The chairperson is responsible for the conduct of the general meeting, and for this purpose must give members a reasonable opportunity to make comments and ask questions (including to the auditor (if any)).

(b) The chairperson does not have a casting vote.

7.10 Adjournment of meetings

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

(b) Only unfinished business may be dealt with at a meeting resumed after an adjournment.

7.11 Members' resolutions and statements

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

(i) written notice to the company of a resolution they propose to move at a general meeting (**members' resolution**); and/or

(ii) 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**).

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

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

(d) 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.

(e) The percentage of votes that members have (as described in clause 7.11(a)) is to be worked out as at midnight before the request or notice is given to the company.

(f) If the company has been given notice of a members' resolution under clause 7.11(a)(i), the resolution must be considered at the next general meeting held more than two months after the notice is given.

(g) This clause does not limit any other right that a member has to propose a resolution at a general meeting.

7.12 Company must give notice of proposed resolution or distribute statement

(a) If the company has been given a notice or request under clause 7.11:

(i) 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

(ii) 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.

(b) The company does not need to send the notice of proposed members' resolution or a copy of the members' statement to members if:

(i) it is more than 1000 words long;

(ii) the directors consider it may be defamatory;

(iii) clause 7.12(a)(ii) 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

(iv) 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.

7.13 Circular resolutions of members

(a) Subject to clause 7.13(c), the directors may put a resolution to the members to pass a resolution without a general meeting being held (a **circular resolution**).

(b) The directors must notify the auditor (if any) as soon as possible that a circular resolution has or will be put to members, and set out the wording of the resolution.

(c) Circular resolutions cannot be used:

(i) for a resolution to remove an auditor, appoint a director or remove a director;

(ii) for passing a Special Resolution; or

(iii) where the Corporations Act or this constitution requires a meeting to be held.

(d) A circular resolution is passed if all the members entitled to vote on the resolution sign or agree to the circular resolution, in the manner set out in clause 7.13(e) or clause 7.13(f)

(e) Members may sign:

(i) a single document setting out the circular resolution and containing a statement that they agree to the resolution; or

(ii) separate copies of that document, as long as the wording is the same in each copy.

(f) The company may send a circular resolution by email to members and members may agree by sending a reply email to that effect, including the text of the resolution in their reply.

7.14 Voting at general meetings

(a) Each member (other than an Organisational Member) may exercise one vote.

(b) Each Organisational Member may exercise two votes.

(c) A resolution other than a Special Resolution is passed if a majority of members present in person and entitled to vote cast their vote in favour of the resolution.

(d) A Special Resolution is passed if 75% or more members present in person and entitled to vote cast their vote in favour of the resolution.

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

(f) If a challenge is made under clause 7.14(e), the chairperson must decide whether or not the person may vote. The chairperson's decision is final.

(g) Voting must be conducted and decided by:

(i) a vote in writing; or

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

(h) Before a vote is taken, the chairperson must state whether any proxy votes have been received and, if so, how the proxy votes will be cast.

(i) A vote in writing:

(i) may be demanded on any resolution instead of or after a vote by another method permitted under this constitution by:

(A) at least five members present;

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

(C) the chairperson;

(ii) must be taken when and how the chairperson directs, unless clause 7.14(i)(iii) applies;

(iii) must be held immediately if it is demanded under clause 7.14(i):

(A) for the election of a chairperson under clause 7.8(b); or

(B) to decide whether to adjourn the meeting.

(j) A demand for a vote in writing may be withdrawn.

8 Proxies

8.1 Appointment of proxy

(a) A member may appoint a proxy to attend and vote at a general meeting on their behalf.

(b) A proxy must be a member.

(c) A proxy appointed to attend and vote for a member has the same rights as the member to

(i) speak at the meeting;

(ii) vote in a vote in writing (but only to the extent allowed by the appointment); and

(iii) join in to demand a vote in writing under clause 7.14(i)(i)(A).

(d) An appointment of proxy (proxy form) must be signed by the member appointing the proxy and must contain:

(i) the member's name and address;

(ii) the company's name;

(iii) the proxy's name; and

(iv) the meeting at which the appointment may be used.

(e) A proxy appointment may be standing (ongoing).

(f) Proxy forms must be received by the company at the address stated in the notice under clause 7.3 or at the company's registered address at least 48 hours before a meeting.

(g) A proxy does not have the authority to speak and vote for a member at a meeting while the member is at the meeting.

(h) Unless the company receives written notice before the start or resumption of a general meeting at which a proxy votes, a vote cast by the proxy is valid even if, before the proxy votes, the appointing member:

(i) dies;

(ii) experiences a reduction in capacity (temporary or permanent) that is significant enough to materially impact their ability to vote; or

(iii) revokes the proxy's appointment.

(i) A proxy appointment may specify the way the proxy must vote on a particular resolution.

8.2 Voting by proxy

A proxy is not entitled to participate in a vote other than a vote in writing (but this does not prevent a member appointed as a proxy from voting as a member by another method chosen by the chairperson in accordance with 7.14(g)(ii)).

When a vote in writing is held, a proxy:

(a) does not need to vote, unless the proxy appointment specifies the way they must vote;

(b) if the way they must vote is specified on the proxy form, must vote that way; and

(c) if the proxy is also a member or holds more than one proxy, may cast the votes held in different ways.

9 Directors

9.1 Number of directors

(a) The company must have at least three and no more than eleven directors.

9.2 Board composition

(a) The company must use reasonable efforts to ensure that it has at all times eleven directors, and comprising at least:

(i) two Youth Participation Structure (YPS) Directors;

(ii) two Additional Young Person Directors;

(iii) four Ordinary Directors; and

(iv) one Co-opted Director.

(b) Subject to clause 9.2(c), at least 50% of the directors must be persons with a Disability.

(c) If at any time the requirement in clause 9.2(b) is not satisfied, the directors:

(i) must use their best efforts to satisfy the requirement in clause 9.2(b); and

(ii) may only consider and make decisions relating to:

(A) satisfying the requirement in clause 9.2(b);

(B) matters or things that the directors are required by any law or regulation to consider or do; and

(C) matters of urgency.

9.3 Eligibility of directors

(a) A person may nominate as a YPS Director if:

(i) they are 18 years of age or older;

(ii) they are a YPS Representative;

(iii) their nomination is in accordance with the process for the nomination of YPS Directors determined by the directors in their discretion from time to time;

(iv) they give the company their signed consent to act as director of the company; and

(v) they are not ineligible to be a director under the Corporations Act or the ACNC Act.

(b) A person may nominate as an Additional Young Person Director if:

(i) they are 18 years of age or older;

(ii) they are a Young Member or a Young Ally Member;

(iii) their nomination is in accordance with the process for the election of Additional Young Person Directors determined by the directors in their discretion from time to time;

(iv) they give the company their signed consent to act as director of the company; and

(v) they are not ineligible to be a director under the Corporations Act or the ACNC Act.

(c) A person may be elected as an Ordinary Director if:

(i) they are 18 years of age or older;

(ii) they are a member of the company;

(iii) they give the company their signed consent to act as director of the company; and

(iv) they are not ineligible to be a director under the Corporations Act or the ACNC Act.

(d) A person may be elected as a Co-opted Director if:

(i) they are 18 years of age or older;

(ii) they give the company their signed consent to act as director of the company; and

(iii) they are not ineligible to be a director under the Corporations Act or the ACNC Act.

9.4 Election and appointment of directors

(a) The initial directors are the people who have agreed to act as directors and who are named as proposed directors in the application for registration of the company.

(b) Apart from the initial directors and directors appointed under clause 9.4(d):

(i) (**YPS Directors:**) the directors may, having considered the matters in clause 9.2 and subject to the eligibility and nomination requirements in clause 9.3(a) being satisfied, appoint a YPS Director by a resolution passed in a directors' meeting.

(ii) (**Additional Young Person Directors:**) the members may, having considered the matters in clause 9.2 and subject to the eligibility and nomination requirements in clause 9.3(b) being satisfied, vote to elect an Additional Young Person Director where:

(A) a nominee that is a Disabled Young Person that has the highest number of votes among all nominees who are Disabled Young Persons must be elected; and

(B) subject to clause 9.4(b)(ii)(A), the nominee that has the highest number of votes amongst all nominees (or, if the nominee who has the

highest number of votes amongst all nominees is a Disabled Young Person and is elected under 9.4(b)(ii)(A), the next-highest number of votes amongst all nominees) must be elected; and

(C) clause 9.4(b)(ii)(B) will continue to apply to elect the nominee that has the next-highest number of votes amongst all nominees (excluding any nominee already elected under clause 9.4(b)(ii)(B)) until the total number of elected Additional Young Person Directors is equal to the maximum number of Additional Young Person Directors specified by the directors from time to time in their discretion.

(iii) (**Ordinary Directors:**) the members may, having considered the matters in clause 9.2 and subject to the eligibility requirements in clause 9.3(c) being satisfied, vote to elect an Ordinary Director where:

(A) a nominee with a Disability that has the highest number of votes among all nominees with a Disability must be elected; and

(B) subject to clause 9.4(b)(iii)(A), the nominee that has the highest number of votes amongst all nominees (or, if the nominee who has the highest number of votes amongst all nominees is a nominee with a Disability and is elected under 9.4(b)(iii)(A), the next-highest number of votes amongst all nominees) must be elected; and

(C) clause 9.4(b)(iii)(B) will continue to apply to elect the nominee that has the next-highest number of votes amongst all nominees (excluding any nominee already elected under clause 9.4(b)(iii)(B)) until the total number of elected Ordinary Directors is equal to the maximum number of Ordinary Directors specified by the directors from time to time in their discretion.

(iv) (**Co-opted Directors:**) the directors may, having considered the matters in clause 9.2 and subject to the eligibility requirements in clause 9.3(d) being satisfied, elect a Co-opted Director by a resolution passed in a directors' meeting.

(c) Each of the directors must be appointed by a separate resolution, unless:

(i) the members present have first passed a resolution that the appointments may be voted on together; and

(ii) no votes were cast against that resolution.

(d) The directors may appoint a person as a director to fill a casual vacancy or as an additional director if:

(i) that person is a member of the company;

(ii) that person otherwise satisfies any other eligibility requirements applicable to the type of director that the person will be appointed as;

(iii) that person gives the company their signed consent to act as a director of the company;

(iv) that person is not ineligible to be a director under the Corporations Act or the ACNC Act; and

(v) the directors record in writing:

(A) the type of director that the person will be appointed as;

(B) that they have considered the board composition matters in clause 9.2; and

(C) that the person satisfies the relevant eligibility requirements in clause 9.3.

(e) 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 for the purpose of increasing the number of directors to three (or higher if required for a quorum) or calling a general meeting, but for no other purpose.

9.5 Election of chairperson

(a) The directors must elect a director as the company's Elected Chairperson.

(b) The directors may elect a director or member of the company to be the Elected Co-Chairperson.

(c) The Elected Chairperson may delegate any of their powers and functions to the Elected Co-Chairperson.

9.6 Term of office

(a) All directors appointed to the inaugural board formed on incorporation of the company may serve as directors for the period commencing from the date of their appointment until the second annual general meeting of the company.

(b) At the second annual general meeting of the company (**Second AGM**), five directors must retire by drawing lots or another fair and transparent method agreed upon by a majority of the directors, having regard to the board composition matters in clause 9.2.

(c) At the third annual general meeting of the company (**Third AGM**), the directors appointed to the inaugural board that did not retire at the Second AGM must retire, having regard to the board composition matters in clause 9.2.

(d) At each annual general meeting after the Third AGM:

(i) any director appointed by the directors to fill a casual vacancy or as an additional director must retire if the director replaced a person that would have had to retire at the general meeting; and

(ii) any director that has held office for a continuous period of two years or more must retire.

(e) Other than a director appointed under clause 9.4(d), a director's term of office starts at the close of the annual general meeting at which they are elected and ends at the close of the annual general meeting at which they retire.

(f) A director who retires under clause 9.6(a) may nominate for election or re-election, subject to clause 9.4(e) and 9.6(g).

(g) A director must not be nominated for re-election if they have held office for three consecutive terms.

(h) This clause 9.6 does not apply to any director appointed under clause 10.1(a) to the office of managing director. In the event that the Board has appointed more than one of the directors to the office of managing director, this clause 9.6(h) only applies in respect of one of such managing directors.

9.7 When a director stops being a director

A director stops being a director when they:

(a) give written notice of resignation as a director to the company, unless the notice or the law provides otherwise;

(b) retire as a director in accordance with clause 9.6.

(c) die;

(d) are removed as a director by a resolution of the members;

(e) stop being a member of the company;

(f) are absent for three consecutive directors' meetings without approval from the directors;

(g) are, due to a reduction in capacity (temporary or permanent), unable to properly perform the duties of a director, as determined by a suitably qualified professional acting reasonably; or

(h) become ineligible to be a director of the company under the Corporations Act or the ACNC Act, or

(i) in the case of a managing director, cease to be employed by the company.

9.8 Powers of directors

(a) The directors are responsible for managing and directing the activities of the company to achieve the Charitable Purpose(s) set out in clause 3.1.

(b) 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.

(c) The directors must decide on the responsible financial management of the company including:

(i) any suitable written delegations of power under clause 9.11; and

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

(d) The directors cannot remove a director or auditor.

9.9 Removal of directors and auditors by members

The members may remove a director or an auditor by passing a resolution at a general meeting.

9.10 By-laws

(a) The directors may pass a resolution to make by-laws to give effect to this constitution.

(b) Members and directors must comply with by-laws as if they were part of this constitution.

9.11 Delegation of directors' powers

(a) The directors may delegate any of their powers or 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. For the avoidance of doubt, a director that delegates any of their powers or functions is still subject to their legal obligations under this constitution, the Corporations Act and the general law.

(b) The delegation must be recorded in the company's minute book.

9.12 Payments to directors

(a) The company may pay fees to a Young Person that is acting as a director, as the directors determine in their discretion from time to time.

(b) The company may:

(i) pay a director for work they do for the company other than as a director, or goods they supplied to the company if the amount is no more than a reasonable fee for the work done or goods supplied; or

(ii) reimburse a director for expenses properly incurred by the director in connection with the affairs of the company.

(c) Any payment made under clause 9.12(b) must be approved by the directors.

(d) The company may pay premiums for insurance indemnifying directors, as allowed for by law (including the Corporations Act) and this constitution.

9.13 Execution of documents

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

(a) two directors of the company; or

(b) a director and the secretary.

9.14 Duties of directors

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

(a) to exercise their powers and discharge their duties with the degree of care and diligence that a reasonable individual would exercise if they were a 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 3.1;

(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 9.15;

(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.

9.15 Conflicts of interest

(a) 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 directors (or that is proposed in a circular resolution):

(i) to the other directors; or

(ii) 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.

(b) The disclosure of a conflict of interest by a director must be recorded in the minutes of the meeting.

(c) Each director who has a material personal interest in a matter that is being considered at a meeting of directors (or that is proposed in a circular resolution) must not, except as provided under clauses 9.15(d):

(i) be present at the meeting while the matter is being discussed; or

(ii) vote on the matter.

(d) A director may still be present and vote if:

(i) their interest arises because they are a member of the company, and the other members have the same interest;

(ii) 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 12.2);

(iii) their interest relates to a payment by the company under clause 12.1, or any contract relating to an indemnity that is allowed under the Corporations Act;

(iv) the Australian Securities and Investments Commission (**ASIC**) makes an order allowing the director to vote on the matter; or

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

(A) 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

(B) says that those directors are satisfied that the interest should not stop the director from voting or being present.

9.16 When the directors meet

The directors may decide how often, where and when they meet.

9.17 Calling directors' meetings

(a) A director may call a directors' meeting by giving reasonable notice to all of the other directors.

(b) A director may give notice in writing or by any other means of communication that has previously been agreed to by all of the directors.

9.18 Chairperson for directors' meetings

(a) The Elected Chairperson is entitled to chair directors' meetings.

(b) If at a directors' meeting, the Elected Chairperson is:

(i) not present within 30 minutes after the starting time set for the meeting; or

(ii) present but does not want to act as chairperson of the meeting,

then the directors may:

(iii) choose a director to be the chairperson for that meeting (**Elected Deputy Chairperson**); and

(iv) choose a director to be the co-chairperson for that meeting, to whom the Elected Deputy Chairperson can delegate any of their powers and functions.

9.19 Quorum at directors' meetings

(a) Unless the directors determine otherwise, the quorum for a directors' meeting is:

(i) a majority (more than 50%) of directors; and

(ii) within that majority of directors, at least 50% persons with a disability.]

(b) A quorum must be present for the whole directors' meeting.

9.20 Using technology to hold directors' meetings

(a) The directors may hold their meetings by using any technology (such as video or teleconferencing) that is agreed to by all of the directors.

(b) The directors' agreement may be a standing (ongoing) one.

(c) A director may only withdraw their consent within a reasonable period before the meeting.

9.21 Passing directors' resolutions

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

9.22 Circular resolutions of directors

(a) The directors may pass a circular resolution without a directors' meeting being held.

(b) A circular resolution is passed if all the directors entitled to vote on the resolution sign or otherwise agree to the resolution in the manner set out in clause 9.22(c) or clause 9.22(d).

(c) Each director may sign:

(i) a single document setting out the resolution and containing a statement that they agree to the resolution; or

(ii) separate copies of that document, as long as the wording of the resolution is the same in each copy.

(d) The company may send a circular resolution by email to the directors and the directors may agree to the resolution by sending a reply email to that effect, including the text of the resolution in their reply.

(e) A circular resolution is passed when the last director signs or otherwise agrees to the resolution in the manner set out in clause 9.22(c) or clause 9.22(d).

9.23 Validity of acts

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.

10 Executive officers

10.1 Managing director

(a) The directors may appoint one or more of the directors to the office of managing director who must only exercise the powers conferred upon that managing director under clause 10.3(d).

(b) A managing director's appointment as managing director automatically terminates if the managing director ceases to be a director.

10.2 Secretaries

(a) The company must have at least one secretary, who may also be a director.

(b) 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.

(c) The directors must decide the terms and conditions on which the secretary is appointed, including any remuneration.

(d) The role of the secretary includes:

(i) maintaining a register of the company's members; and

(ii) maintaining the minutes and other records of general meetings (including notices of meetings), directors' meetings and circular resolutions.

(e) An act done by a person acting as a secretary is not invalid just because:

(i) of a defect in the person's appointment as a secretary; or

(ii) the person is disqualified from being a secretary,

if that circumstance was not known by the person or the directors when the act was done.

10.3 Provisions applicable to all executive officers

(a) A reference in this clause 9.3 to an executive officer includes a managing director or secretary appointed under this clause 10.

(b) The appointment of an executive officer may be for the period, at the remuneration and on the conditions the directors think fit.

(c) Subject to any contract between the company and the relevant executive officer, an executive officer of the company may be removed or dismissed by the directors at any time, with or without cause. In the case of a managing director, such removal or dismissal will result in the removal of that person from office as a director.

(d) The directors may:

(i) confer on an executive officer the powers, discretions and duties as they think fit, and may resolve to delegate any powers, discretions and duties vested in or exercisable by the directors;

(ii) withdraw, suspend or vary any of the powers, discretions and duties conferred on an executive officer; and

(iii) authorise the executive officer to delegate all or any of the powers, discretions and duties conferred on the executive officer.

(e) An executive officer is not required to be a member to qualify for appointment.

(f) An act done by a person acting as an executive officer is not invalidated by reason only of:

(i) a defect in the person's appointment as an executive officer; or

(ii) the person being disqualified to be an executive officer,

if that circumstance was not known by the person when the act was done.

11 Minutes and records

11.1 Records relating to members' meetings

(a) The company must, within one month, make and keep the following records:

(i) minutes of proceedings and resolutions of general meetings;

(ii) minutes of circular resolutions of members;

(iii) a copy of a notice of each general meeting; and

(iv) a copy of a members' statement distributed to members under clause 7.12.

11.2 Records relating to directors' meetings

(a) The company must, within one month, make and keep the following records:

(i) minutes of proceedings and resolutions of directors' meetings (including meetings of any committees); and

(ii) minutes of circular resolutions of directors.

11.3 Access to records

(a) The company must give current members access to the register of members.

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

(c) To allow members to inspect the company's records:

(i) the company must give a member access to the records set out in clause 11.1; and

(ii) the directors may authorise a member to inspect other records of the company, including records referred to in clause 11.2 and clause 11.5.

(d) A director has a right of access to the financial records of the company at all reasonable times.

(e) If the directors agree, the company must give a director or former director access to:

(i) certain documents, including documents provided for or available to the directors; and

(ii) any other documents referred to in those documents.

(f) A director has a right of access to the financial records of the company at all reasonable times.

(g) If the directors agree, the company must give a director or former director access to:

(i) certain documents, including documents provided for or available to the directors, and

(ii) any other documents referred to in those documents.

11.4 Confirmation of records

(a) The directors must ensure that minutes of a general meeting or a directors' meeting are signed within a reasonable time after the meeting by:

(i) the chairperson of the meeting; or

(ii) the chairperson of the next meeting.

(b) The directors must ensure that minutes of the passing of a circular resolution (of members or directors) are signed by a director within a reasonable time after the resolution is passed.

11.5 Financial and operational records

(a) The company must make and keep written financial records that:

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

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

(b) The company must also keep written records that correctly record its operations.

11.6 Retention of records

(a) The company must retain its records for at least 7 years.

(b) The directors must take reasonable steps to ensure that the company's records are kept safe.

12 Indemnity and insurance

12.1 Indemnity

(a) The company indemnifies each officer of the company out of the assets of the company, to the relevant extent, against all losses and liabilities (including costs, expenses and charges) incurred by that person as an officer of the company.

(b) In this clause, 'officer' means a director or secretary and includes a director or secretary after they have ceased to hold that office.

(c) In this clause, 'to the relevant extent' means:

(i) to the extent that the company is not precluded by law (including the Corporations Act) from doing so; and

(ii) for the amount that the officer is not otherwise entitled to be indemnified and is not actually indemnified by another person (including an insurer under an insurance policy).

(d) The indemnity is a continuing obligation and is enforceable by an officer even though that person is no longer an officer of the company.

12.2 Insurance

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.

13 Notice

13.1 What is notice

(a) Anything written to or from the company under any clause in this constitution is written notice and is subject to clauses 13.2 to 13.4, unless specified otherwise.

(b) Clauses 13.2 to 13.4 do not apply to a notice of proxy under clause 8.1(f).

13.2 Notice to the company

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

(a) delivering it to the company's registered office;

(b) posting it to the company's registered office or to another address chosen by the company for notice to be provided;

(c) sending it to an email address or other electronic address notified by the company to the members as the company's email address or other electronic address; or

(d) sending it to the fax number notified by the company to the members as the company's fax number.

13.3 Notice to members

(a) Written notice or any communication under this constitution may be given to a member:

(i) in person;

(ii) by posting it to, or leaving it at the address of the member in the register of members or an alternative address (if any) nominated by the member for service of notices;

(iii) sending it to the email or other electronic address nominated by the member as an alternative address for service of notices (if any);

(iv) sending it to the fax number nominated by the member as an alternative address for service of notices (if any); or

(v) if agreed to by the member, by notifying the member at an email or other electronic address nominated by the member, that the notice is available at a specified place or address (including an electronic address).

(b) If the company does not have an address for the member, the company is not required to give notice in person.

13.4 When notice is taken to be given

A notice:

(a) delivered in person, or left at a recipient's address, is taken to be given on the day it is delivered;

(b) sent by post, is taken to be given on the third day after it is posted with the correct payment of postage costs;

(c) sent by email, fax or other electronic method, is taken to be given on the Business Day after it is sent; and

(d) given under clause 13.3(a)(v) is taken to be given on the Business Day after the notification that the notice is available is sent.

14 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.

15 General

15.1 Common seal

The company may, but is not required to, have and use a common seal. If the directors determine that the company have a common seal, then it must be kept and used in accordance with the law.

15.2 Submission to jurisdiction

Each member submits to the non-exclusive jurisdiction of the Supreme Court of the Victoria, the Federal Court of Australia and the Courts which may hear appeals from those Courts.

16 Winding up and distribution of Surplus Assets

16.1 Winding up

If the company is wound up, any Surplus Assets must not be distributed to a member or a former member of the company.

16.2 Distribution of Surplus Assets

(a) 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 Registered Charities:

(i) with charitable purpose(s) similar to, or inclusive of, the Charitable Purpose(s) in clause 3.1;

(ii) which also prohibit the distribution of any Surplus Assets to its members to at least the same extent as the company;

(iii) has a governing document which requires its income and property to be applied in promoting its objects; and

(iv) if the company is endorsed as a deductible gift recipient for the purpose of any Australian federal tax law, is also endorsed as a deductible gift recipient.

(b) 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.

17 Loss of deductible gift recipient endorsement

17.1 Revocation of endorsement as deductible gift recipient

If the company is endorsed as a deductible gift recipient as a whole and that endorsement is revoked, then the company must ensure that the following assets remaining after the payment of all liabilities are distributed to a charity or charities meeting the criteria in clause 16.2(a):

(a) deductible gifts of money or property received for the Charitable Purpose;

(b) deductible contributions made in relation to an eligible fundraising event held to raise funds for the Charitable Purpose; and

(c) money received by the company because of such deductible gifts and contributions.

17.2 Distribution of funds

The decision as to which funds, authorities or institutions are to receive the funds distributed in accordance with clause 16.2(a) must be determined by a resolution of the directors.