

Constitution YWCA Australia

(ABN 74 111 663 873)

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YWCA Australia, ACN 111 663 873 (Company)

Constitution

Preliminary

1. Definitions

In this Constitution:

Affiliates means The Young Women's Christian Association of Canberra ACN 008 389 151 and YWCA Hunter Region Inc ABN 72 582 209 745.

Affiliate Deed means the deed entitled 'Affiliate Deed' between YWCA Australia and the Affiliates as amended from time to time.

Annual Fee means the annual fee payable by Members and determined in accordance with Article 18(a).

Associate Member has the meaning given in Article 9.5.

Attending Member means, in relation to a meeting of Members, the Member present at the place of the meeting, in person or by proxy.

Ballot means a postal or electronic ballot conducted in accordance with Article 26.

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

Business Day means a day except a Saturday, Sunday or public holiday in the state or territory in which the Company is taken to be registered for the purposes of the Corporations Act.

Chief Executive Officer means a person appointed as, or to perform the duties of, chief executive officer of the Company in accordance with Article 45 from time to time.

Company Secretary means a person appointed as, or to perform the duties of, secretary of the Company in accordance with Article 46 from time to time.

Corporations Act means the Corporations Act 2001 (Commonwealth).

Council Member means a person appointed as a member of the Young Women's Council by the Members in accordance with Article 33.

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

Effective Date means the date of adoption of this Constitution.

Fee means a fee or levy referred to in Article 18(a) or 18(b) and includes the Annual Fee and Joining Fee.

Gifts means all gifts of money or property of any description made to the Company for the Object.

Honorary Life Member means a Member appointed by the Board in accordance with Article 9.3.

ITAA 1997 means the Income Tax Assessment Act 1997 (Cth).

Joining Fee means the non-refundable fee payable by persons applying for membership as determined in accordance with Article 18(a).

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

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

Managing Director has the meaning given to it in Article 44.

Member means a natural person (rather than a body corporate) whose name is entered in the Register as a member of the Company.

Nominations Committee means the nominations committee of the Company established in accordance with Article 52 from time to time.

Nominations Committee Member means a person appointed as a member of the Nominations Committee by the Board or Members (as applicable) in accordance with Article 52.

Non-voting Member has the meaning given in Article 9.4.

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

Object means the object of the Company as set out in Article 6.

Ordinary Member has the meaning given in Article 9.1.

Poll means a poll conducted in accordance with Article 29.

President means a president of the Board from time to time.

Register means the register of Members kept pursuant to the Corporations Act and, where appropriate.

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

Transitional Director has the meaning given to it by Article 70.1.

World Board means the board of the World YWCA, as referred to in the constitution of the World YWCA.

World YWCA means the World Young Women's Christian Association.

Young Woman means a female or a person who identifies as female who is 30 years old or younger:

- (a) in the context of Directors, at the time of her appointment to be a Director (or at the time of her appointment in the case of Article 39(c) or Article 39(g));
- (b) in the context of a Council Member, at the time that she is appointed to be a Council Member; and
- (c) in the context of a Member who is exercising her right to vote, at the time that she exercises her right to vote.

Young Women's Council means the council of Young Women of the Company from time to time established in accordance with Article 33 and with the responsibilities detailed in Article 38.

YWCA Organisation means any of:

- (a) YWCA of Darwin Incorporated ABN 61 251 097 393;
- (b) Young Women's Christian Association of Perth Inc ABN 72 969 084 165;
- (c) Young Women's Christian Association of Adelaide Incorporated ABN 92 376 697 580;
- (d) YWCA NSW ACN 000 007 714;
- (e) The Young Women's Christian Association of Broken Hill Incorporated ABN 59 864 220 718;
- (f) YWCA Queensland ABN 51 638 037 254;
- (g) YWCA Victoria ACN 004 068 106; or
- (h) YWCA of Albury Wodonga Inc ABN 16 682 297 225.

2. Interpretation

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

- (a) a word importing the singular includes the plural (and vice versa);
- (b) if a word or phrase is given a defined meaning, any other part of speech or grammatical form of that word or phrase has a corresponding meaning;
- (c) the word "includes" in any form is not a word of limitation;
- (d) a reference to something being "written" or "in writing" includes that thing being represented or reproduced in any mode in a visible form;
- (e) a notice or document required by this Constitution to be signed may be authenticated by any other manner permitted by the Corporations Act or any other law; and
- (f) a reference to a statute includes its delegated legislation and a reference to a statute or delegated legislation or a provision of either includes consolidations, amendments, re-enactments and replacements.

3. Application of Corporations Act

- (a) Unless the context indicates a contrary intention, in this Constitution:
 - (i) a reference to the Corporations Act is to the Corporations Act in force in relation to the Company after taking into account any waiver, modification or exemption which is in force either generally or in relation to the Company; and
 - (ii) a word or phrase given a meaning in the Corporations Act has the same meaning in this Constitution where it relates to the same matters as the matters for which it is defined in the Corporations Act, unless that word or phrase is otherwise defined in this Constitution.

- (b) The replaceable rules in the Corporations Act do not apply to the Company.
- (c) For so long as but notwithstanding that the Company is registered as a charity under the Australian Charities and Not-for-profits Commission Act 2012 (Cth) (**ACNC Act**), sections 191 and 192 of the Corporations Act shall be taken to apply to the Directors and Parts 2G.2 and 2G.3 of the Corporations Act shall be taken to apply to meetings of Members for the purposes of this Constitution as if the Company were not registered as a charity under the ACNC Act.

4. Enforcement

- (a) Each Member submits to the non-exclusive jurisdiction of the courts of the Australian Capital Territory, the Federal Court of Australia and the courts competent to determine appeals from those courts with respect to any proceedings that may be brought at any time relating to this Constitution.
- (b) If at any time any provision of this Constitution is or becomes illegal, invalid or unenforceable in any respect pursuant to the law of any jurisdiction, then that does not affect or impair:
 - (i) the legality, validity or enforceability in that jurisdiction of any other provision of this Constitution; or
 - (ii) the legality, validity or enforceability pursuant to the law of any other jurisdiction of that or any other provision of this Constitution.

Vision and Object

5. Vision

YWCA Australia is a secular women's membership movement based on feminist principles. It is affiliated with and is an active, engaged supporter of World YWCA, which has its historical foundations in the Christian faith. It is today sustained by the richness of many beliefs and values. Strengthened by diversity, the organisation draws together members wherever they are located, to work for gender equality and to create opportunities for growth, leadership and empowerment of women, young women and girls in order to attain a common vision of peace, justice, freedom and dignity for all people. YWCA Australia is committed to indigenous recognition and reconciliation and the active involvement of Aboriginal and Torres Strait Islander women in the organisation.

YWCA Australia is a participatory organisation, which seeks to encourage, promote and support its members and beneficiaries in its activities, and particularly seeks to advance the leadership of young women and their involvement in the governance of the organisation.

YWCA Australia maintains supportive relationships with YWCA organisations internationally and in Australia pursuant to an Affiliate Deed. The Affiliate Deed outlines the terms by which YWCA Australia will engage with the Affiliates to recognise the role of the Affiliates in the YWCA movement and the engagement between YWCA Australia, World YWCA and the Affiliates. The Affiliates will remain separate legal entities and operate autonomously and will not have any obligation to merge with YWCA Australia.

YWCA Australia will work cooperatively with the Affiliates to carry out the Objects and purposes of the Company. The Affiliates will be responsible for operating within their respective territories to support and promote the YWCA movement.

YWCA Australia's membership with World YWCA acknowledges the Affiliates as affiliate associations of YWCA Australia.

6. Object of the Company

The Object of YWCA Australia is to provide benevolent relief to people experiencing poverty, homelessness, violence or disadvantage, in particular women and children, and to achieve this relief by activities including, but not limited to:

- (a) providing services for the safety and empowerment of women, young women and girls, including housing, childcare, counselling, education, training, mentoring, development, support and assistance across urban, regional and remote Australia;
- (b) providing emergency, social, affordable and community housing and associated support services for the relief of homelessness;
- (c) promoting gender equality through the social, economic, intellectual and physical empowerment of women, young women and girls;
- (d) advancing the leadership of women and girls as a step towards improving the wellbeing, participation and empowerment of women, young women and girls;
- (e) conducting and promoting research and advocacy for the benefit and safety of women, young women and girls;
- (f) being affiliated with and an active, engaged participant and supporter of the work of World YWCA to harness and develop the leadership and collective power of women and girls throughout Australia to achieve justice, peace, health, human rights, freedom, reconciliation and environmental sustainability for all people; and
- (g) doing any other activities incidental to the attainment of the Object or otherwise identified by the Board from time to time as being necessary or desirable to facilitate or advance the Object.

Income and property

7. Application of income and property

- (a) Subject to Articles 7(b) and 7(c), the Company must apply the profits (if any) or other income and property of the Company solely towards the promotion of the Object of the Company set out in Article 6 and no portion of it may be paid or transferred, directly or indirectly, to any Member whether by way of dividend, bonus or otherwise.
- (b) Nothing in Article 7(a) prevents the Company making any payment in good faith of:
 - (i) reasonable and proper remuneration to any Member for any services actually rendered or goods supplied to the Company in the ordinary and usual course of business of the Company;
 - (ii) the payment or reimbursement of out-of-pocket expenses incurred by a Member on behalf of the Company where the amount payable does not exceed an amount previously approved by the Board;
 - (iii) reasonable and proper rent or fees to a Member for premises leased or licensed by any Member to the Company;
 - (iv) money to any Member, being a solicitor, accountant or other person engaged in any profession, for all usual professional or other charges for work done by that person or that person's firm or employer, where the provision of the service has the prior approval of the Board and the amount payable is approved by the Board and is not more than an amount which commercially would be reasonable payment for the service;

- (v) interest to a Member at a rate not exceeding a rate approved by the Board on money borrowed by the Company from the Member; or
 - (vi) an amount pursuant to Article 68.
- (c) The Company must not pay fees to or on behalf of Directors or a Company Secretary, but the Company may make payments to a Director, Chief Executive Officer or Company Secretary in good faith for:
- (i) the payment or reimbursement of out-of-pocket expenses reasonably incurred by a Director, Chief Executive Officer or Company Secretary in the performance of any duty as a Director, Chief Executive Officer or Company Secretary of the Company where that payment or reimbursement has been approved by the Board;
 - (ii) money to any Director or Company Secretary, being a solicitor, accountant or other person engaged in any profession, for all usual professional or other charges for work done by that person or that person's firm or employer, where the provision of the service has the prior approval of the Board and the amount payable is approved by the Board and is not more than an amount which commercially would be reasonable payment for the service;
 - (iii) any salary or wage due to the Director, Chief Executive Officer or Company Secretary as an employee of the Company where the terms of employment have been approved by the Board;
 - (iv) an insurance premium in respect of a contract insuring a Director or Company Secretary for a liability incurred as an officer of the Company where the Board has approved the payment of the premium; or
 - (v) any payment pursuant to Article 47(a), 47(c) or 47(d) or a payment pursuant to any agreement or deed referred to in Article 47(e).

Liability of Members

8. Extent of liability

Each Member undertakes to contribute an amount not exceeding \$10 to the property of the Company if the Company is wound up at a time when that person is a Member, or within one year of the time that person ceased to be a Member, for:

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

Membership

9. Classes of Members

9.1 Existing Member

Unless otherwise determined by the Board, a person who, as at the Effective Date, is a member of a YWCA Organisation will be deemed to become an Ordinary Member of the Company, provided that the Company has received a written consent from that person to become a Member of the Company.

9.2 Ordinary Members

Subject to Article 9.1, a Member who:

- (a) is a female or identifies as a female;
- (b) is 16 years or older;
- (c) agrees to uphold and act in accordance with the Object; and
- (d) has complied with their obligations to pay all relevant Fees on or before the relevant date on which they have become due and payable (unless otherwise resolved by the Board),

is an Ordinary Member.

9.3 Honorary Life Member

- (a) Subject to Article 9.1, the Board may appoint any person as an Honorary Life Member if the Board believes that she has made a significant contribution to the women's membership movement and the work and actions of a YWCA organisation in Australia or internationally.
- (b) A Member may provide suggestions to the Board from time to time as to Members to be appointed as an Honorary Life Member.
- (c) An Honorary Life Member shall have the same rights and obligations as an Ordinary Member, save that an Honorary Life Member will not be required to pay the Annual Fee.

9.4 Non-voting Members

Subject to Article 9.1, a Member who does not meet the requirements set out in Article 9.2(a) or 9.2(b) above is a Non-voting Member.

9.5 Associate Members

- (a) Subject to Article 9.1, a Non-voting Member who:
 - (i) is a female or identifies as a female;
 - (ii) is aged between 12 years old and under 16 years old; and
 - (iii) agrees to uphold and act in accordance with the Object,is an Associate Member.
- (b) An Associate Member shall have the same rights and obligations as all other Non-voting Members, save that an Associate Member shall be entitled to vote on the appointment, replacement and removal of Council Members in accordance with Article 33.

10. Affiliates

- (a) The Board may from time to time recognise Affiliates as non-member organisations.
- (b) As at the date of this Constitution the Affiliates are non-member organisations with respective rights and obligations set out in the Affiliate Deed.

11. Applications

- (a) Any person is eligible to apply to become a Member.
- (b) Each applicant to become a Member must sign and deliver to the Company an application in the form which the Board determines, and pay any initial fee which the Board determines.
- (c) The Board determines in its sole and absolute discretion:
 - (i) whether an applicant meets the eligibility criteria in Article 9.2; and
 - (ii) if an applicant that meets the eligibility criteria in Article 9.2 whether that applicant may become a Member.
- (d) The Board is not required to give any reason for the rejection of any application to become a Member.
- (e) If an application to become a Member is accepted by the Board, the Company must give written notice of the acceptance to the applicant and enter the applicant's name in the Register.
- (f) If an application to become a Member is rejected by the Board, the Company must give written notice of the rejection to the applicant and refund in full the fee (if any) paid by the applicant.
- (g) Failure by the Company to comply with any notice requirement in this Article 11(e) or 11(f) does not invalidate the decision regarding an application.

12. No transfers

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

13. Amending this Constitution and class rights

- (a) This Constitution may be altered, rescinded or added to only by the approval of Members by a special resolution. The World YWCA must approve YWCA Australia's Constitution.
- (b) No amendment may be made to the definition of 'Affiliates' or 'Affiliate Deed' or Articles 5, 10, 13(b) or 27(d) of this Constitution that affects an Affiliate without prior written consent of the Affiliate. No other addition, amendment or change to this Constitution regarding an Affiliate can be made without the prior written consent of each Affiliate.
- (c) Subject to the Corporations Act and the rights of a particular class of Members, the Company may vary or cancel rights of Members in that class:
 - (i) by a special resolution passed at a meeting of the Members included in that class; or
 - (ii) with the written consent of Members who are entitled to at least 75% of the votes that may be cast by Members included in that class.
- (d) Article 32 applies to a meeting held pursuant to Article 13(c)(i).

14. Proxies

14.1 Appointment of proxies

- (a) An Attending Member who is entitled to attend and vote at a meeting of Members may appoint no more than one person who must be an Ordinary Member or an Honorary Life Member as proxy to attend and vote for the Member in accordance with the Corporations Act but not otherwise.
- (b) A proxy appointed in accordance with the Corporations Act to attend and vote may only exercise the rights of the Member on the basis and subject to the restrictions provided in the Corporations Act.
- (c) Subject to the Corporations Act, a form of appointment of proxy is valid if it is signed by the Member of the Company making the appointment and contains the following information:
 - (i) the Member's name and address;
 - (ii) the proxy's name;
 - (iii) (if applicable) the name of the office held by the proxy; and
 - (iv) the meetings at which the appointment may be used,or in any other form (including electronic) which the Board may determine or accept.
- (d) Other than a chairperson appointed in accordance with this Constitution, a person must not act as a proxy for more than 10 Members.
- (e) The appointment of a proxy may not be a standing one.
- (f) If the name of the proxy or the name of the office held by the proxy in a proxy appointment of a Member is not filled in, the proxy of that Member is:
 - (i) the person specified by the Company in the form of proxy in the case that Member does not choose; or
 - (ii) if no person is so specified, the chairperson of that meeting.

14.2 Rights of proxies

- (a) A proxy appointed by a Member in accordance with Article 14.1 to attend and vote for the Member has the same rights as the Member under this Constitution and in accordance with the Corporations Act to subject to any restriction in the proxy's appointment and Article 14.4, vote at the meeting in accordance with Article 28.
- (b) The validity of any resolution passed at a meeting of Members is not affected by the failure of any proxy to vote in accordance with directions (if any) of the appointing Member.
- (c) If a proxy of a Member purports to vote in a way or circumstances that contravene the Corporations Act, on a show of hands the vote of that proxy is invalid and the Company must not count it. If a poll is demanded, votes which the Corporations Act require a proxy of a Member to cast in a given way must be treated as cast in that way.
- (d) Subject to this Constitution and the Corporations Act, a vote cast at a meeting of Members by a validly appointed proxy of a Member is valid:

- (i) despite the revocation of the appointment (or the authority pursuant to which the appointment was executed); or
- (ii) even if, before the proxy votes, the appointing Member dies or is mentally incapacitated,

if no notice in writing of any of those matter has been received by the Company before the time appointed for the commencement of that meeting.

14.3 Authority of proxies

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

even though the appointment may refer to specific resolutions and may direct the proxy how to vote on particular resolutions.

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

14.4 Restrictions on voting rights

- (a) The authority of a proxy for a Member to speak or vote at a meeting of Members to which the authority relates is suspended while the Member is present in person at that meeting.
- (b) An Attending Member is not entitled to vote on:
 - (i) any resolution on which any Fee or other amount due and payable to the Company in respect of that Member's membership of the Company has not been paid; or
 - (ii) a resolution at a meeting of Members where that vote is prohibited by the Corporations Act or an order of a court of competent jurisdiction.
- (c) The Company must disregard any vote on a resolution at a meeting of Members purported to be cast by an Attending Member where that person is not entitled to vote on that resolution. A failure by the Company to disregard a vote on a resolution as required by this Article 14.4 does not invalidate that resolution or any act, matter or thing done at the meeting, unless that failure occurred by wilful default of the Company or of the chairperson of that meeting.

14.5 Receipt of appointment

- (a) An appointment of proxy for a meeting of Members is effective only if the Company receives the appointment (and any authority pursuant to which the appointment was

signed or a certified copy of the authority) not less than 24 hours before the time appointed for the commencement of the meeting or, in the case of an adjourned meeting, resumption of the meeting.

- (b) Where a notice of meeting specifies an electronic address or other electronic means by which a Member may give the Company a proxy appointment, a proxy given at that electronic address or by that other electronic means is taken to have been given by the Member and received by the Company if the requirements set out in the notice of meeting are complied with.

14.6 Revocation of proxy

An appointment of a proxy of a Member is revoked if the Company receives a further appointment of a proxy from that Member which would result in there being more than one proxy of that Member entitled to act at the meeting. The appointment of proxy made first in time is the first to be treated as revoked or suspended by this Article 14.6.

Cessation of membership

15. Resignation of a Member

- (a) Subject to Article 15(b), a Member may at any time resign as a member of the Company by giving the Company notice in writing. Unless the notice provides otherwise, a resignation by a Member takes effect immediately on the giving of that notice to the Company.
- (b) If there is only one Member and the Member gives proper notice of resignation or on the same day all of the Members give proper notice of resignation, the notice or notices will be ineffective and the Member or Members cannot resign until either another person is appointed as a Member or the Company is wound up.
- (c) If a Member resigns, the Company must remove the Member's name from the Register.

16. Expulsion of a Member

- (a) Subject to Article 16(b), if:
 - (i) a Member is in breach of a provision of this Constitution; or
 - (ii) any act or omission of a Member is, in the opinion of the Board, unbecoming of a Member, or prejudicial to the interests or reputation of the Company,the Company may expel the Member by a resolution of the Board and remove the Member's name from the Register.
- (b) The Company must not expel a Member pursuant to Article 16(a) unless:
 - (i) at least 5 Business Days' notice has been given to the Member stating the date, time and place at which the question of expulsion of that Member is to be considered by the Board, and the nature of alleged event giving rise to the expulsion; and
 - (ii) the affected Member is given the opportunity of explaining to the Board, orally or in writing, why the Member should not be expelled.

17. Effect of cessation

- (a) A person who ceases to be a Member remains liable to pay, and must immediately pay, to the Company all amounts that at date of cessation were payable by the person to the Company as a Member; and
- (b) the Company may by resolution of the Board waive any or all of its rights pursuant to this Article 17.

Fees and other payments

18. Fees

- (a) Subject to Article 9.3(c), the Corporations Act and the terms of membership of a class of Members, the Company may by resolution of the Board require the payment of Fees by Members of any amount, on any terms and at any times as the Board resolves, including payment by instalments.
- (b) The Company may when admitting Members make Fees payable for one or more classes of Members for different amounts and at different times as the Board resolves.
- (c) The Company may by resolution of the Board revoke or postpone a Fee, or extend the time for payment of a Fee, at any time prior to the date on which payment of that Fee is due.
- (d) Each Member must pay to the Company the amount of each Fee payable by the Member in the manner, at the time and at the place specified in the notice of the Fee, unless such Fee is revoked or postponed pursuant to Article 18(c).
- (e) The Company will pay an annual affiliation fee to the World YWCA, as set by the World YWCA.

Proceedings of Members

19. Written resolutions of Members

While the Company has only one Member, the Company may pass a resolution by that Member signing a record in writing of that resolution.

20. Calling meetings of Members

- (a) The Board must convene an annual general meeting of the Company at least once every calendar year and otherwise in accordance with the Corporations Act.
- (b) The Company may by resolution of the Board call a meeting of Members to be held at the time and place (including 2 or more venues using technology which gives Attending Members as a whole a reasonable opportunity to participate) and in the manner that the Board resolves.
- (c) No Member may call or arrange to hold a meeting of Members except where permitted by section 249D, 249E or 249F of the Corporations Act, or any other provision of that Act, which in summary (without creating additional rights or otherwise varying the operation of that Act) provides that:
 - (i) the directors of a company must call and arrange to hold a general meeting on the request of members with at least 5% of the votes that may be cast at the general meeting;

- (ii) members with more than 50% of the votes of all of the members who make a request under section 249D of the Corporations Act may call and arrange to hold a general meeting if the directors do not do so within 21 days after the request is given to the company; and
- (iii) members with at least 5% of the votes that may be cast at a general meeting of the company may call, and arrange to hold, a general meeting. The members calling the meeting must pay the expenses of calling and holding the meeting.

21. Notice of meetings of Members

- (a) Subject to the Corporations Act, where the Company has called a meeting of Members:
 - (i) 21 days' notice of the meeting specifying the time and place for the meeting shall be given to all Attending Members; and
 - (ii) any proxy form for the meeting may be given in the form and in the manner in which the Board resolves.
- (b) A person who has not duly received notice of a meeting of Members may, before or after the meeting, notify the Company of the person's agreement to anything done or resolution passed at the meeting.
- (c) A person's attendance at a meeting of Members waives any objection which that person may have had to a failure to give notice, or the giving of a defective notice, of the meeting, unless the person at the beginning of the meeting objects to the holding of the meeting.
- (d) Subject to the Corporations Act, anything done (including the passing of a resolution) at a meeting of Members is not invalid because either or both a person does not receive notice of the meeting or a proxy form, or the Company accidentally does not give notice of the meeting or a proxy form to a person.

22. Business of meetings

Except with the approval of the Board, with the permission of the chairperson of the meeting or pursuant to the Corporations Act, no person may move at any meeting of Members:

- (a) any resolution (except in the form set out in the notice of meeting given pursuant to Article 21(a)); or
- (b) any material amendment of any resolution or a document which relates to any resolution and a copy of which has been made available to Members to inspect or obtain.

23. Quorum

- (a) No business may be transacted at a meeting of Members except, subject to Article 24, the election of the chairperson of the meeting unless a quorum for a meeting of Members is present at the time when the meeting commences.
- (b) A quorum for a meeting of Members is 50 Attending Members entitled to vote on a resolution at that meeting or if only one Member is entitled to vote at that meeting, then that person (or an Attending Member representing that person). Each individual present may only be counted once towards a quorum. A Member must not appoint more than one proxy.
- (c) If a quorum is not present within 30 minutes after the time appointed for the commencement of a meeting of Members, the meeting is dissolved unless the

chairperson of the meeting or the Board adjourn the meeting to a date, time and place determined by that chairperson or the Board.

- (d) If a quorum is not present within 30 minutes after the time appointed for the commencement of an adjourned meeting of Members, the meeting is dissolved.

24. Chairperson of meetings of Members

- (a) Subject to Articles 24(b) and 24(c), the President of the Board must chair, and in the case of co-Presidents, one of the co-Presidents (as agreed between the co-Presidents) must chair, each meeting of Members.

- (b) If at a meeting of Members:

- (i) there is no President of the Board; or
- (ii) a President of the Board is not present within 15 minutes after the time appointed for the commencement of a meeting of Members or is not willing to chair all or part of the meeting,

the Directors who are or will be present at the meeting may (by majority vote) elect one of their number or, in the absence of all the Directors or if none of the Directors present is willing to act, the Attending Members may elect one of their number, to chair that meeting.

- (c) A chairperson of a meeting of Members may, for any item of business at that meeting or for any part of that meeting, vacate the chair in favour of another person nominated by her (**Acting Chair**). Where an instrument of proxy appoints the chairperson as proxy for part of proceedings for which an Acting Chair has been nominated, the instrument of proxy is taken to be in favour of the Acting Chair for the relevant part of the proceedings.

25. Conduct of meetings of Members

- (a) Subject to the Corporations Act, the chairperson of a meeting of Members:

- (i) is responsible for the general conduct of that meeting and for the procedures to be adopted at that meeting;
- (ii) may determine the procedures to be adopted for proper and orderly discussion or debate at the meeting, and the casting or recording of votes at the meeting (including the admission, validity or rejection of a vote at the meeting);
- (iii) may make rulings without putting the question (or any question) to the vote if that action is reasonably required to ensure the orderly conduct of the meeting;
- (iv) may at any time terminate discussion or debate on any matter being considered at the meeting and require that matter be put to a vote;
- (v) may nominate a separate meeting place using any technology that:
- A. gives Attending Members as a whole in those places a reasonable opportunity to participate in proceedings;
- B. enables the chairperson of the meeting of Members to be aware of proceedings in each place; and
- C. enables the Attending Members in each location to vote on a show of hands and on a poll; and

- (vi) may delegate any power conferred by this Article 25 to any person.
- (b) Nothing contained in this Article 25 limits the powers conferred by law on the chairperson of a meeting of Members.

26. Postal or electronic ballots

The Board may determine to hold a postal or electronic Ballot to decide any issue or proposal in accordance with procedures as determined by the Board from time to time.

27. Attendance at meeting of Members

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

28. Voting at meeting of Members

- (a) A resolution put to the vote at a meeting of Members must be decided on a show of hands, unless a poll is demanded in accordance with Article 29 and that demand is not withdrawn.
- (b) The Board may determine that Members entitled to attend and vote at a meeting of Members or at a meeting of a class of Members may vote at that meeting without an Attending Member in respect of that person being present at that meeting (and voting in this manner is referred to in this Article 28(b) as direct voting). The Board may determine rules and procedures in relation to direct voting, including the class of Members entitled to cast a direct vote, the manner in which a direct vote may be cast, the circumstances in which a direct vote will be valid and the effect of a Member casting both a direct vote and a vote in any other manner. Where a notice of meeting specifies that direct voting may occur by eligible Members, a direct vote cast by an eligible Member is taken to have been cast by that person at the meeting if the rules and procedures for direct voting determined by the Board (whether set out in the notice of meeting or otherwise) are complied with.
- (c) Subject to this Constitution and any rights or restrictions of a class of Members, on a show of hands at a meeting of Members, each Attending Member having the right to vote on the resolution has one vote, provided that where a person is entitled to vote in more than one capacity, that person is entitled only to one vote.
- (d) Subject to this Constitution and any rights or restrictions of a class of Members, on a poll at a meeting of Members, each Attending Member having the right to vote on the resolution has one vote for each Member that the Attending Member represents.

- (e) Subject to this Constitution and any rights or restrictions of a class of Members, where the Board has determined other means (including electronic) permitted by law for the casting and recording of votes by Members on any resolution to be put at a meeting of Members, each Member having a right to vote on the resolution has one vote.
- (f) An objection to a right to vote at a meeting of Members or to a determination to allow or disregard a vote at the meeting may only be made at that meeting (or any resumed meeting if that meeting is adjourned). Any objection pursuant to this Article 28(f) must be decided by the chairperson of the meeting of Members, whose decision, made in good faith, is final and conclusive.
- (g) Except where a resolution at a meeting of Members requires a special majority pursuant to the law, the resolution is passed if more votes are cast by Members entitled to vote in favour on the resolution than against it.
- (h) In the case of an equality of votes on a resolution at a meeting of Members, the chairperson of that meeting will have a casting vote on that resolution.
- (i) Unless a poll is demanded and the demand is not withdrawn, a determination by the chairperson of a meeting of Members following a vote on a show of hands that a resolution has been passed or not passed is conclusive, without proof of the number or proportion of the votes recorded in favour or against the resolution.

29. Polls

- (a) A poll on a resolution at a meeting of Members may be demanded by a Member only in accordance with the Corporations Act or by the chairperson of that meeting.
- (b) No poll may be demanded at a meeting of Members on the election of a chairperson of that meeting, or unless the chairperson of the meeting otherwise determines, the adjournment of that meeting.
- (c) A demand for a poll may be withdrawn.
- (d) A poll demanded on a resolution at a meeting of Members for the adjournment of that meeting must be taken immediately. A poll demanded on any other resolution at a meeting of Members must be taken in the manner and at the time and place the chairperson of the meeting directs.
- (e) The result of a poll demanded on a resolution of a meeting of Members is a resolution of that meeting.
- (f) A demand for a poll on a resolution of a meeting of Members does not prevent the continuance of that meeting or that meeting dealing with any other business.

30. Adjournments

- (a) The chairperson of a meeting of Members may at any time during the meeting adjourn the meeting or any business, motion, question or resolution being considered or remaining to be considered at the meeting or any discussion or debate, either to a later time at the same meeting or to an adjourned meeting to be held at the time and place determined by the chairperson.
- (b) If the chairperson of a meeting of Members exercises the right to adjourn that meeting pursuant to Article 30(a), the chairperson may (but is not obliged to) obtain the approval of Attending Members to the adjournment.
- (c) No person other than the chairperson of a meeting of Members may adjourn that meeting.

- (d) The Company may give such notice of a meeting of Members resumed from an adjourned meeting as the Board resolves. Failure to give notice of an adjournment of a meeting of Members or the failure to receive any notice of the meeting does not invalidate the adjournment or anything done (including the passing of a resolution) at a resumed meeting.
- (e) Only business left unfinished is to be transacted at a meeting of Members which is resumed after an adjournment.

31. Cancellations and postponements

- (a) Subject to the Corporations Act, the Company may by resolution of the Board cancel or postpone a meeting of Members or change the place for the meeting, prior to the date on which the meeting is to be held.
- (b) Article 31(a) does not apply to a meeting called in accordance with the Corporations Act by Members or by the Board on the request of Members, unless those Members consent to the cancellation or postponement of the meeting.
- (c) The Company may give notice of a cancellation or postponement or change of place of a meeting of Members as the Board resolves. Failure to give notice of a cancellation or postponement or change of place of a meeting of Members or the failure to receive any notice of the meeting does not invalidate the cancellation, postponement or change of place of a meeting or anything done (including the passing of a resolution) at a postponed meeting or the meeting at the new place.
- (d) The only business that may be transacted at a meeting of Members the holding of which is postponed is the business specified in the original notice calling the meeting.

32. Meetings of a class of Members

All the provisions of this Constitution relating to a meeting of Members apply so far as they are capable of application and with any necessary changes to a meeting of a class of Members required to be held pursuant to this Constitution or the Corporations Act except that:

- (a) a quorum is:
 - (i) in the case of a meeting of Ordinary Members, 50; or
 - (ii) in the case of a meeting of any other class of Members, 10 of the total Members in that class,

Attending Members who are (or whose Member that they represent are) members of that class of Members, or if only one person is a member of that class of Members, that person (or an Attending Member representing that person); and
- (b) any Attending Member who is (or whose Member that they represent is) a member of that class of Members may demand a poll.

Young Women's Council

33. Election and Appointment of Young Women's Council

- (a) Subject to Articles 33(b) and 33(c), the number of Council Members shall be 18.
- (b) The Council Members shall be elected and appointed as follows:
 - (i) the Ordinary Members, Associate Members and Honorary Life Members shall elect 16 Council Members by national electronic Ballot to be held

within 6 months of each annual general meeting of the Company or as otherwise determined by the Board, provided that:

- A. at least 1 Council Member must identify as an Aboriginal or Torres Strait Islander woman; and
 - B. no more than 4 Council Members may be elected from one state or territory; and
- (ii) the Board shall appoint 2 Council Members, at least one of whom is a Director at the time of her appointment.
- (c) A Council Member shall hold office for a maximum of 2 terms of a maximum of 2 years each. Any time a person serves to fill a casual vacancy on the Young Women's Council in accordance with Article 33(d) shall not be counted towards a Council Member's term for the purposes of this Article 33(c).
- (d) The Board may, taking into consideration those requirements set out at Article 33(b), appoint a Member who meets the eligibility criteria in Article 35 to the Young Women's Council to fill a casual vacancy on the Young Women's Council. A Member appointed by the Board to fill a casual vacancy shall only hold office until the next national electronic Ballot following their appointment, but subject to continuing to satisfy the eligibility requirement in Article 34, shall be eligible for election as a Council Member at that national electronic Ballot.
- (e) Subject to Article 33(c), any Council Member who has held office for 2 years or more since last being elected, must retire from office and may seek to be re-elected.
- (f) A person shall cease to be a Council Member if that person:
- (i) fails to attend 2 consecutive Young Women's Council meetings without the consent of the chairperson of the Young Women's Council;
 - (ii) resigns by notice in writing to the Company;
 - (iii) retires pursuant to Article 33(d) and is not re-elected;
 - (iv) ceases to be a Member of the Company or is disqualified by the Board from being a Member;
 - (v) becomes an insolvent under administration; or
 - (vi) becomes of unsound mind or a person whose property is liable to be dealt with pursuant to a law about mental health.

34. Nomination of Young Women's Council Members

- (a) Not later than 21 days prior to any proposed ballot, the Company must send a nomination form for election of Young Women's Council Members to each Member and Associate Member, with such form to include details of:
- (i) the positions (if any) which are or will become vacant;
 - (ii) the names of current Council Members;
 - (iii) the proposed term of appointment; and
 - (iv) the date on which nominations (including details of the nominee) must be received by the Board (which must not be later than 2 Business Days before the date on which the list of nominees shall be circulated).

- (b) A person shall not be eligible to be appointed or elected as a Council Member unless they meet the eligibility criteria set out in Article 35 and a nomination signed by a Member or an Associate Member is accompanied by the consent of the nominee to act as a Council Member is given to the Company on the date determined in accordance with Article 34(a)(iv).
- (c) The Company Secretary shall prepare a list containing the names of the candidates nominated by Members and Associate Members in accordance with Article 34(a) for inclusion in the Notice of election of Council Members and each Member and each Associate Member shall be entitled to vote for any such number of candidates (but not exceeding the total number of vacancies to be filled on the Young Women's Council).

35. Eligibility to be a Young Women's Council Member

- (a) A person is only eligible to be appointed or elected as a Young Women's Council Member if she is:
 - (i) an Ordinary Member, an Honorary Life Member or an Associate Member;
 - (ii) at the time of her appointment, a Young Woman; and
 - (iii) subject to Article 35(b), at time of appointment, and for duration of her term as a Young Women's Council Member is not an employee of the Company.
- (b) The Board may approve, by resolution that an employee of the Company may be appointed or elected to the Young Women's Council, provided that at any given time there must not be more than 2 employees of the Company on the Young Women's Council.

36. Chairperson

- (a) The Young Women's Council may elect a Council Member as chairperson of the Young Women's Council for any period that it resolves, or if no period is specified, until that person ceases to be a Council Member. The Young Women's Council may remove the chairperson of the Young Women's Council at any time.
- (b) Subject to Article 60(c), the chairperson of the Young Women's Council must chair each Young Women's Council meeting.
- (c) If at a Young Women's Council meeting:
 - (i) a chairperson has not been elected pursuant to Article 36(a); or
 - (ii) the chairperson of the Young Women's Council is not present within 15 minutes after the time appointed for the holding of a Young Women's Council meeting or is not willing to chair all or part of that meeting,the Council Members present must elect one of their number to, chair that meeting or part of the meeting.

37. Meetings of the Young Women's Council

- (a) Subject to this Constitution, the Young Women's Council must meet at least once each calendar year.
- (b) Notice of a Young Women's Council meeting must be given to each Council Member either in person, or by post or by telephone or other electronic means.

- (c) A Council Member may waive notice of a meeting of the Young Women's Council by giving notice to that effect to the Company in person or by post or by telephone or other electronic means.
- (d) A Council Member who attends a meeting of the Young Women's Council waives any objection that person may have to a failure to give notice of the meeting.
- (e) By consenting to be a Council Member, each Council Member consents to the use of telephone or video each for the holding of a meeting of the Young Women's Council.
- (f) The quorum for a meeting of the Young Women's Council is half of the total number of Council Members. A quorum for a meeting of the Young Women's Council must be present at all times during the meeting.

38. Role of the Young Women's Council

- (a) At each Young Women's Council meeting the Council Members shall discuss the strategic direction, advocacy campaigns, policy platforms and objectives of the Company and facilitate the development and implementation of these and any other matters that the Board may reasonably request the Young Women's Council to consider.
- (b) Following each meeting of the Young Women's Council, the Young Women's Council shall prepare and provide to the Board the minutes of the meeting and any recommendations of those matters discussed at the relevant meeting.
- (c) The Board may, at its discretion, discuss any recommendation provided by the Young Women's Council in accordance with this Article 38 at a Board meeting.
- (d) Any decision of the Board in relation to any matter recommended by the Young Women's Council shall be final and conclusive and the Board shall have absolute discretion to reject or decide not to pursue any such recommendation.
- (e) The Board must prepare a report for the Young Women's Council to be provided at the subsequent annual general meeting (and at such other reasonable time as determined by the Board) detailing the Board's consideration of those recommendations made by the Young Women's Council.

Directors

39. Election and Appointment of Directors

- (a) In relation to the election and appointment of Directors as at and from the Effective Date, Article 70 shall prevail over this Article 39 and Article 41 (to the extent of any inconsistency) until such time as Article 70 ceases to have effect.
- (b) Subject to Articles 39(h), and 39(i), the number of Directors (not counting directors appointed in accordance with Article 38(h)) must be the number, not being less than 8 nor more than 12, determined by the Directors, but the number so determined at a particular time must not be less than the number of Directors when the determination takes effect.
- (c) Subject to Article 39(a), the Board may appoint any person as a Director to fill a casual vacancy. At any time, the Board must not consist of more than two Directors appointed to fill a casual vacancy unless the total number of Directors is less than the minimum number specified in Article 39(a), in which case the Board may appoint such further Directors as is required to comply with Article 39(a) .
- (d) Any person appointed by the Board as a Director in accordance with Article 39(c) shall only hold office until the first annual general meeting following their

appointment, but subject to satisfying the eligibility requirement in Article 40, shall be eligible for election as a Director at that annual general meeting.

- (e) The Board must send a nomination form for election of Directors at least 90 days prior to the date of the annual general meeting in a given year, with such form to include details of:
 - (i) the positions (if any) which are or will become vacant;
 - (ii) the names of the current Directors;
 - (iii) the proposed term of appointment; and
 - (iv) the date on which nominees (including details of nominee) must be returned to the Board (which must not be later than 40 days before the date of the annual general meeting).
- (f) Any person eligible to be a Director may nominate or be nominated for election as a Director by notice to the Board not later than 40 days before the date of the annual general meeting. Proposed resolutions for the appointment of people validly nominating in accordance with this Article 39(f) and approved by the Board in accordance with Article 57(d), and for the Directors retiring pursuant to Article 41 or appointed pursuant to Article 39(c), shall be included in the notice of annual general for consideration by Members.
- (g) Subject to Articles 39(a), 39(b) and 40, the Members may by ordinary resolution elect as a Director any person whose nomination is included in the relevant notice of general meeting.
- (h) At least one-third of the Directors (or if their number is not a multiple of three, the number nearest to one-third, rounding down) must be Young Women.
- (i) Neither the Board nor the Company may appoint or elect a person as a Director if, as a result of that appointment the proportion of Young Women as Directors would be less than a third (or if the total number of Directors is not a multiple of three, the number nearest to one-third, rounding down).
- (j) If a person being an Ordinary Member or an Honorary Life Member of the Company is also a member of the World Board, subject to that person providing their consent, that person may be appointed or elected as a Director.

40. Eligibility to be a Director

Subject to Article 39(a) and 39(h), a person is only eligible to be appointed or elected as a Director if she:

- (a) is a female, or identifies as a female, and at least 18 years old;
- (b) subject to Article 40(a), is a member of the World Board, an Ordinary Member or an Honorary Life Member of the Company;
- (c) is not an employee of the Company (except in the case of a Managing Director or a Chief Executive Officer who is invited to become a Managing Director in accordance with Article 45, each of whom may be an employee of the Company);
- (d) consents in writing to be a Director; and
- (e) is not prohibited from being a director of a company by reason of the Corporations Act.

41. Retirement of Directors

- (a) Subject to Articles 41(d), 41(e) and 70, a Director must retire from office no later than the longer of the third annual general meeting of the Company or 3 years, following that Director's last election or appointment.
- (b) A Director who retires pursuant to Article 39(a) holds office as a Director until the end of the meeting at which the Director retires and is eligible for re-election.
- (c) A Director appointed pursuant to Article 39(c) must retire at the next annual general meeting occurring after that appointment and is eligible for re-election.
- (d) A Director must not act as a Director of the Company for more than two consecutive three year terms except with the approval of the Company by a special resolution, provided that no Director may serve as a Director for more than 9 consecutive years.
- (e) A Director may be re-elected after an absence of 12 months or more since their retirement or except with the approval of the Company by a special resolution.
- (f) The Managing Director of the Company is not subject to Article 41(a) and will not be taken into account in determining the Directors required to retire at an annual general meeting.
- (g) No person, other than a Director retiring pursuant to this Article 41 or a Director appointed pursuant to Article 39(c) or a person nominated by the Board, is eligible to be appointed as a Director at any meeting of Members unless a nomination signed by a Member accompanied by the consent of the nominee to act is given to the Company in accordance with Article 39(f).

42. Termination of office

A person ceases to be a Director if the person:

- (a) fails to attend 3 consecutive Board meetings without the consent of the Board;
- (b) resigns by notice in writing to the Company;
- (c) retires pursuant to Article 41 and is not re-elected;
- (d) is removed from office pursuant to the Corporations Act;
- (e) the Managing Director (whether full-time or part-time) of the Company or of any related body corporate of the Company and ceases to be the Managing Director of the Company or of a related body corporate of the Company;
- (f) becomes an insolvent under administration;
- (g) becomes of unsound mind or a person whose property is liable to be dealt with pursuant to a law about mental health; or
- (h) is not permitted to be a director, or to manage a corporation, pursuant to the Corporations Act.

43. Interests of Directors

- (a) A Director is not disqualified by reason only of being a Director (or the fiduciary obligations arising from that office) from:

- (i) in the case of the Managing Director only, being an employee of the Company;
 - (ii) holding an office or place of profit or employment in any other company, body corporate, trust or entity promoted by the Company or in which it has an interest;
 - (iii) being a member, creditor or otherwise be interested in any body corporate (including the Company), partnership or entity, except auditor of the Company;
 - (iv) entering into any agreement or arrangement with the Company; or
 - (v) acting in a professional capacity (or being a member of a firm which acts in a professional capacity) for the Company, except as auditor of the Company.
- (b) Each Director must comply with Corporations Act in relation to the disclosure of the Director's interests.
- (c) A Director who has a material personal interest in a matter that is being considered at a Board meeting must not be present while the matter is being considered at the meeting nor vote on the matter, except where permitted by the Corporations Act.
- (d) If a Director has an interest in a matter, then subject to Article 43(c), Article 43(e) and this Constitution:
- (i) that Director may be counted in a quorum at the Board meeting that considers the matter;
 - (ii) the Company may proceed with any transaction that relates to the interest;
 - (iii) the Director may retain the benefits pursuant to any transaction that relates to the interest even though the Director has the interest; and
 - (iv) the Company cannot avoid any transaction that relates to the interest merely because of the existence of the interest.
- (e) If an interest of a Director is required to be disclosed pursuant to Article 43(b), Article 43(d)(iii) applies only if the interest is disclosed before the transaction is entered into.

Officers

44. Managing Director

- (a) The Board may appoint one or more Directors as a managing director of the Company (**Managing Director**), for any period and on any terms (including, subject to Article 7, as to remuneration) as the Board resolves. Subject to any agreement between the Company and the Managing Director, the Board may vary or terminate the appointment of a Managing Director of the Company at any time, with or without cause.
- (b) The Board may delegate any of its powers to a Managing Director of the Company for any period and on any terms (including the power to further delegate) as the Board resolves. The Board may revoke or vary any power delegated to a Managing Director of the Company.
- (c) A Managing Director of the Company must exercise the powers delegated to her in accordance with any directions of the Board.

- (d) A person ceases to be a Managing Director if the person ceases to be a Director.

45. Chief Executive Officer

The Board may appoint a Chief Executive Officer, for any period and on any terms (including, subject to Article 7, as to remuneration) as the Board resolves. Subject to any agreement between the Company and the Chief Executive Officer, the Board may vary or terminate the appointment of a Chief Executive Officer at any time, with or without cause. Provided that the Chief Executive Officer meets the eligibility criteria for Directors set out in Article 40 and subject to Articles 39 and 41, the Board may, but is not obliged to, invite the Chief Executive Officer to become the Managing Director of the Company pursuant to Article 44.

46. Company Secretary

The Board may appoint one or more Company Secretaries, for any period and on any terms (including, subject to Article 7, as to remuneration) as the Board resolves. Subject to any agreement between the Company and the Company Secretary, the Board may vary or terminate the appointment of a Company Secretary at any time, with or without cause.

47. Indemnity and insurance

- (a) To the extent permitted by law, the Company may indemnify each Relevant Officer against a Liability of that person and the Legal Costs of that person.
- (b) The indemnity pursuant to Article 47(a):
- (i) is enforceable without the Relevant Officer having first to incur any expense or make any payment;
 - (ii) is a continuing obligation and is enforceable by the Relevant Officer even though the Relevant Officer may have ceased to be an officer of the Company; and
 - (iii) applies to Liabilities and Legal Costs incurred both before and after this Article became effective.
- (c) To the extent permitted by law, the Company may make a payment (whether by way of advance, loan or otherwise) to a Relevant Officer in respect of Legal Costs of that person.
- (d) To the extent permitted by law, the Company may:
- (i) enter into, or agree to enter into; or
 - (ii) pay, or agree to pay, a premium for,
- a contract insuring a Relevant Officer against a Liability of that person and the Legal Costs of that person.
- (e) To the extent permitted by law, the Company may enter into an agreement or deed with a Relevant Officer or a person who is, or has been, an officer of the Company or a subsidiary of the Company, pursuant to which the Company must do all or any of the following:
- (i) keep books of the Company and allow either or both that person and that person's advisers access to those books on the terms agreed;
 - (ii) indemnify that person against any Liability and Legal Costs of that person;

- (iii) make a payment (whether by way of advance, loan or otherwise) to that person in respect of Legal Costs of that person; and
 - (iv) keep that person insured in respect of any act or omission by that person while a Relevant Officer or an officer of the Company or a subsidiary of the Company, on the terms agreed (including as to payment of all or part of the premium for the contract of insurance).
- (f) Despite anything in this Constitution, a Director is not precluded from voting in respect of any proposed agreement or deed of access, indemnity or insurance merely because the contract would grant access, indemnify or insure the Director as contemplated by this Article 47.

Powers of the Board

48. General powers

- (a) The Board has the power to manage the business of the Company and may exercise to the exclusion of the Company in general meeting all powers of the Company which are not, by the law or this Constitution, required to be exercised by the Company in general meeting.
- (b) A power of the Board can only be exercised by a resolution passed at a meeting of the Board in accordance with Article 59, a resolution passed by signing a document in accordance with Article 58, or in accordance with a delegation of the power pursuant to Article 44, 50 or 51. A reference in this Constitution to the Company exercising a power by a resolution of the Board includes an exercise of that power in accordance with a delegation of the power pursuant to Article 44, 50 or 51.

49. Execution of documents

- (a) The Company may execute a document if the document is signed by one Director and either another Director, a Company Secretary, or another person appointed by the Board for that purpose.
- (b) The Board may determine the manner in which and the persons by whom cheques, promissory notes, bankers' drafts, bills of exchange and other negotiable or transferable instruments in the name of or on behalf of the Company, and receipts for money paid to the Company, must be signed, drawn, accepted, endorsed or otherwise executed.

50. Committees and delegates

- (a) The Board may delegate any of its powers to a committee of the Board, a Director, an employee of the Company or any other person. A delegation of those powers may be made for any period and on any terms (including the power to further delegate) as the Board resolves. The Board may revoke or vary any power so delegated.
- (b) A committee or delegate must exercise the powers delegated in accordance with any directions of the Board.
- (c) A committee established by the Board must:
 - (i) be made up of at least 30% Young Women (or if the number of Young Women would not be a whole number, the nearest whole number, rounding up);
 - (ii) include at least 1 Director; and

- (iii) include the President or both the co-Presidents (as applicable) as ex-officio members.
- (d) Subject to the terms of appointment or reference of a committee, Article 59 applies with the necessary changes to meetings and resolutions of a committee of the Board.

51. Attorney or agent

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

Nominations Committee

52. Election and Appointment of Nominations Committee

- (a) There shall be a Nominations Committee consisting of:
 - (i) two Directors, appointed by the Board from time to time; and
 - (ii) two representatives elected by Members in accordance with Article 52(b),
at least one of whom must be a Young Woman.
- (b) The Members shall elect Nominations Committee Members at each annual general meeting of the Company as required.
- (c) A Nominations Committee Member shall hold office for a maximum of 2 terms of a maximum of 3 years each.
- (d) Subject to Article 52(c), any Nominations Committee Member who has held office for 3 years or more since last being elected or appointed by the Board (as applicable), must retire from office and may seek to be re-elected or re-appointed (as applicable).
- (e) A person shall cease to be a Nominations Committee Member if that person:
 - (i) fails to attend 2 consecutive Nominations Committee meetings without the consent of the chairperson of the Nominations Committee;
 - (ii) resigns by notice in writing to the Company;
 - (iii) retires pursuant to Article 52(d) and is not re-elected;
 - (iv) in the case of a Nominations Committee Member appointed by the Board, ceases to be a Director;
 - (v) in the case of a Nominations Committee Member elected in accordance with Article 52(b), ceases to be a Member of the Company or is disqualified by the Board from being a Member;
 - (vi) becomes an insolvent under administration; or

- (vii) becomes of unsound mind or a person whose property is liable to be dealt with pursuant to a law about mental health.
- (f) In the event that the number of valid nomination forms for Nominations Committee Members exceeds the number of positions to be filled at an annual general meeting, then:
 - (i) all nominations are to be put forward at the annual general meeting; and
 - (ii) those nominees that receive the highest number of votes of Members in favour of their appointment will be validly appointed.

53. Nomination of Nominations Committee Members

- (a) The Company must send a nomination form for election of Nominations Committee Members at least 90 days prior to the date of the annual general meeting in a given year, with such form to include details of:
 - (i) the positions (if any) which are or will become vacant;
 - (ii) the names of current Nominations Committee Members;
 - (iii) the proposed term of appointment; and
 - (iv) the date on which nominations (including details of the nominee) must be returned to the Board (which must not be later than 40 days before the date of the annual general meeting).
- (b) Each nomination form for the election of a person as a Nominations Committee Member must be co-signed by the nominee and by an Ordinary Member or an Honorary Life Member.
- (c) No person shall be eligible to be elected or appointed as a Nominations Committee Member unless they meet the eligibility criteria set out in Article 54.
- (d) Subject to Articles 53(b) and 53(c), a list of valid nominations received in accordance with this Article 53 shall be included in the notice of annual general meeting.

54. Eligibility to be a Nominations Committee Member

A person is only eligible to be elected or appointed as a Nominations Committee Member if she is an Ordinary Member or an Honorary Life Member.

55. Chairperson

- (a) Subject to Article 55(b), the Nominations Committee may elect a Nominations Committee Member as chairperson of the Nominations Committee for any period that it resolves, or if no period is specified, until that person ceases to be a Nominations Committee Member. The Nominations Committee may remove the chairperson of the Nominations Committee at any time.
- (b) A person is only eligible to be appointed as the chairperson of the Nominations Committee Member if they are also a Director.
- (c) Subject to Article 55(d), the chairperson of the Nominations Committee must chair each Nominations Committee meeting.

- (d) If at a Nominations Committee meeting:
 - (i) a chairperson has not been elected pursuant to Article 55(a); or
 - (ii) the chairperson of the Nominations Committee is not present within 15 minutes after the time appointed for the holding of a Board meeting or is not willing to chair all or part of that meeting,

the Nominations Committee Members present must elect one of their number to, chair that meeting or part of the meeting.
- (e) In case of an equality of votes on a resolution at a Nominations Committee meeting, the chairperson of that meeting has a casting vote on that resolution in addition to any vote the chairperson has in her capacity as a Nominations Committee Member in respect of that resolution, provided that the chairperson is entitled to vote on the resolution and more than two Nominations Committee Members are present and entitled to vote on the resolution.

56. Meetings of the Nominations Committee

- (a) Subject to this Constitution, the Nominations Committee shall meet as frequently as is considered necessary by the Nominations Committee to fulfil its objectives as set out in Article 57.
- (b) Notice of a Nominations Committee meeting must be given to each Nominations Committee Member either in person, or by post or by telephone or other electronic means.
- (c) A Nominations Committee Member may waive notice of a meeting of the Nominations Committee by giving notice to that effect to the Nominations Committee in person or by post or by telephone or other electronic means.
- (d) A Nominations Committee Member who attends a meeting of the Nominations Committee waives any objection that person may have to a failure to give notice of the meeting.
- (e) By consenting to be a Nominations Committee Member, each Nominations Committee Member consents to the use of telephone or video each for the holding of a meeting of the Nominations Committee.
- (f) The quorum for a meeting of the Nominations Committee is 3. A quorum for a meeting of the Nominations Committee must be present at all times during the meeting.

57. Role of the Nominations Committee

- (a) The Nominations Committee is established to:
 - (i) recommend nominees to fill vacancies in the Board in accordance with the Board selection principles as approved by the Members at an annual general meeting from time to time;
 - (ii) recommend the process by which the Board shall select the number and identity of delegates to attend the World YWCA's general meeting; and
 - (iii) consider other issues delegated to the Nominations Committee by the Board from time to time.
- (b) Following each meeting of the Nominations Committee, the Nominations Committee shall prepare and provide to the Board the minutes of the meeting of the

Nominations Committee and recommendations of the nominees to fill vacancies in the Board.

- (c) The Board may, at its discretion, discuss any recommendation provided by the Nominations Committee.
- (d) For the avoidance of doubt, the Board has the power to determine whether to include a person's nomination as a Director in a notice of general meeting under Article 39(f) or itself appoint a Director under Article 39(c). Any decision of the Board in relation to any matter recommended by the Nominations Committee shall be final and conclusive and the Board shall have discretion to accept or reject any such recommendation having regard to the selection criteria approved by Members at an annual general meeting under Article 57(a)(i).

Proceedings of Directors

58. Written resolutions of Directors

- (a) The Board may pass a resolution without a Board meeting being held if notice in writing of the resolution is given to all Directors and a majority of the Directors entitled to vote on the resolution (not being less than the number required for a quorum at a meeting of Directors) sign a document containing a statement that they are in favour of the resolution set out in the document.
- (b) A resolution pursuant to Article 58(a) may consist of several documents in the same form each signed by one or more Directors and is effective when signed by the last of the Directors constituting the majority of the Directors. A facsimile transmission or other document produced by electronic means under the name of a Director with the Director's authority is taken to be a document signed by the Director for the purposes of Article 58(a) and is taken to be signed when received by the Company in legible form.

59. Board Meetings

- (a) Subject to this Constitution, the Board must meet at least 6 times each year and must ensure that at least 2 meetings are held in person. The Board may otherwise meet, adjourn and regulate its meetings as it thinks fit.
- (b) A Director may call a Board meeting at any time. On request of any Director, a Company Secretary of the Company must call a meeting of the Directors.
- (c) Notice of a Board meeting must be given to each Director (except a Director on leave of absence approved by the Board). Notice of a Board meeting may be given in person, or by post or by telephone or other electronic means.
- (d) A Director may waive notice of a Board meeting by giving notice to that effect to the Company in person or by post or by telephone or other electronic means.
- (e) A person who attends a Board meeting waives any objection that person may have to a failure to give notice of the meeting.
- (f) Anything done (including the passing of a resolution) at a Board meeting is not invalid because either or both a person does not receive notice of the meeting or the Company accidentally does not give notice of the meeting to a person.
- (g) For the purposes of the Corporations Act, each Director, by consenting to be a Director or by reason of the adoption of this Constitution, consents to the use of each of the following technologies for the holding of a Board meeting:
 - (i) telephone;

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

A Director may withdraw the consent given pursuant to this Article 59(g) in accordance with the Corporations Act.

- (h) If a Board meeting is held in 2 or more places linked together by any technology:
 - (i) a Director present at one of the places is taken to be present at the meeting unless and until the Director states to the chairperson of the meeting that the Director is discontinuing her participation in the meeting; and
 - (ii) the chairperson of that meeting may determine at which of those places the meeting will be taken to have been held.
- (i) Until otherwise determined by the Board, a quorum for a Board meeting is half plus one of the total number of Directors entitled to vote on a resolution that may be proposed at that meeting (or if their number is not an even number, the closest number to a whole rounding down). A quorum for a Board meeting must be present at all times during the meeting. Each individual present is counted towards a quorum.

60. President or Co-Presidents of the Board

- (a) The Board may elect any Director as President, or any two Directors as co-Presidents, of the Board for any period that it resolves, or if no period is specified, until that person ceases to be a Director. The Board may remove any President or a co-President of the Board at any time.
- (b) Subject to Article 60(c):
 - (i) if one President is elected under Article 60(a), that President must chair each Board meeting; or
 - (ii) if two Presidents are elected under Article 60(a), one of the co-Presidents (to be agreed between the co-Presidents) must chair a given meeting of the Board or of Members.
- (c) If at a Board meeting:
 - (i) a President has not been elected pursuant to Article 60(a); or
 - (ii) the President of the Board is not present within 15 minutes after the time appointed for the holding of a Board meeting or is not willing to chair all or part of that meeting,

the Directors present must elect one of their number to, chair that meeting or part of the meeting.
- (d) A person does not cease to be a President of the Board if that person retires as a Director at a meeting of Members and is re-elected as a Director at that meeting (or any adjournment of that meeting).

61. Board resolutions

- (a) A resolution of the Board is passed if more votes are cast by Directors entitled to vote in favour of the resolution than against it.
- (b) Subject to Article 43 and this Article 61, each Director present in person has one vote on a matter arising at a Board meeting.
- (c) Subject to the Corporations Act, in case of an equality of votes on a resolution at a Board meeting, the chairperson of that meeting has a casting vote on that resolution in addition to any vote the chairperson has in her capacity as a Director in respect of that resolution, provided that the chairperson is entitled to vote on the resolution and more than two Directors are present and entitled to vote on the resolution.

62. Valid proceedings

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

Notices

63. Notices to Members

- (a) The Company may give Notice to a Member by any of the following means in the Board's discretion:
 - (i) delivering it to that Member or person;
 - (ii) delivering it or sending it by post to the address of the Member in the Register or the alternative address (if any) nominated by that Member for that purpose;
 - (iii) if permitted by the Corporations Act, notifying that Member of the notice's availability by an electronic means nominated by the Member for that purpose (where a Member has provided their electronic address to the Company, Notices shall be sent to that address for the purposes of this Article 63); or
 - (iv) any other means permitted by the Corporations Act.
- (b) The Company must send all documents to a Member whose address for Notices is not within Australia by air-mail, air courier or electronic transmission.
- (c) Any Notice required or allowed to be given by the Company to one or more Members by advertisement is, unless otherwise stipulated, sufficiently advertised if advertised once in a daily newspaper circulating in the states and territories of Australia.

64. Notice to Directors

The Company may give Notice to a Director by:

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

65. Notice to the Company

A person may give Notice to the Company by:

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

66. Time of service

- (a) A Notice sent by post or air-mail is taken to be given on the day after the date it is posted.
- (b) A Notice sent by electronic transmission is taken to be given when the transmission is sent provided that in the case of notice to the Company or a Director, the sender meets any action required by the recipient to verify the receipt of the document by the recipient.
- (c) A Notice given in accordance with Article 63(a)(iii) is taken to be given on the day after the date on which the Member is notified that the Notice is available.
- (d) A certificate by a Director or Company Secretary to the effect that a Notice by the Company has been given in accordance with this Constitution is conclusive evidence of that fact.

67. Notice requirements

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

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

Winding up

68. Winding up

On a winding up of the Company, any surplus of the following assets of the Company remaining after the payment of its debts:

- (a) Gifts;
- (b) contributions made to the Company in relation to an eligible fundraising event held for the Object; and
- (c) money received by the Company because of such Gifts or contributions,

must not be paid to or distributed among the Members, but must be given or transferred to:

- (d) one or more bodies corporate, associations or institutions (whether or not a Member or Members) selected by the Members by resolution at or before the dissolution of the Company:
 - (i) having object similar to the Object of the Company;
 - (ii) gifts which are allowable deductions pursuant to the ITAA 1997; and
 - (iii) whose constitution prohibits the distribution of its or their income or property to no lesser extent than that imposed on the Company pursuant to Article 7; or
- (e) if there are no bodies corporate, associations or institutions which meet the requirements of Article 68(d), to one or more bodies corporate, associations or institutions selected by the Members by resolution at or before dissolution of the Company:
 - (i) the objects of which are the promotion of charity; and
 - (ii) gifts which are allowable deductions pursuant to the ITAA 1997; or
- (f) if the Members do not make a selection pursuant to Article 68(d) or 68(e) for any reason, to one or more bodies corporate, associations or institutions meeting the requirements of either Article 68(d) or 68(e) selected by the Board, subject to Board obtaining court approval pursuant to the Corporations Act to exercise this power.

69. Revocation of deductible gift recipient status

If the Company has obtained endorsement as a deductible gift recipient under the ITAA 1997 and that endorsement is subsequently revoked by the Commissioner of Taxation, as soon as reasonably possible following the revocation of such endorsement, surplus amounts of:

- (a) Gifts;
- (b) contributions made to the Company in relation to an eligible fundraising event held for the Object; and
- (c) money received by the Company because of such Gifts or contributions,

must be given or transferred to one or more bodies corporate, associations or institutions selected by resolution of the Board:

- (d) which have objects which are charitable at law; and

- (e) gifts to which are allowable deductions pursuant to the ITAA 1997.

70. Transitional Directors

70.1 Appointment and retirement of Transitional Directors

Subject to the Corporations Act, in order to transition to the Board appointment and retirement system as set out in Articles 39 and 41, the following provisions shall apply to the persons in office as members of the Board as at the Effective Date (**Transitional Directors**):

- (a) subject to Article 70.1(a), at least 2 months before the first annual general meeting following the Effective Date, the Transitional Directors must determine the order in which the Transitional Directors shall retire from the Board (and be eligible for re-election) in the 3 years following the Effective Date provided that:
- (i) at least one-third of the Transitional Directors (rounded up to the nearest whole number) (the **First Transitional Group**) shall retire from office at the first annual general meeting following the Effective Date and, unless otherwise ineligible to be Director in accordance with this Constitution, shall be eligible for re-election;
 - (ii) at least one-third of the Transitional Directors (the **Second Transitional Group**) shall retire from office at the second annual general meeting following the Effective Date and, unless otherwise ineligible to be Director in accordance with this Constitution, shall be eligible for re-election; and
 - (iii) the remaining Transitional Directors who do not comprise the First Transitional Group nor the Second Transitional Group shall retire from office at the third annual general meeting following the Effective Date and, unless otherwise ineligible to be Director in accordance with this Constitution, shall be eligible for re-election to the Board; and
- (b) unless otherwise unanimously agreed by the Board, for the purposes of deferring the order in which the Transitional Directors shall retire from the Board as required for the purposes of Article 70.1(a), the Transitional Directors shall retire in the order based on their length of service on the Board prior to the Effective Date.

70.2 Sunset

This Article 70 ceases to have effect on the day immediately following the third annual general meeting of the Company after the Effective Date.

Attachment 1 Proxy Form

Appointment of Proxy

I

of

being a voting member of the Company and entitled to attend and vote hereby appoint

the Chairperson of the Meeting (mark with an 'X') OR If you are **not** appointing the Chairperson of the Meeting, write the name of the person you are appointing as your proxy and the office held by that proxy

or failing the person named, or if no person is named, the Chairperson of the Meeting, as my/our proxy to attend and to act generally on my/our behalf, at the meeting of the Company to be held at **[location]** on **[date]** and at any adjournment of that meeting (**Meeting**).

Voting directions to your proxy - please mark

to indicate your directions

Business		For	Against	Abstain*
1	[insert proposed resolution]	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2	[insert proposed resolution]	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3	[insert proposed resolution]	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Signature of Member

This section *must* be signed to enable your directions to be implemented.

Signature

Date

Notes:

- (a) Other than a chairperson appointed in accordance with the Constitution, a person must not act as a proxy for more than 10 Members;
- (b) the person you appoint as proxy must be an Ordinary Member or an Honorary Life Member;
- (c) the appointment of a proxy may not be a standing one;
- (d) the appointment of a proxy is taken to confer authority to:
 - (i) vote on any amendment moved to a proposed resolution and on any motion that a proposed resolution not be put or any similar motion; and

- (ii) vote on any procedural motion, including any motion to elect the chairperson of the meeting of Members to which the appointment relates, to vacate the chair or to adjourn the meeting,

even though the appointment may refer to specific resolution and may direct the proxy how to vote on particular resolutions; and

- (e) an appointment of a proxy of a Member shall be revoked if the Company receives a further appointment of a proxy from that Member which would result in there being more than one proxy of that Member entitled to act at the meeting. The appointment of proxy made first in time is the first to be treated as revoked or suspended.

INSTRUCTIONS FOR COMPLETION OF PROXY FORM

1. Appointment of Proxy

If you wish to appoint the Chairperson of the Meeting as your proxy, mark the box. If the person you wish to appoint as your proxy is someone other than the Chairperson of the Meeting, write the name of that person and the office they hold. If you leave this section blank or your named proxy does not attend the Meeting, the Chairperson of the Meeting will be your proxy.

2. Voting directions to your Proxy

You may direct your proxy how to vote on an item of business by placing a mark in one of the three boxes opposite that item of business. If you do not mark any of the boxes on a given item, your proxy may decide whether or how to vote on that item. If you mark more than one box on an item, your vote on that item will be invalid.

3. Lodgement of Proxy

This proxy form must be received by the Company not later than **[date]**.

Documents may be lodged by posting, delivery or email to the Company at the address below:

YWCA Australia

Post / Delivery: [insert]

Email: [insert]