

Constitution YWCA Australia

(ABN 74 111 663 873)

Approved at Annual General Meeting held on 28 November 2019

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YWCA Australia, ACN 111 663 873 (Company)

Constitution

Preliminary

1. Definitions

In this Constitution:

2019 Elected Directors means an Elected Director elected as an Elected Director at the 2019 annual general meeting or otherwise continuing as an Elected Director as at the 2019 annual general meeting.

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

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 19(a).

Applicant has the meaning given to it in Article 12(a).

Appointed Director means a Director appointed as a Director of the Company in accordance with Article 34.3.

Associate Member is a Member who applies for Membership under Article 10.4 and admitted to Membership under Article 12.

Attending Member means, in relation to a meeting of Members:

- (a) a Member present at the place of the meeting in person or by technology;
- (b) a Member present at the place of the meeting by proxy, attorney or representative;
- (c) except in any Article that specifies a quorum, a Member who has duly lodged a Direct Vote in relation to the general meeting.

Ballot means a postal or electronic ballot conducted in accordance with any rules or procedures as determined by the Board from time to time.

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 41 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 42 from time to time.

Corporations Act means the Corporations Act 2001 (Cth).

Council Member means a person appointed as a member of the Young Women's Council by the Members in accordance with Article 54(b).

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

Direct Vote includes a vote delivered to the Company by post, facsimile or other electronic means approved by the Board.

Effective Date means the date of adoption of this Constitution.

Elected Director means a Director elected as a director of the Company in accordance with Article 34.2.

Existing Member means, unless otherwise determined by the Board, a person who, as at the Effective Date, was a member of 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,

and was deemed to become an Ordinary Member of the Company, provided that the Company received a written consent from that person to become a Member of the Company.

Fee means a fee or levy referred to in Article 19 and includes the Annual 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 10.3.

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

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.

Member has the meaning given in Article 9 and **Membership** has a corresponding meaning.

Nominations Committee means the nominations committee of the Company established in accordance with Article 56 from time to time.

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 is a Member who applies for Membership under Article 10.2 and is admitted to Membership under Article 12.

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

Register means the register of Members kept pursuant to the Corporations Act.

Relevant Officer means a person who is, or has been, a Director, Company Secretary or other office of the Company from time to time.

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:

- (a) identifies as female; and
- (b) is 30 years old or younger.

in the context of:

- (c) Directors, at the time of her appointment to be a Director (or at the time of her appointment in the case of Article 34.4(a));
- (d) a Council Member, at the time that she is appointed to be a Council Member; and
- (e) 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 53 and with the responsibilities detailed in Article 53.

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**

[Compare sections 111L and 135 of the 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 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 Victoria, 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. Today, it is 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

7.1 Objects

- (a) Subject to Articles 7.2 to **Error! Reference source not found.**, 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.

7.2 Members

- (a) Nothing in Article 7.1 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 any maximum 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 64.

7.3 Officeholders

[Compare replaceable rule 202A and 204F and section 204D]

- (a) 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) Without limiting Article 41 or 42, 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, officer 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 43(a), 43(c) or 43(d) or a payment pursuant to any agreement or deed referred to in Article 43(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. Membership

The members of the Company are:

- (a) the Existing Members; and
- (b) any other persons that the Board admit to membership and entered into the Register in accordance with this Constitution.

10. Classes of Members

- (a) The classes of membership are:
 - (i) Ordinary Members;
 - (ii) Honorary Life Members; and
 - (iii) Associate Members.
- (b) Additional classes of members, if recommended by the Board, may be created from time to time by the members in general meeting.

10.2 Application for Ordinary Membership

A person who:

- (a) is a female or a person who identifies as female and;
- (b) is 12 years or older; and
- (c) agrees to uphold and act in accordance with the Object;

may apply for Ordinary Membership.

10.3 Appointment of Honorary Life Members

- (a) The Board may, acting in its sole discretion, appoint any person as an Honorary Life Member if the Board believes that the person has made a significant contribution to the Company's membership movement and the work and actions of a YWCA organisation in Australia or internationally.

- (b) Any 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 has the same rights and obligations as an Ordinary Member, save that an Honorary Life Member will not be required to pay the Annual Fee.

10.4 Application for Associate Membership

A person who:

- (a) is not female or does not identify as a female;
- (b) is aged under 12 years; and
- (c) agrees to uphold and act in accordance with the Object,

may apply for Associate Membership.

11. 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.

12. Applications and admission to Membership

- (a) A person applying to become a Member (**Applicant**) must sign and deliver to the Company:
 - (i) an application in the prescribed form;
 - (ii) any other documents or evidence as to qualification for the type of membership applied for the Board requires; and
 - (iii) payment of any fees,as determined by the Board in its sole and absolute discretion from time to time.
- (b) The Board will determine in its sole and absolute discretion the admission or rejection of any Applicant.
- (c) The Board is not required to give any reason for the rejection of any application to become a Member.
- (d) If the Board approves an application to become a Member:
 - (i) the Company Secretary must give written notice of the acceptance to the Applicant; and
 - (ii) the Applicant's name and details must be entered into the Register.
- (e) An Applicant becomes a Member upon:
 - (i) payment of any fee prescribed under Article 12(a) (if any); and
 - (ii) entry into the Register.

- (f) If the Board rejects an application to become a Member, the Company Secretary must give written notice of the rejection to the Applicant and refund in full any fees paid by the Applicant.
- (g) Failure by the Company to comply with any notice requirement in Article 12(d) or 12(e) does not invalidate the decision regarding an application.

13. No transfers

A Member must not transfer its rights as a Member, whether by operation of law or otherwise.

14. Amending this Constitution and class rights

[Compare section 136 of the Corporations Act]

- (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 any changes to this Constitution.
- (b) No amendment may be made to the definition of 'Affiliates' or 'Affiliate Deed' or Articles 5, 11, 14(b) or 28(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 33 applies to a meeting held pursuant to Article 14(c)(i).

15. Proxies

15.1 Who may appoint a proxy

[compare mandatory rule 249X]

An Attending Member who is entitled to attend and vote at a meeting of Members may appoint an individual as the Attending Member's proxy to attend and vote for the Member at the meeting of Members.

15.2 When proxy form must be sent to all members

[section 249Z]

If the Company sends a member a proxy appointment form for a meeting or a list of persons willing to act as Proxies at a meeting:

- (a) if the member requested the form or list – the Company must send the form or list to all members who ask for it and who are entitled to appoint a proxy to attend and vote at the meeting; or
- (b) otherwise – the Company must send the form or list to all its members entitled to appoint a proxy to attend and vote at the meeting.

15.3 Form of proxy sent out by the Company

- (a) A form of proxy sent out by the Company may be in a form determined by the Board but must:
 - (i) enable the Member to specify the manner in which the proxy must vote in respect of a particular resolution; and
 - (ii) leave a blank for the member to fill in the name of the person primarily appointed as proxy.
- (b) The form may provide that if the member leaves it blank as to the person primarily appointed as proxy, or if the person or persons named as proxy fails or fail to attend, the chair of the meeting is appointed proxy.

15.4 Appointment of a proxy

[compare section 250A and Corporations Regulations 2001 reg 2G.2.01]

- (a) An appointment of proxy is valid if it is signed or otherwise electronically authenticated (as referred to in regulation 2G.2.01 of the *Corporations Regulations 2001* and in Articles 15.4(b) and 15.4(c)) by the Member making the appointment and contains the following information:
 - (i) the Member's name and address;
 - (ii) the Company's name;
 - (iii) the proxy's name;
 - (iv) (if applicable) the name of the office held by the proxy; and
 - (v) the meetings at which the appointment may be used.
- (b) An electronically authenticated appointment of a proxy must:
 - (i) include a method of identifying the member; and
 - (ii) include an indication of the member's approval of the information communicated.
- (c) If the electronically authenticated appointment of a proxy is done through either email or internet-based voting:
 - (i) the member must be identified by personal details such as the member's name, personal address and date of birth; and
 - (ii) the member's approval must be communicated by a form of security protection (for example, the entering of a confidential identification number such as a shareholder registration number or holder identification number).
- (d) An undated appointment is taken to have been dated on the day it is given to the Company.

[Compare section 250BB of the Corporations Act]
- (e) An appointment may specify the way the proxy is to vote on a particular resolution. If it does:
 - (i) the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way;

- (ii) if the proxy has 2 or more appointments that specify different ways to vote on the resolution – the proxy must not vote on a show of hands;
- (iii) if the proxy is the chair of the meeting – the proxy must vote on a poll, and must vote that way; and
- (iv) if the proxy is not the chair of the meeting – the proxy need not vote on a poll, but if the proxy does so, the proxy must vote that way.

If a proxy is also a member, this Article 15.4(e) does not affect the way that the person can cast any votes the person holds as a member.

- (f) An appointment does not have to be witnessed.
- (g) A later appointment revokes an earlier one if both appointments could not be validly exercised at the meeting.
- (h) Other than a chairperson of a meeting of Members appointed in accordance with this Constitution, a person must not act as a proxy for more than 2 Members.
- (i) 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 completed on the form of appointment, then 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.

15.5 Rights of proxies

- (a) A proxy appointed by a Member in accordance with Article 15.1 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 15.6, vote at the meeting in accordance with Article 29.
- (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 purports to vote in a way or in circumstances that contravene the Corporations Act:
 - (i) on a show of hands, the vote of that proxy is invalid and the Company must not count it; and
 - (ii) on a poll, any votes by the proxy which are required under the Corporations Act to be cast in a given way must be treated as cast in that way.

[Compare section 250C of the Corporations Act]

- (d) A proxy who is not entitled to vote on a resolution as a Member may vote as a proxy for another Member who can vote if the appointment specifies the way the Proxy is to vote on the resolution and the proxy votes that way.
- (e) Unless the Company receives written notice of one of the following matters before the start or resumption of the meeting at which the proxy votes, a vote cast at a meeting of Members by a validly appointed proxy is valid even if:
 - (i) the member revokes the proxy's appointment or the authority pursuant to which the proxy's appointment was executed by the member; or

- (ii) the appointing Member dies or is mentally incapacitated,
before the proxy votes.
- (f) A proxy is not revoked by the member attending and taking part in the meeting unless the member actually votes at the meeting on a resolution for which the proxy is proposed to be used.
- (g) A proxy has the same rights as the Attending Member to:
 - (i) speak at the meeting;
 - (ii) vote (but only to the extent allowed by the appointment); and
 - (iii) join in demanding a poll.
- (h) The appointment of a proxy may be a standing one.
- (i) If a proxy is only for a single meeting it may be used at any postponement or adjournment of that meeting, unless the proxy states otherwise.
- (j) A proxy's authority to speak and vote for a member at a meeting is suspended while the Attending Member is present at the meeting.
- (k) A proxy may be revoked at any time by notice in writing to the Company.
- (l) 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.
- (m) Unless otherwise provided in the document or resolution appointing a person as proxy, 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.

15.6 Restrictions on voting rights

- (a) The authority of a proxy 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 15.6 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.

15.7 Receipt of appointment

[Compare section 250B of the Corporations Act]

- (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 an authenticated or certified copy of the authority) not less than 48 hours before the time appointed for the commencement of the meeting or, in the case of an adjourned meeting, resumption of the meeting.
- (b) The Company receives an appointment or authority:
 - (i) when it is received at any of the following:
 - A. the Company's registered office;
 - B. a facsimile number at the company's registered office; or
 - C. a place, facsimile number or electronic mail address specified for the purpose in the notice of meeting; or
 - (ii) if the notice of meeting specifies other electronic means by which a member may give the document – when the document given by those means is received by the Company and complies with Articles 15.4(b) and 15.4(c).
- (c) An appointment of a proxy is ineffective if:
 - (i) the Company receives either or both the appointment or authority at a facsimile number or electronic address; and
 - (ii) a requirement (if any) in the notice of meeting that:
 - A. the transmission be verified in a way specified in the notice; or
 - B. the proxy produce the appointment and authority (if any) at the meeting;is not complied with.

15.8 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 15.8.

15.9 Attorney of Member

An attorney for a member may do whatever the member could do personally as a member, but if the attorney is to vote at a meeting of members or a class of members the instrument conferring the power of attorney or a certified copy of it must be produced to the Company at least 48 hours before the meeting, in the same way as the appointment of a proxy.

Cessation of membership

16. Resignation of a Member

- (a) Subject to Article 16(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) A Member's notice of resignation will be ineffective if:
 - (i) there is only one Member of the Company and that Member gives notice of resignation; or
 - (ii) all of the Members of the Company give notice of resignation contemporaneously,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.

17. Expulsion of a Member

- (a) Subject to Article 17(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 17(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 at the meeting before the passing of the resolution to explain to the Board, orally or in writing, why the Member should not be expelled.

18. 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 18.

Fees and other payments

19. Fees

- (a) Subject to Article 10.3(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 Board may determine from time to time:
 - (i) the Fees payable, if any; and
 - (ii) time for payment of Fees;by one or more classes of Members.
- (c) The Board may determine from time to time to 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 19(c).
- (e) The Company will pay an annual affiliation fee to the World YWCA, as set by the World YWCA.

20. Unpaid Annual Fees

If:

- (a) the Annual Fee of a Member remains unpaid for 2 months after it becomes payable; and
- (b) a notice of default is given to the Member following a resolution of the Board to issue a notice of default to the Member;

the Member ceases to be entitled to any of the rights or privileges of membership but these may be reinstated on payment of all arrears if the directors see fit.

Proceedings of Members

21. Written resolutions of single Member

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

22. 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 or as otherwise allowed under the Corporations Act or ACNC Act) 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.
- (d) The Directors must keep minute books in which they record, within 1 month:
 - (i) proceedings and resolutions of meetings of the Company's Members;
 - (ii) proceedings and resolutions of directors' meetings (including meetings of a committee of Directors);
 - (iii) resolutions passed by members without a meeting; and
 - (iv) resolutions passed by directors without a meeting.
- (e) The Directors must ensure that minutes of a meeting are signed within a reasonable time after the meeting by 1 of the following:
 - (i) the Chairperson of the meeting; or
 - (ii) the Chairperson of the next meeting.
- (f) Without limited Article 22(d), the Directors must record in the minute books:
 - (i) all appointments of Directors;
 - (ii) the names of the Directors present at all meetings of directors and the Company;
 - (iii) in the case of a technology meeting, the method by which the meeting was held;
 - (iv) all orders resolutions and proceedings of general meetings and of meetings of the directors and of committees formed by the Directors;
 - (v) proxy votes exercisable and exercised in respect of each resolution at a meeting; and
 - (vi) all other matters required by the Act to be recorded in the minute books, including each notice and standing notice given by a director of a material personal interest in a matter that relates to the affairs of the Company.
- (g) The auditor (if there is any) is entitled to attend any general meetings and to be heard by the Members on any part of the business of the meeting that concerns the auditor in the capacity of auditor.
- (h) The Company must give the auditor (if there is any) any communications relating to the general meeting that a member of the Company is entitled to receive.

23. 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 must be given to all 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 that the person may have had to:
 - (i) a failure to give notice; or
 - (ii) 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.

24. 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 23(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.

25. Quorum

[compare replaceable rule 249T]

- (a) No business may be transacted at a meeting of Members, except the election of the chairperson of the meeting in accordance with Article 26, 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 either:
 - (i) 30 Attending Members present in person or by proxy entitled to vote on a resolution at that meeting; or
 - (ii) if only one Member is entitled to vote at that meeting, then that person (or an Attending Member representing that person).
- (c) For the purpose of determining whether a quorum for a meeting of Members is present, if an individual is present in person or by technology as:
 - (i) a Member; and
 - (ii) proxy,that individual is counted separately once in its capacity as:
 - (iii) a Member; and
 - (iv) proxy,provided that:

- (v) there is at least one other Member present; and
 - (vi) the individual cannot be counted more than three times towards a quorum.
- (d) 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.
- (e) 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.

26. Chairperson of meetings of Members

- (a) Subject to Articles 26(b) and 26(c), the President 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) within 15 minutes after the time appointed for the commencement of a meeting of Members, a President of the Board is not:
 - A. present at the meeting; or
 - B. willing to chair all or part of the meeting,
 - (iii) the Directors present at the meeting may (by majority vote) elect one of their number to chair the meeting; or
 - (iv) in the absence of any Directors willing to act as chairperson of the meeting, the Attending Members may elect one of their number to chair the 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.

27. 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 including to make comments and ask questions; and
 - B. enables the Attending Members in each location to vote on a show of hands, on a poll or via another method chosen by the chairperson that is fair and reasonable in the circumstances; and
 - (vi) may delegate any power conferred by this Article 27 to any person.
- (b) Nothing contained in this Article 27 limits the powers conferred by law on the chairperson of a meeting of Members.

28. 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.

29. 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 or other method of voting is demanded in accordance with Article 30 and that demand is not withdrawn.
- (b) The Board may determine that a Member who is entitled to attend and vote on a resolution at a meeting of Members or at a meeting of a class of Members is entitled to a Direct Vote in respect of that resolution. 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 who is an Ordinary Member or an Honorary Life Member 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) Associate Members do not have any voting rights.
- (e) 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.
- (f) 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.
- (g) 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 29(g) must be decided by the chairperson of the meeting of Members, whose decision, made in good faith, is final and conclusive.
- (h) 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.
- (i) 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.
- (j) 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.
- (k) Subject to Article 29(m), the Directors may put a resolution to the Members to pass a resolution without a meeting being held (a circular resolution).
- (l) The Directors must notify the auditor (if any) as soon as possible that a circular resolution has or will be put to Members, and set out the wording of the resolution.
- (m) Circular resolutions cannot be used:
 - (i) for a resolution to remove any auditor, appoint a director or remove a director;
 - (ii) for passing a special resolution; or
 - (iii) where the Corporations Act or this constitution requires a meeting to be held.
- (n) A circular resolution is passed if all the Members entitled to vote on the resolution sign or agree to the circular resolution, in the manner set out in Article 29(o) or Article 29(p).
- (o) Members may sign:
 - (i) a single document setting out the circular resolution and containing a statement that they agree to the resolution; or
 - (ii) separate copies of that document, as long as the wording is the same in each copy.

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

30. **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.

31. **Adjournments**

- (a) The chairperson of a meeting of Members may at any time during the meeting adjourn:
- (i) the meeting;
 - (ii) any business, motion, question or resolution being considered or remaining to be considered at the meeting; or
 - (iii) 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 31(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.

32. 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 32(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.

33. 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, 30; 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.

Directors and officeholders

34. Election and appointment of Directors

34.1 Number and composition of Directors

- (a) In relation to the election and appointment of Directors Article 36.4 prevails over this Article 34 (to the extent of any inconsistency) until such time as Article 36.4 ceases to have effect.
- (b) The number of Directors must be not less than 8 and not more than 12 or such other number determined by a unanimous resolution of the Board comprising:
 - (i) at least 60% Elected Directors;
 - (ii) a minimum of 1 and a maximum of 2 Directors to be appointed as President or Co-Presidents under Article 50;
 - (iii) the balance of the Directors may be Appointed Directors; and

- (iv) at least one-third of all Directors must be Young Women.

34.2 Elected Directors

- (a) An Elected Director is elected as a Director as follows:
 - (i) The Board must call for nominations for Elected Directors at least 60 days prior to the date of the annual general meeting in any given year.
 - (ii) Any person eligible under Article 35 may:
 - A. nominate; or
 - B. be nominated by a Director or Member,for election as an Elected Director by notice to the Board in the prescribed form and in accordance with the prescribed procedure not later than 40 days before the date of the annual general meeting.
 - (iii) The prescribed form and procedure for the purpose of Article 34.2(a)(ii) is determined by the Board from time to time.
 - (iv) A list of all of the nominees who are determined by the Board or a committee of the Board to be eligible for election as an Elected Director, must be provided to all Members at least 7 days before the Ballot under Article 34.2(a)(v) is to be held.
 - (v) The Board must cause a Ballot for the election of Elected Directors to be conducted at least 7 days prior to the annual general meeting in any given year.
 - (vi) The Board will determine the method of voting for Elected Directors to determine if a nominee is elected as an Elected Director, including in circumstances where the number of candidates is:
 - A. less than or equal to; and
 - B. more than,the number of vacancies for Elected Directors.
 - (vii) The President or the chair of the meeting will declare the results of the election at the annual general meeting.

34.3 Appointed Directors

- (a) Subject to Article 34.3(b), any person eligible under Article 35 may be appointed by the Board as a Director (**Appointed Director**).
- (b) In exercising the power to appoint an Appointed Director, the Board will have regard to ensuring that the Board is constituted by Directors with sufficient expertise to fulfil the Object of the Company.

34.4 Casual vacancies

- (a) Subject to Articles 34.1(a) and 35, if a casual vacancy is caused by:
 - (i) an Appointed Director ceasing to be a Director, the Board may appoint any person as a Director to fill a casual vacancy; or

- (ii) an Elected Director ceasing to be a Director, the Board, in its discretion may either:
 - A. appoint any person as a Director to fill a casual vacancy; or
 - B. fill the vacancy in accordance with Article 34.2.
- (b) At any time, the Board must not consist of more than two Directors appointed to fill a casual vacancy under Articles 34.4(a)(i) or 34.4(a)(ii)A unless required in order for the Board to constitute the minimum number specified in Article 34.1(b).
- (c) Any person appointed by the Board as a Director in accordance with Articles 34.4(a)(i) or 34.4(a)(ii)A only holds office until the first annual general meeting following their appointment. Subject to satisfying the eligibility requirement in Article 35, that person may be:
 - (i) nominated for election as a Director at that annual general meeting; or
 - (ii) appointed as an Appointed Director.
- (d) Any person elected under Article 34.4(a)(ii)B holds office for the same period as the Elected Director who vacated the office would have been entitled to hold office had the vacancy not occurred.

35. Eligibility to be a Director

- (a) Subject to Article 34.1(a) and 36.3, a person is only eligible to be appointed or elected as a Director if she:
 - (i) is a female, or identifies as a female, and at least 18 years old;
 - (ii) is a member of the World Board, an Ordinary Member or an Honorary Life Member;
 - (iii) is not an employee of the Company;
 - (iv) in the case of Elected Directors, signs and delivers to the Company a nomination form in accordance with Article 34.2;
 - (v) consents in writing to be a Director; and
 - (vi) is not prohibited from being a director of a company by reason of the Corporations Act or the ACNC Act.

36. Retirement of Directors

36.1 Rotation of Elected Directors

- (a) Subject to Articles 36.3 and 36.3(c), an Elected Director must retire from office no later than the longer of the third annual general meeting of the Company or 3 years, following that Elected Director's last election or appointment.
- (b) At the third annual general meeting following the election of an Elected Director, that Elected Director must resign from office provided that:
 - (i) no more than two Elected Directors are required to retire at any annual general meeting;
 - (ii) if there are more than two Elected Directors who would otherwise be required to retire at an annual general meeting, the two Elected Directors who do retire at the annual general meeting are:

- A. those who have been longest in office since their last appointment; and
 - B. as between any Elected Directors who were last elected at the same time, the Elected Director or Elected Directors to retire are those agreed as between those persons or as determined by a lot conducted by the Company Secretary; and
- (iii) the Elected Directors that would otherwise have been required to retire at an annual general meeting but were not chosen to retire under Article 36.1(b)(ii), must retire at the next annual general meeting, subject to Articles 36.1(b)(i) and 36.1(b)(ii).
- (c) .An Elected Director who retires pursuant to Article 36.1(a) holds office as an Elected Director until the end of the meeting at which the Elected Director retires and is eligible for re-election.

36.2 Retirement of Directors appointed to fill casual vacancy

- (a) A Director appointed pursuant to Article 34.4(a) must retire at the next annual general meeting occurring after that appointment and is eligible for re-appointment.

36.3 Terms

- (a) A Director appointed as President, Co-President or an Appointed Director is appointed for a fixed term of three years or such shorter period as determined by the Board.
- (b) 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 years in total.
- (c) A Director may be re-elected or re-appointed after an absence of 12 months or more since their retirement or with the approval of the Company by a special resolution.

36.4 Rotation 2020 to 2021

- (a) At the annual general meeting to be held in 2020:
- (i) the rotation provisions in Articles 36.1 and 36.3 do not apply;
 - (ii) at least 50% of the 2019 Elected Directors must retire from office; and
 - (iii) each 2019 Elected Director who retires under Article 36.4(a)(ii) may nominate for re-election as an Elected Director at the 2020 annual general meeting.
- (b) At the annual general meeting to be held in 2021:
- (i) the rotation provisions in Articles 36.1 and 36.3 do not apply;
 - (ii) each 2019 Elected Director who did not retire under Article 36.4(a)(ii) must retire from office; and
 - (iii) each 2019 Elected Director who retires under Article 36.4(b)(ii) may nominate for re-election as an Elected Director at the 2021 annual general meeting.
- (c) For the purpose of Article 36.4(a)(ii) and 36.4(b)(ii), the 2019 Elected Directors who are to retire are:

- (i) those who have been longest in office since their last appointment; and
 - (ii) as between any 2019 Elected Directors who were last appointed at the same time, the 2019 Elected Director or 2019 Elected Directors to retire are those agreed as between those persons or as determined by a lot conducted by the Company Secretary.
- (d) Each Director who retires under Article 36.4(a)(ii) and 36.4(b)(ii) ceases to be a 2019 Elected Director as at the date of their retirement.
 - (e) From the first annual general meeting following all 2019 Elected Directors retiring under Article 36.4(a)(ii) and 36.4(b)(ii) or otherwise ceasing to be a Director, the rotation of Elected Directors is determined in accordance with Article 36.1.

37. 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 36 and is not re-elected;
- (d) is removed from office pursuant to the Corporations Act;
- (e) becomes an insolvent under administration;
- (f) becomes of unsound mind or a person whose property is liable to be dealt with pursuant to a law about mental health; or
- (g) is not permitted to be a director, or to manage a corporation, pursuant to the Corporations Act.

38. 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) 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;
 - (ii) being a member, creditor or otherwise be interested in any body corporate (including the Company), partnership or entity, except auditor of the Company;
 - (iii) entering into any agreement or arrangement with the Company; or
 - (iv) 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 and the Company policies and procedures in relation to the disclosure of the Director's interests and voting on matters in which the Director is personally interested.
- (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 38(c), Article 38(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 38(b), Article 38(d)(iii) applies only if the interest is disclosed before the transaction is entered into.

39. **Alternate directors**

[Compare replaceable rule 201K]

A Director is not permitted to appoint another person to serve as an alternate director in place of such Director.

40. **Managing Director**

[Compare replaceable rule 201J]

The Directors are not permitted to appoint one or more of themselves or any person to the office of managing director.

41. **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.

42. **Company Secretary**

[Compare section 204D and replaceable rule 204F]

- (a) The Board must, in accordance with the Corporations Act, appoint one or more Company Secretaries.
- (b) A Company Secretary holds office for any period as the Board resolves.
- (c) Subject to this Article 42 and Article 7, the Chief Executive Officer may approve the terms of employment of a Company Secretary appointed by the Board.
- (d) 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.

43. 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 43(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 43.

Powers of the Board

44. 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:
 - (i) a resolution passed at a meeting of the Board in accordance with Article 49;
 - (ii) a resolution passed by signing a document in accordance with Article 48; or
 - (iii) in accordance with a delegation of the power pursuant to Article 46 or 47.
- (c) 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 46 or 47.

45. 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.

46. 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 as the Board considers appropriate. 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) The delegation and any revocation or any power delegated by the Board must be recorded in the Company's minute book.
- (c) A committee or delegate must exercise the powers delegated in accordance with any directions of the Board.
- (d) A committee established by the Board must:
 - (i) be made up of at least one-third Young Women; and
 - (ii) include at least 1 Director.
- (e) Subject to the terms of appointment or reference of a committee, Article 49 applies with the necessary changes to meetings and resolutions of a committee of the Board.

47. 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.

Proceedings of Directors

48. 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 48(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 48(a) and is taken to be signed when received by the Company in legible form.

49. Board Meetings

- (a) The directors may meet together for the despatch of business and adjourn and otherwise regulate their meetings as they see fit.

[compare replaceable rule 248C]

- (b) A Director may call a Board meeting at any time by notice to the other Directors. 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, by post, 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 49(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 greater than half of the total number of Directors entitled to vote on a resolution that may be proposed at that meeting. A quorum for a Board meeting must be present at all times during the meeting. Each individual present is counted towards a quorum.

50. **President or Co-Presidents of the Board**

- (a) The Board may appoint:
 - (i) any person who is eligible to be a Director under Article 35 as President; or
 - (ii) any two people who are eligible to be a Director under Article 35 as co-Presidents,of the Board for:
 - (iii) any period that the Board resolves;
 - (iv) if no period is specified, then that person ceases to be a President or Co-president when they cease to be a Director;
 - (v) until the Board resolves that any President or Co-president is no longer a Director for the purpose of Article 34.1(b); or
 - (vi) until the President or Co-president is no longer eligible to be a Director.
- (b) Subject to Article 50(c):
 - (i) if one President is appointed under Article 50(a), that President must chair each Board meeting; or
 - (ii) if two Presidents are appointed under Article 50(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 appointed pursuant to Article 50(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).

51. 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 38 and this Article 51, 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.

52. 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.

Young Women's Council

53. Role of the Young Women's Council

- (a) The Young Women's Council is responsible for:
- (i) making recommendations to the Board regarding the strategic direction, advocacy campaigns, policy platforms and objectives of the Company; and
 - (ii) facilitating the development and implementation of these and any other matters that the Board reasonably requests the Young Women's Council to consider.
- (b) The Board is responsible for approving the charter of the Young Women's Council and the Young Women's Council must comply with the charter approved by the Board from time to time.
- (c) The Board may, at its discretion, discuss any recommendation provided by the Young Women's Council in accordance with this Article 53 at a Board meeting.
- (d) Any decision of the Board in relation to any matter recommended by the Young Women's Council is final and conclusive and the Board has 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 least annually detailing the Board's consideration of those recommendations made by the Young Women's Council.

54. Election and appointment of Young Women's Council

- (a) The number of Council Members is no more than 18.
- (b) The Board will determine the procedures for Council Members to be elected and appointed to the Young Women's Council.

55. 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) 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.

Nominations Committee

56. Role of the Nominations Committee

- (a) The Nominations Committee is responsible for:
 - (i) making recommendations to the Board for nominees to fill vacancies in the Board;
 - (ii) making recommendations to the Board regarding the process by which the Board selects the number and identity of delegates to attend the World YWCA's general meeting; and
 - (iii) considering other issues delegated to the Nominations Committee by the Board from time to time.
- (b) The Board is responsible for approving the charter of the Nominations Committee and the Nominations Committee must comply with the charter approved by the Board from time to time.
- (c) The Board may, at its discretion, discuss any recommendation provided by the Nominations Committee in accordance with this Article 56 at a Board meeting.
- (d) Any decision of the Board in relation to any matter recommended by the Nominations Committee is final and conclusive and the Board has discretion to accept or reject any recommendation of the Nominations Committee.

57. Election and Appointment of Nominations Committee

- (a) The number of Nominations Committee members is 4, comprised of:
 - (i) two Directors, appointed by the Board from time to time; and
 - (ii) two representatives elected by Members in accordance with the process determined by the Board from time to time,at least one of whom must be a Young Woman.
- (b) The Board will determine the procedures for Nominations Committee Members to be elected and appointed to the Nominations Committee.

58. 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 56.
- (b) 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.

Notices

59. 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 59); 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.

60. 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.

61. 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.

62. 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 59(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.

63. 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

64. 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 64(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 64(d) or 64(e) for any reason, to one or more bodies corporate, associations or institutions meeting the requirements of either Article 64(d) or 64(e) selected by the Board, subject to Board obtaining court approval pursuant to the Corporations Act to exercise this power.

65. **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.