



## Notice of Annual General Meeting

Dear Members

Notice is given that the 2023 Annual General Meeting (**AGM**) of the Members of Alliance of Girls' Schools (Australasia) Limited ACN 079 627 713 (**Company**) will be held as follows:

Place:	Via Zoom video conference <i>Detail will be sent to those attending prior to the meeting</i>
Date:	Wednesday 22 March 2023
Time:	2:30 pm (AEDT)

### Business of the Meeting

During this AGM, members of the Company will have the opportunity to find out about the Company's operations and finances and ask any relevant questions; speak about any items on the agenda; and vote on the ordinary resolutions proposed.

The Company's annual financial report will be tabled.

In addition, this AGM will consider and vote on special resolutions to approve a merger between the Company and the International Coalition of Girls' Schools Inc. (a Nonprofit Corporation incorporated in Maryland, United States) (**ICGS**) by:

- (a) amending the constitution of the Company to appoint ICGS as the sole member of the Company;
- (b) approving the change of name of the Company from "The Alliance of Girls' Schools (Australasia) Limited" to "International Coalition of Girls' Schools — Australasia Limited";
- (c) cancelling the class rights of all classes of Members; and
- (d) authorising the directors of the Company to do any further acts necessary to enable a merger between the Company and the International Coalition of Girls' Schools Inc. (a Nonprofit Corporation incorporated in Maryland, United States) to occur.

The AGM will consider and vote on the following special resolutions:

#### 1 IT IS RESOLVED AS A SPECIAL RESOLUTION to:

- (a) adopt the Constitution that is attached to the Notice of Meeting and which will be tabled at the annual general meeting, as the Constitution of the Company in lieu of the existing Constitution of the Company (**New Constitution**); and
- (b) give effect to sub-resolution (a) above, appoint the International Coalition of Girls' Schools, Inc., a Maryland Exempt Non-stock Corporation (ICGS) as the sole member of the Company (and it is noted that ICGS has consented to such appointment).

- 2 **IT IS RESOLVED AS A SPECIAL RESOLUTION** to approve the change of the name of the Company from “The Alliance of Girls’ Schools (Australasia) Limited” to “International Coalition of Girls’ Schools — Australasia Limited”, effective on and from the date on which the Australian Securities and Investments Commission approves the registration of the change of name of the Company.
- 3 **IT IS RESOLVED AS A SPECIAL RESOLUTION** that for the purposes of section 246B(2) of the Corporations Act 2001 (Cth) and for all other purposes, the rights attaching to each of the following classes of members: ‘Members’, ‘Associate Members’ and ‘Honorary Members’ be cancelled as set out in the New Constitution, including that all classes of members no longer have the right to appoint a specific number of directors.
- 4 **IT IS RESOLVED AS A SPECIAL RESOLUTION** to authorise the directors of the Company to do any further acts necessary to enable a merger between the Company and the International Coalition of Girls’ Schools Inc. (a Nonprofit Corporation incorporated in Maryland, United States) to occur.

In addition, the following membership classes: ‘Members’, ‘Associate Members’ and ‘Honorary Members’ will vote on the special resolutions to cancel the class rights of each class.

#### **Special Resolution – Variation of the rights attaching to class of ‘Member’ – Members only**

***IT IS RESOLVED AS A SPECIAL RESOLUTION** that for the purposes section 246B(2) of the Corporations Act 2001 (Cth) and for all other purposes, the rights attaching to ‘Members’ be cancelled as set out in the New Constitution, including that this class no longer has the right to appoint a specific number of directors.*

#### **Special Resolution – Variation of the rights attaching to class of ‘Associate Member’ – Associate Members only**

***IT IS RESOLVED AS A SPECIAL RESOLUTION** that for the purposes section 246B(2) of the Corporations Act 2001 (Cth) and for all other purposes, the rights attaching to ‘Associate Members’ be cancelled as set out in the New Constitution, including that this class no longer has the right to appoint a specific number of directors.*

#### **Special Resolution – Variation of the rights attaching to class of ‘Honorary Member’ – Honorary Members only**

***IT IS RESOLVED AS A SPECIAL RESOLUTION** that for the purposes section 246B(2) of the Corporations Act 2001 (Cth) and for all other purposes, the rights attaching to ‘Honorary Members’ be cancelled as set out in the New Constitution, including that this class no longer has the right to appoint a specific number of directors.*

#### **Conduct of the AGM**

The Chair will provide Members with reasonable opportunity to ask questions about, or make comments on, the business of the AGM or the management of the Company. The Chair will exercise these powers to ensure that the meeting is conducted in an orderly, courteous and timely manner.

#### **Passing of resolutions**

A special resolution will be passed if at least 75% of the votes of the voting members present at the meeting are in favour of the resolutions.

#### **Voting at the AGM**

You are eligible to attend and vote at the meeting if you are a Member of the Company on 10 March 2023 and have paid your annual subscription/membership fees. Any member who is entitled

to attend and vote at the AGM has the right to appoint a proxy to attend and vote on their behalf. A proxy must be a principal of a member school who is entitled in their own right to vote at a general meeting of the Company. The Board of the Company recommends appointing your Branch representative or the President as your proxy.

Only principals of member schools, or Associate Members and Honorary Members where cancellation of class rights are concerned, may vote at the AGM but we warmly invite other interested parties to attend.

A proxy form has been attached to this notice and must be returned to the Executive Officer by 5:30 pm (AEST) on Friday 10 March 2023.

### **Relevant documents**

Attached to this notice are the following documents:

- (a) the agenda for this AGM (page 4);
- (b) explanatory statement (page 5);
- (c) the proposed new constitution of the Company (page 6).

The Board of the Company (**the Board**) looks forward to meeting with you at the AGM – if you require any further information or would like to ask questions of the Directors of the Company concerning matters to be considered at the AGM please contact the Executive Officer on +61 7 5521 0749 or [agasa@agsa.or.au](mailto:agasa@agsa.or.au) by 5:30pm on 10 March 2023.

Your questions are important to us and although we may not be able to reply to each question individually, we will respond to as many of the frequently asked questions as possible at the AGM and those answers will be posted on our website.



**Loren Bridge**

Executive Officer and Company Secretary

## Agenda

**1 Welcome and apologies - Chair**

**2 Acceptance of minutes**

The acceptance of minutes of the 26<sup>th</sup> AGM held on 16 May 2022.

**3 Ordinary Business**

The President's report, Treasurer's report, Executive Officer's report and financial report for the Company for the year ended 2022 will be presented at the meeting. There will be an opportunity for members to ask questions in relation to these reports.

(Note – there is no requirement for the Members to approve these reports).

**4 Ordinary Resolutions**

**1. IT IS RESOLVED** that pursuant to the provisions of Section 17.8 (d) of the Company's Constitution that the Directors Kate Hadwen (DIN: 036 40557 24289 31), and Toni Riordan (DIN: 036 07271 56028 57) have their terms as directors extended to 31 December 2023.

**5 Special Resolutions**

**1. IT IS RESOLVED AS A SPECIAL RESOLUTION to:**

- (a) adopt the Constitution that is attached to the Notice of Meeting and which will be tabled at the annual general meeting, as the Constitution of the Company in lieu of the existing Constitution of the Company (**New Constitution**); and
- (b) give effect to sub-resolution (a) above, appoint International Coalition of Girls' Schools, Inc., a Maryland Exempt Non-stock Corporation (ICGS) as the sole member of the Company (and it is noted that ICGS has consented to such appointment).

*NOTE: The members of the Company acknowledge that the effect of the passing of the resolutions 1 (a) and (b) is that all individual members will no longer be members of the Company and the sole member of the Company shall be ICGS.*

**2. IT IS RESOLVED AS A SPECIAL RESOLUTION** to approve the change of the name of the Company from "The Alliance of Girls' Schools (Australasia) Limited" to "International Coalition of Girls' Schools — Australasia Limited", effective on and from the date on which the Australian Securities and Investments Commission **approves the registration of the change of name of the Company.**

**3. IT IS RESOLVED AS A SPECIAL RESOLUTION** that for the purposes of section 246B(2) of the Corporations Act 2001 (Cth) and for all other purposes, the rights attaching to each of the following classes of members: 'Members', 'Associate Members' and 'Honorary Members' be cancelled as set out in the New Constitution, including that all classes of members no longer have the right to appoint a specific number of directors.

**4. IT IS RESOLVED AS A SPECIAL RESOLUTION** to authorise the directors of the Company to do any further acts necessary to enable a merger between the Company and the International Coalition of Girls' Schools Inc. (a Nonprofit Corporation incorporated in Maryland, United States) to occur.

**Directors' Recommendation**

The Directors unanimously recommend that members vote in favour of the Special Resolutions.

## Explanatory Statement

This Explanatory Statement has been prepared for the information of members, in connection with the special business to be conducted at the Annual General Meeting to be held at 2:30pm (AEDT) on Wednesday 22 March 2023 via video conference.

The purpose of this Explanatory Statement is to provide information that the Directors believe to be material to members in deciding whether or not to approve the Special Resolutions in the Notice of Meeting.

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### Special Resolutions

#### Background

At the 2022 AGM held on 16 May 2022, Alliance members voted in favour of progressing a merger between the Alliance of Girls' Schools Australasia (the Company) and the International Coalition of Girls' Schools (ICGS). The members delegated to the Directors the authority to negotiate and finalise the final form of the merger agreement and to present it to a special meeting of the Company for ratification by the members.

To that end the Directors have finalised a merger agreement with the ICGS. The Directors believe it provides favourable terms for Australasian members and will retain high quality regional programming in Australia and New Zealand while creating opportunities for staff and students in Australasian member schools to benefit from global engagement and collaborations.

Essentially, the merger provides for:

- Regional input through an Australasian Regional Advisory Council (RAC).
- Australasian office and staff.
- Members of the RAC appointed by the RAC.
- Australasian representation of three directors on the ICGS Board nominated by the RAC.
- Australian registered company and charity retained and governed by ICGS Australasian Commission with minimum three Australasian governors.
- A new constitution with ICGS as the sole member.
- Protections to ensure the new constitution cannot be changed by the sole member alone.
- All Alliance member schools will be offered membership of ICGS in 2024.
- Alliance honorary members will be recognised by ICGS for the contribution they have made to the Alliance and to girls' schools, and offer honorary membership of ICGS in 2024.

A copy of the current constitution is available [here](#) or by request to [agsa@agsa.org.au](mailto:agsa@agsa.org.au)

A copy of the new constitution follows or can be obtained by request to [agsa@agsa.org](mailto:agsa@agsa.org).

**CORPORATIONS ACT**

**COMPANY LIMITED BY GUARANTEE**

**CONSTITUTION**

of

**INTERNATIONAL COALITION OF GIRLS' SCHOOLS-AUSTRALASIA LIMITED**

**ADOPTED BY Special Resolution at Extraordinary General Meeting [date]**

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## Definitions and Interpretations

In this Constitution:

**“ACNC Act”** means the Australian Charities and Not-for-profits Commission Act 2012 (Cth) as amended from time to time;

**The Alliance of Girls’ Schools (Australasia) Limited** is the name of the Company immediately prior to the due approval of this Amended Constitution, which approval changes its name to International Coalition of Girls’ Schools-Australasia Limited

**“Auditor”** means:

- (a) a person registered as company auditor pursuant to Part 9.2 of the Corporations Act;
- (b) a company registered as an authorised audit company pursuant to Part 9.2A of the Corporations Act; or
- (c) a ‘reviewer’ as defined in Section 300-5 of the ACNC Act

**“Chair”** means the person from time to time elected by the Commission to preside over meetings of the Commission

**“Company”** means International Coalition of Girls’ Schools-Australasia Limited ACN 079 627 713, formerly known as The Alliance of Girls’ Schools (Australasia) Limited

**“Constitution”** means this Constitution as amended, altered, or added to from time to time

**“Corporations Act”** means the Corporations Act 2001 (Cth) as amended from time to time

**“Commission”** and **“Commission of Governors”** means the governing body of the Company as elected pursuant to Clause 14.1 and/or appointed pursuant to Clause 14.2, such individuals each being a responsible entity of the Company for the purpose of the ACNC Act and a director of the Company for the purpose of the Corporations Act;

**“Governor”** means an individual serving for the time being on the Commission of Governors duly elected or appointed pursuant to this Constitution

**“International Coalition of Girls’ Schools-Australasia, Limited”** shall be the name of the Company, replacing its name “The Alliance of Girls’ Schools (Australasia) Limited” upon due approval of this Amended Constitution

**“Month”** means calendar month

**“Office”** means the registered office of the Company

**“Officer”** has the meaning ascribed in the Corporations Act

**“Register”** means the register of members to be kept in accordance with the Corporations Act

**“Registered Address”** means the address of a member as shown in the Register of Members of the Company

**“Special Resolution”** has the same meaning in this Constitution as in the Corporations Act

**“The seal”** means the common seal of the Company

**“Secretary”** means any person appointed to perform the duties of a secretary of International Coalition of Girls’ Schools-Australasia Limited and includes an honorary secretary

**“Sole Member”** means International Coalition of Girls’ Schools, Inc., a Maryland Exempt Non-stock Corporation

Expressions referring to writing shall unless the contrary intention appears, be construed as including references to printing, lithography, photography and other modes of representing or reproducing words in a visible form, including in electronic form.

Headings to clauses are for conveniences only and shall not affect the interpretation of the Constitution.

## **CONSTITUTION**

of

### **INTERNATIONAL COALITION OF GIRLS' SCHOOLS-AUSTRALASIA LIMITED**

#### **1 NAME**

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The name of the Company is International Coalition of Girls' Schools-Australasia Limited ("**the Company**").

#### **2 AIMS AND OBJECTS OF THE COMPANY**

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The aims and objects of the Company are the charitable purpose of advancing education, including but not limited to the following:

- a) To provide leadership in girls' education to ensure the best opportunities and outcomes for girls in girls' schools;
- b) To promote the education of girls in girls' schools in Australia and overseas through creating public awareness of the philosophy and practice of girls' schools;
- c) To act as a voice and advocate for girls' education;
- d) To connect the educators of girls in girls' schools;
- e) To support aspiring leaders in girls' schools;
- f) To conduct, publish and/or disseminate research that supports the mission and vision of the Company.

#### **3 APPLICATION OF INCOME**

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- 3.1 The income and property of the Company shall be applied solely towards the promotion of the objects of the Company as set forth in this Constitution. None of the income or property of the Company shall be paid or transferred, directly or indirectly by way of dividend, bonus or otherwise to the Member of the Company or any private individual or business except as set out in this Constitution or in furtherance of the Company's charitable purpose.
- 3.2 No Governor of the Commission, or Member or any officer, employee, or principal of the Member shall be appointed to any salaried office of the Company or any office of the Company paid by fees and no remuneration or other benefit in money or money's worth shall be paid or given by the Company to any Governor of the Commission except:
  - 3.2.1 Reimbursement of out-of-pocket expenses;
  - 3.2.2 Interest at the rate previously agreed between the Company and the Member on money lent;
  - 3.2.3 Reasonable and proper rent for premises leased by the Company from the Member;

3.2.4 The payment in good faith of remuneration to any Officers or servants of the Company as follows:

- a) Out-of-pocket expenses incurred by a Governor in the performance of any duty as a Governor where the amount payable does not exceed an amount previously approved by the Commission;
- b) to a Governor for any service rendered to the Company by the Governor in a professional or technical capacity, other than in their capacity as Governor, where the provision of the service has the prior approval of the Commission and where the amount payable is approved by the Commission and is not more than an amount which commercially would be reasonable payment for the service.

3.3 Any salary or wage due to a Governor as an employee of the Company where the terms of employment have been approved by the Commission, is not a breach of this Clause 3.

#### **4 ALTERATION OF CONSTITUTION**

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4.1 Subject to clause 4.2, this Constitution may only be amended by resolution of the Member.

4.2 The Member may not pass a resolution that amends this Constitution unless the proposed amendments to the Constitution have been agreed to by:

- a) a 60% majority of the Governors; and
- b) a 60% majority of the Board of Directors of the Member.

#### **5 LIABILITY OF MEMBER**

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5.1 The liability of the Member is limited.

5.2 The Member of the Company undertakes to contribute an amount not exceeding twenty dollars (\$20.00) to the property of the Company in the event of the Company being wound up while they are a Member, or within one (1) year after they cease to be a Member, for payment of the debts and liabilities of the Company (contracted before they ceased to be a Member) and of costs, charges and expenses of winding up and for the adjustments of the rights of the contributories among themselves.

#### **6 DISTRIBUTION OF PROPERTY ON DISSOLUTION**

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In the event of the Company being dissolved, the amount that remains after such dissolution and the satisfaction of all debts and liabilities shall be transferred to any organisation, which may include the Member, with similar purposes and which has rules prohibiting the distribution of its assets and income to its members.

#### **7 ACCOUNTS**

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True accounts shall be kept of all sums of money received and expended by the Company, and the manner in which such receipt and expenditure takes place, and of the property, credits and liabilities of the Company; Subject to any reasonable restrictions as to the time and manner of inspecting them that may be imposed in accordance with the Constitution, the accounts shall be open to the inspection of the Member. Once at least in every year, the accounts of the Company shall be examined by one or more Auditors or Certified Accountants who shall report to the Member in accordance with the provisions of the ACNC Act.

#### **8 PURPOSES**

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The Company is established for the achievement of the aims and objects set out in the Constitution.

#### **9 MEMBERSHIP**

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## **9.1 Member**

The Member of the Company is International Coalition of Girls' Schools, Inc., a Maryland Exempt Non-stock Corporation.

## **9.2 New Membership**

- 9.2.1 The Member shall be the sole member of the Company.
- 9.2.2 On ceasing to be a member pursuant to clause 12.1, the Member must appoint a corporation to membership in accordance with this Constitution, with such appointment to take effect contemporaneously with its cessation of membership. Any member appointed pursuant to this clause must be a corporation.
- 9.2.3 When a new member has been accepted for membership by the Company, the secretary must forthwith update the Register accordingly.

## **9.3 Subscription**

No annual subscription is payable by the Member.

## **10 MEMBERSHIP GUARANTEE**

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The liability of the Member is limited. The Member may at any time by giving notice in writing to the Secretary resign from membership of the Company in accordance with this Constitution but shall be liable for all moneys due by it to the Company and in addition for any sum not exceeding twenty dollars (\$20.00) for which the Member is liable as a Member of the Company under Clause 5.2.

## **11 MEMBER'S CLAIM TO PROPERTY OF THE COMPANY**

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The Member which for any cause ceases to be the Member of the Company shall not have any claim monetary or otherwise upon the Company, its funds or property, except as a creditor.

## **12 CANCELLATION OR NON-RENEWAL OF MEMBERSHIP**

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### **12.1 When membership ceases**

The Member ceases to be a Member on:

- a) Resignation; or
- b) The Member:
  - i. Being dissolved or otherwise ceasing to exist;
  - ii. Having a liquidator or provisional liquidator appointed to it; or
  - iii. Being insolvent.

### **12.2 Resignation**

The Member may by written notice to the Company resign from membership with immediate effect or with effect from a specified date occurring not more than three (3) months after the service of the notice provided the Member complies with the contents of this Constitution. A Member remains liable for all money due by the Member to the Company, in addition to any sum for which the Member is liable as a Member under clause 5.

### **12.3 No Right to Cancel**

The Commission has no power to cancel, censure, suspend, remove, or expel the Member from the Company.

## **13 RESOLUTION OF SOLE MEMBER**

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- 13.1 The Company may pass a resolution by the Member recording it and signing the record, as if a general meeting was called and held for that purpose.
- 13.2 Notwithstanding clause 13.1, the Member may at any time call a general meeting for any purpose or as required by law in accordance with Part 2G.2 and Part 2.3 of the Corporations Act, as if those provisions were not switched off by section 111L of the Corporations Act.

## **14 COMMISSION OF GOVERNORS**

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### **14.1 Composition of the Commission**

- 14.1.1 The governing body of the Company shall be the Commission of Governors (the "Commission") appointed by the Member, comprising:
- a) Three (3) individuals appointed by the Regional Advisory Council – Australasia ("RAC") of the Member; and
  - b) Up to five (5) individuals appointed by the Member.
- 14.1.2 At all times, the Commission must include at least two (2) Governors and the Secretary who are individuals ordinarily residing in Australia in accordance with the Corporations Act.
- 14.1.3 A person shall only be eligible for appointment to the Commission if he or she is a person of good standing, holds a Director Identification Number issued by Australian Business Registry Services or its successor, and who shares and supports the aims and objects of the Company.
- 14.1.4 No person is eligible for appointment as a Governor unless they provide a written consent to the Company in advance of their appointment pursuant to this Constitution.

### **14.2 Chair of Commission**

- 14.2.2 The Governors shall appoint one of their number to each of the roles of President, Vice President and Treasurer and may do so from time to time as occasion shall require.
- 14.2.3 The President shall act as chair of meetings of the Commission or in his or her absence the Vice President.

### **14.3 Holding Office**

A Governor shall, subject to this Constitution, and in particular Clause 14.4 hold office until pursuant to clause 14.5, vacating office pursuant to clause 14.6, or his or her term expires in accordance with this Constitution.

### **14.4 Term of Office**

Subject to this Constitution, Governors shall remain in office for a period of three (3) years from appointment provided that:

- a) Retiring Governors are eligible for re-election subject to clause 14.4b).

- b) A Governor may serve on the Commission for a maximum of two (2) consecutive terms each of three (3) years.
- c) In exceptional circumstances a Governor's term may be extended by approval of the Member.

#### **14.5 Appointment and Removal of Governor**

14.5.1 Subject to the provisions of the Corporations Act, Governors shall be appointed as follows:

- a) In respect of a Governor appointed by the Member, by resolution of the Member;
- b) In respect of a Governor appointed by the RAC, by resolution of the RAC being passed by a majority of members of the RAC.

14.5.2 Subject to the provisions of the Corporations Act, Governors shall be removed as follows:

- a) In respect of a Governor appointed by the Member, by resolution of the Member;
- b) In respect of a Governor appointed by the RAC, by resolution of the RAC being passed by a majority of members of the RAC.

#### **14.6 Vacating of Office**

The office of a Governor shall become vacant if the Governor:

- i. Becomes insolvent under administration or makes any arrangement or composition with their creditors generally;
- ii. Becomes prohibited from being a director of a company by reason of any order made under the Corporations Act;
- iii. Becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
- iv. Resigns their office by notice in writing to the Commission or the Member;
- v. Is absent without permission of the Commission from meetings of the Commission for more than six (6) months;
- vi. Holds any office of profit under the Company;
- vii. Is personally interested in any contract or proposed contract with the Company and the Governor fails to declare such interest; or
- viii. Dies.

### **15 POWERS AND DUTIES OF THE COMMISSION**

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#### **15.1 Management of Business**

The business of the Company shall be managed by the Commission who may pay all expenses incurred in promoting and registering the Company, and may exercise all such powers of the Company as are not, by the Corporations Act or by this Constitution, required to be exercised by the Member. Provided that any rule, regulation, or bylaw of the Company made by the Commission may be disallowed by the Member.

#### **15.2 Cheques, Promissory Notices and Other Instruments**

All cheques, promissory notes, drafts, bills of exchange, and other negotiable instruments including bank transfers, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, by any two (2) Governors or in such other manner as the Commission from time to time determines.

### **15.3 Minutes**

15.3.1 The Commission shall cause minutes to be made:

- a) of all appointments of officers and employees
- b) of names of the Governors present at all meetings of the Commission.

15.3.2 Such minutes shall be signed by the Chair of the meeting at which the proceedings were held or by the Chair of the next succeeding meeting.

### **15.4 Duty to Maintain Accounts**

The Commission shall cause proper accounting and other records to be kept, and shall distribute copies of the annual profit and loss account and balance sheet (including every document required by law to be attached thereto) accompanied by a copy of the Auditors' or Certified Accountants' report to the Member in accordance with the Corporations Act.

### **15.5 Inspection of Records**

The Commission shall from time to time determine in accordance with Clause 7 of this Constitution at what times and places and under what conditions or regulations the accounting and other records of the Company shall be open to the inspection of the Member.

### **15.6 Compliance with ACNC Governance Standards**

Without limitation to any other duties or obligations a Governor may owe the Company, each Governor must at all times, to the extent that it depends upon them, comply with the ACNC Governance Standards and such other regulations or codes of conduct as may be adopted by the Commission from time to time.

## **16 PROCEEDINGS OF THE COMMISSION**

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### **16.1 Meetings of the Commission**

The Commission may meet together for the dispatch of business, adjourn and otherwise regulate its meetings as it thinks fit. Any two Governors may at any time and the Secretary shall on the requisition of a Governor summon a meeting of the Commission.

### **16.2 Voting at Meetings**

Subject to this Constitution, questions arising at any meeting of the Commission shall be decided by a majority of votes and a determination by a majority of the Governors shall for all purposes be deemed a determination of the Commission and, in cases of an equality of votes, the Chair of the meeting shall have a second or casting vote.

### **16.3 Disclosure of Interest**

A Governor who is in any way, whether directly or indirectly interested in a matter in which the Company has an interest must declare the nature of the interest at a meeting of the Governors, as soon as practicable after the relevant facts have come to the Governor's knowledge.

### **16.4 Contract not Avoided when Governor is Interested**

If the nature of a Governor's interest has been disclosed in the manner required by the preceding Clause, that Governor will not be disqualified from holding office in any corporation in which the Company is a shareholder

or is otherwise interested; or from contracting with the Company either as vendor, purchaser, or otherwise, and nor will any contract or arrangement entered into by or on behalf of the Company in which any Governor is in any way interested be avoided; and a Governor is not liable to account to the Company for any profit arising from that office or realised by the contract or arrangement, or by any participation in an association or otherwise by reason only of the Governor holding that office.

#### **16.5 Governor may not Vote when Interested**

Subject to the Corporations Act, a Governor who has a material personal interest in a matter that relates to the affairs of the Company must give the other Governors notice of their interest and must not be present at the meeting while the matter is being considered or vote on the matter. The notice required to be given to the other Governors must give details of the nature and extent of the material personal interest and the relation of the material personal interest to the affairs of the Company. Notice must be given at a meeting of the Commission as soon as practicable after the Governor becomes aware of their interest in the matter. Details must be recorded in the minutes of the meeting of the Commission.

#### **16.6 Governor may Affix Seal notwithstanding Interest**

Notwithstanding that a Governor is interested in a contract or arrangement, that Governor may be appointed as the Governor to sign any instrument to which the interest relates on behalf of the Company or in whose presence the Seal of the Company is to be affixed.

#### **16.7 Quorum**

The quorum necessary for the transaction of the business of the Commission shall be seven (7) or such greater number as may be fixed by the Commission.

#### **16.8 Number of Governors falling Below Minimum**

The continuing Governors of the Commission may act notwithstanding any vacancy in the Commission, but if their number is reduced below the number fixed by this Constitution as the necessary quorum of the Commission, the continuing Governor or Governors may appoint a person to fill the casual vacancy until the end of the term of the vacant Governor.

#### **16.9 Chair**

The President shall preside at every Commission meeting of the Company; or if the President is not present within 10 minutes after the time appointed for the holding of the meeting or is unwilling to act, the Governors who are present shall elect one of their number to be Chair of the meeting.

#### **16.10 Virtual meetings**

16.10.1 A meeting of the Commission may be held using virtual meeting technology as defined by the Corporations Act, provided that each Governor present may simultaneously hear what is said and speak in order to have reasonable opportunity to participate in the meeting.

16.10.2 All persons participating in the meeting are taken for all purposes to be present in person at the meeting. Such a meeting shall be deemed to be held at the registered office of the Company.

#### **16.11 Defect in Appointment**

All acts done by any meeting of the Commission or by any person acting as a Governor shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such Governor, or that the Governors or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Governor.

#### **16.12 Resolution of Commission**



16.12.1 If all the Governors have signed a document containing a statement that they are in favour of a resolution in terms set out in the document, a resolution in those terms shall be deemed to have been passed at a meeting of the Commission held on the day on which the document was signed by the Governors or, if the Governors signed the document on different days, on the day on which, and at the time at which, the document was last signed by a Governor.

16.12.2 For the purpose of Clause 16.12.1, two (2) or more separate documents containing a statement in identical terms, each of which is signed by one (1) or more Governors shall together be deemed to constitute one (1) document containing a statement in those terms signed by those Governors on the respective days on which they signed the separate documents.

16.12.3 A reference in Clause 16.12.1 to all the Governors does not include a reference to Governor who, at a meeting of the Commission, would not be entitled to vote on the resolution.

## **17 SEAL**

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### **17.1 Common seal optional**

The Commission may provide for the Company to have a common seal which must only be used with the authority of the Commission.

#### **17.1 Affixing the seal**

The Company may execute a document (including a Deed) using a seal if the seal is affixed to the document and the affixing of the seal is witnessed by:

- a) two (2) Governors; or
- b) a Governor and a Secretary.

#### **17.2 Execution of documents without seal**

The Company may execute a document (including a Deed) without using a seal if the document is signed by:

- a) two (2) Governors; or
- b) a Governor and a Secretary.

#### **17.3 Other ways of executing documents**

Notwithstanding clauses 17.2 and 17.3, a document (including a Deed) may also be signed by the Company in any other manner permitted by law.

## **18 SECRETARY**

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The Secretary shall in accordance with the Corporations Act be appointed by the Commission for such term and upon such conditions as it thinks fit, and any Secretary so appointed may be removed by it, and the Secretary shall be subject to the provisions of the Constitution.

## **19 AUDITOR**

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An Auditor or Auditors or Certified Accountants shall be appointed and his, her, or their duties regulated in accordance with the ACNC Act.

## **20 PATRON**

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20.1 The Commission may from time to time upon the unanimous vote of all Governors as existing from time to time appoint a Patron on Patrons of the Company.

- 20.2 Patrons shall be a person of impeccable standing in the community who shares and supports the aspirations, aims and objects of the Company.

## **21 NOTICE**

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Any notice required by law or by or under this Constitution to be given to the Member shall be given by sending it by post or facsimile transmission to the Member at the Member's Registered Address or by electronic means. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying, and posting a letter containing the notice and to have been effected in the case of a notice of a meeting on the day after the date of its posting, and in any other case at the time at which the letter would be delivered in the ordinary course of post. Where a notice is sent by facsimile transmission or by electronic means, it shall be deemed to be effective immediately upon transmission.

## **22 INDEMNITY AND INSURANCE**

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Every Governor, Auditor, Secretary, and other officer for the time being of the Company shall be indemnified out of the assets of the Company against any liability arising out of the execution of the duties of their office which is incurred by them in defending any proceedings, whether civil or criminal, in which judgment is given in their favour or in which they were acquitted or in connection with any application under the Corporations Act in which relief is granted to them by the Court in respect of any negligence, default, breach of duty, or breach of trust.

### **22.1 Indemnity against Liabilities**

To the extent permitted by law, the Company:

- a) indemnifies every person who is, or has been, a Governor or Secretary; and
- b) may, by deed, indemnify or agree to indemnify a person who is, or has been, an Officer of a related body corporate, against a liability incurred by that person, in his or her capacity as such a Governor, Secretary, or Officer, to another person (other than the Company) provided that the liability does not arise out of conduct involving a lack of good faith.

### **22.2 Indemnity for Costs and Expenses**

To the extent permitted by law, the Company:

- a) indemnifies every person who is, or has been, a Governor or Secretary; and
- b) may, by deed, indemnify or agree to indemnify a person who is, or has been, an Officer of a related body corporate,

against a liability for costs and expenses incurred by that person by, through or in connection with his or her undertaking their duties as a Governor or Officer:

- a) in defending any proceedings in which judgment is given in that person's favour, or in which that person is acquitted; or
- b) in connection with an application in relation to any proceedings in which the Court grants relief to that person under the Corporations Act.

### **22.3 Insurance**

To the extent permitted by law, the Company may pay, or agree to pay, a premium in respect of a contract insuring a person who is, or has been, an Officer of the Company or a related body corporate against a liability:

- a) incurred by that person:
  - i. in his capacity as such an Officer in the course of acting in connection with the affairs of the Company or a related body corporate; or
  - ii. otherwise arising out of the person holding office as such an Officer;

and provided that the liability does not arise out of conduct involving:

- a) a wilful breach of duty in relation to the Company or a related body corporate; or
- b) a contravention of ACNC Governance Standard 5; or for costs and expenses incurred by that person in defending proceedings, whatever their outcome.