

Constitution

The Women's Club

ACN 000 009 656

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Contents

1	Definitions and Interpretation	3
2	Objects of the Company	6
3	Powers.....	7
4	Application of income for Objects only	8
5	Winding Up	8
6	Membership.....	10
7	Ceasing to be a Member	12
8	General Meetings.....	15
9	Proceedings at General Meetings.....	18
10	Directors	23
11	Remuneration of Directors	26
12	Vacation of office of Director	26
13	Powers and duties of the Board of Directors	27
14	By-Laws.....	27
15	Appointment of attorney	28
16	Directors' committees.....	28
17	Powers of delegation.....	28
18	Proceedings of Directors	29
19	President and Vice-Presidents.....	29
20	Quorum for Board meeting	30
21	Chair of Directors' Committee	30
22	Meetings of Committee	31

23	Circulating resolutions.....	31
24	Validity of acts of Directors	31
25	Secretary of the Company.....	24
26	Dispute resolution	32
27	Documents.....	33
28	Accounts	33
29	Seals	34
30	Inspection of records	34
31	Service of documents.....	34
32	Indemnity.....	36
33	Insurance	36
34	Contract.....	37
	Appointment of Proxy	38
	Historical Notes.....	30

1 Definitions and Interpretation

1.1 Definitions

In this Constitution unless a contrary intention appears:

Associate Member means a person admitted as an Associate Member in accordance with clause 6.5.

Auditor means the auditor for the time being of the Company.

Board means all or some of the Directors acting as a board.

By-Laws mean rules made by the Board in accordance with clause 14.

Committee means a committee of Directors constituted under clause 16.

Company means The Women's Club being an Australian Public Company Limited by Guarantee established under the NSW Companies Act 1899 and now incorporated under the *Corporations Act 2001* (Commonwealth) which bears the ACN 000 009 656. (See Schedule 2 for a historical note reprinted to preserve the memory of our original Memorandum and Articles of Association.)

Constitution means this Constitution as amended from time to time and a reference to a clause is a reference to a clause of this Constitution.

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

Director means a person holding office as Director of the Company.

Directors means all or some of the persons holding office as Directors of the Company.

General Meeting means a meeting of the Members of the Company.

Junior Member means a person entered on the Register of the Company as a Member in accordance with clause 6.2(b)(ii).

Life Member means a person entered on the Register of the Company as a Member in accordance with clause 6.2(b)(ii).

Member means a person entered on the Register of the Company as a Member in accordance with clause 6.

Ordinary Member means a person admitted as a Member pursuant to clause 6.2(b)(i).

President means the President elected under clause 10.5.

Proxy means a person appointed to represent a Member at a General Meeting of the Company in accordance with the Corporations Act.

Register means the register of Members under the Corporations Act and if appropriate includes a branch register.

Registered Office means the registered office for the time being of the Company.

Related Body Corporate has the same meaning it has in the Corporations Act.

Schedule means a schedule to this Constitution.

Seal means the common seal (if any) of the Company.

Secretary means a person appointed as a secretary of the Company under clause 10.5 and includes an honorary Secretary and where appropriate includes an acting secretary and a person appointed by the Board to perform all or any of the duties of a secretary of the Company.

Treasurer means the treasurer appointed under clause 10.5.

Vice-Presidents means the Vice-Presidents appointed under clause 10.5.

1.2 Interpretation

In this Constitution unless the contrary intention appears:

- (a) the singular includes the plural and vice versa;
- (b) a reference to a law includes regulations and instruments made under the law;
- (c) a reference to a law or a provision of a law includes amendments, re-enactments or replacements of that law or the provision, whether by the State or the Commonwealth of Australia or otherwise;
- (d) a reference to a meeting includes a meeting by technology where all attendees have reasonable opportunity to participate;
- (e) a power, an authority or a discretion reposed in a Director, the Board, the Company in General Meeting or a Member may be exercised at any time and from time to time;
- (f) "writing" and "written" includes printing, typing and other modes of reproducing words in a visible form including, without limitation, any representation of words in a physical document or in an electronic communication or form or otherwise; and

- (g) Australian dollars, dollars, A\$ or \$ is a reference to the lawful currency of Australia.

1.3 Signing

Where, by a provision of this Constitution, a document including a notice is required to be signed, that requirement may be satisfied in relation to an electronic communication of the document in any manner permitted by law or by any State or Commonwealth law relating to electronic transmissions, or in any other manner approved by the Directors.

1.4 Corporations Act

In this Constitution unless the contrary intention appears:

- (a) an expression has, in a provision of this Constitution that deals with a matter dealt with by a particular provision of the Corporations Act, the same meaning as in that provision of the Corporations Act; and
- (b) “section” means a section of the Corporations Act.

1.5 Headings

Headings are inserted for convenience and are not to affect the interpretation of this Constitution.

1.6 Replaceable rules do not apply

The provisions of the Corporations Act that apply as replaceable rules are displaced by this Constitution and accordingly do not apply to the Company.

2 Objects of the Company

The objects of the Company are:

- (a) to promote culture by encouraging and facilitating the study, practice and appreciation of music, art, science and literature through:

- (i) the giving or arrangement of concerts, musical entertainment, lectures, papers to its Members and others, and the giving of prizes and awards; and
 - (ii) the establishment and maintenance of a library of artistic, historical, scientific and other literature for use by the Members, and making available books, reviews, magazines and other publications;
- (b) to promote social intercourse and good fellowship amongst women interested in these objects for which the Company is established;
- (c) to establish, maintain and conduct a club (of a non-political character) for the accommodation of Members and their friends and to provide a club house and other conveniences and generally to afford Members and their friends all the usual privileges, advantages and conveniences and accommodation of a club;
- (d) to act as trustee and to perform and discharge the duties and functions incidental thereto where this is incidental or conducive to the attainment of these objects;
- (e) to do such other things as are incidental or conducive to the attainment of these objects; and
- (f) to do all or any of the things authorised by the Corporations Act.

3 Powers

The Company has the legal capacity and powers of an individual and also has all the powers of a Body Corporate under the Corporations Act.

4 Application of income for Objects only

4.1 Profits

The profits (if any) or other income and the property of the Company, however derived:

- (a) must be applied solely towards the promotion of the purposes of the Company as set out in clause 2; and
- (b) may not be paid or transferred to the Members, in whole or in part, either directly or indirectly by way of dividend, bonus or otherwise.

4.2 Payment in good faith

The above clause does not prevent payment in good faith to a Member, or to a firm of which a Member is a partner:

- (a) of remuneration for services to the Company;
- (b) for goods supplied in the ordinary course of business;
- (c) of interest on money borrowed from a Member at a rate not exceeding that fixed for the purposes of this clause by the Company in a General Meeting; or
- (d) of a reasonable rent for premises let by a Member.

5 Winding Up

5.1 Contributions by Members

- (a) Each Member undertakes to contribute to the Company's property if the Company is wound up while they are a Member, or within one year after they cease to be a Member.
- (b) This contribution is for:
 - (i) payment of the Company's debts and liabilities contracted before they ceased to be a Member;

- (ii) the costs of winding up; and
 - (iii) adjustment of the rights of the contributories among themselves.
- (c) The amount is not to exceed \$10.

5.2 Application of Property

- (a) If any property remains on the winding up or dissolution of the Company and after satisfaction of all its debts and liabilities, that property may not be paid to or distributed among the Members but must be given or transferred to some other institution:
 - (i) having objects similar to the objects of the Company; and
 - (ii) whose constitution prohibits the distribution of its income and property among its Members to an extent at least as great as imposed on the Company under this Constitution.
- (b) The institution will be determined by the Members at or before the time of dissolution.

5.3 Revocation of Australian Tax Office Endorsement

- (a) Where the Company has been endorsed as a deductible gift recipient in relation to a public fund under Subdivision 30-BA of the *Income Tax Assessment Act 1997* (Commonwealth) (as amended), then where:
 - (i) the Company is wound up; or
 - (ii) the fund is wound up; or
 - (iii) the endorsement under Subdivision 30-BA of the *Income Tax Assessment Act 1997* (Commonwealth) is revoked;then any surplus assets of the fund remaining after payment of all liabilities must be transferred to a fund that complies with clause 5.2 and is an endorsed deductible gift recipient.
- (b) Where the Company operates more than one fund for which it is a deductible gift recipient and its endorsement under Subdivision 30-BA

of the *Income Tax Assessment Act 1997* is revoked only in relation to one of those funds then it may transfer any surplus assets of the fund after payment of all liabilities to any other fund for which it is endorsed as a deductible gift recipient.

6 Membership

6.1 Number of Members

- (a) The minimum number of Members of the Company will be one hundred (100) or such greater number as the Board determines from time to time, subject to that number complying with the Corporations Act, and in the absence of such determination, the number shall be one hundred (100).
- (b) The Members at the date of adoption of this Constitution and any person the Board admits to Membership under clause 6.2 are the Members of the Company.
- (c) The Board may from time to time increase or decrease the maximum number of Members.

6.2 Admission as a Member

- (a) The Board may admit any person as a Member if the person is eligible under any By-Laws adopted by the Board and this clause 6.2 and agrees to be bound by this Constitution in any manner which the Board determines.
- (b) Members shall be admitted in the following classes;
 - (i) Ordinary Members are women who are over the age of thirty five (35) years admitted in accordance with this clause 6, or women aged eighteen (18) to thirty five (35) years inclusive who wish to pay the same entrance and annual fee as an ordinary member;

- (ii) Life Members are women elected as Members for life in accordance with this clause 6; and
- (iii) Junior Members are those women aged eighteen (18) to thirty five (35) years inclusive, admitted in accordance with this clause 6 who may choose to become a Junior Member and as such shall enjoy the privileges of the Company but may neither vote nor hold office.

6.3 Membership Process

- (a) The application for Membership as Ordinary Member or Junior Member must be made:
 - (i) in writing, signed by the applicant; and
 - (ii) in such form as the Board may from time to time prescribe.
- (b) An applicant for Membership must ensure that all information provided in the application is true and accurate.
- (c) Each application for Membership as an Ordinary Member or Junior Member should wherever possible be considered by the Board at the meeting of Board first occurring after the application is made. At that meeting the Board must determine whether to admit the applicant to Membership of the Company or whether to reject the application.
- (d) When an applicant has been accepted or rejected for Ordinary Membership or Junior Membership the Board will ensure that the applicant is notified of the decision as soon as possible.
- (e) A person may be nominated by the Board for election as a Life Member, and shall become a Life Member if elected by ordinary resolution of the Members at a General Meeting.

6.4 Board's discretion to admit or refuse admission as a Member

The Board has the discretion to refuse any person's admission as a Member without giving any reason for refusing.

6.5 Board's power to create other categories of associate membership

- (a) The Board may from time to time determine such other categories of associate membership, as it considers appropriate for the furtherance of the objects of the Company, and the rights and restrictions attaching to such categories of associate membership.
- (b) An Associate Member is not a Member of the Company as determined by this Constitution.

6.6 Register of Members

- (a) A register of Members must be kept in accordance with the law.
- (b) The register must include:
 - (i) The name and address of the Member, including residential, postal and/or email address;
 - (ii) The date of admission to membership and cessation of membership; and,
 - (iii) Such other information as the Board or the law may require from time to time.

7 Ceasing to be a Member

7.1 Cessation of Membership

A Member ceases to be a Member on:

- (a) death;
- (b) resignation by written notice to the Company having immediate effect or with effect from a specified date occurring not more than seven days after the service of the notice;
- (c) the passing of a resolution by the Board or Members in General Meeting pursuant to clause 7.2.

7.2 Termination of Membership

- (a) Subject to this Constitution the Board may at any time terminate the membership of a Member if the Member:
 - (i) refuses or neglects to comply with this Constitution or any applicable By-Laws made by the Board;
 - (ii) engages in conduct which in the opinion of the Board is unbecoming of the Member or prejudicial to the interests of the Company;
 - (iii) fails to pay any debt due to the Company for a period of six months after the date for payment, or
 - (iv) makes statements which are inconsistent with or contrary to, the statements contained in the Constitution.
- (b) For a decision of the Board under clause 7.2 to be effective the following process must be undertaken:
 - (i) The Board must give at least 14 days' written notice to the Member of its intention to terminate the Member's membership;
 - (ii) The notice must inform the Member of the reasons for the proposed termination and invite the Member to make oral or written submissions regarding the proposed termination; and,
 - (iii) The Board must consider any submissions made by the Member prior to making a final decision regarding termination.
- (c) In the event, that the Board makes a final decision to terminate the membership of a Member, the following process will apply:
 - (i) The Board will notify in writing the Member of its decision to terminate membership within 7 days of its decision and inform the Member of her right to appeal the decision (termination notice);

- (ii) A Member who has received a termination notice may appeal the decision by giving written notice to the Board (appeal notice). An appeal notice must be given within 14 days of the termination notice being served. The appeal notice may include the grounds upon which the Member intends to appeal.
- (d) In the event that a Member gives an appeal notice, the following process will apply:
 - (i) The Board must ensure a general meeting of the Company is called in accordance with clause 8.2 to consider and vote on a resolution to confirm the decision of the Board to terminate the membership of the Member.
 - (ii) Notice of the meeting must include any written submission made by the Member, provided it is reasonable in length.
 - (iii) The general meeting must not consider any other business or resolutions.
 - (iv) The Member subject to the termination decision must be given an opportunity to make representations at the general meeting.
 - (v) If the resolution to affirm the decision to terminate membership is passed, the Member will cease to be a member from the date of the general meeting.
 - (vi) If the resolution to affirm the decision to terminate membership is not passed, the Board decision to terminate membership will be overturned and the Member will continue as a Member.
- (e) In the event that a Member does not give an appeal notice, the decision of the Board to terminate the membership of the Member will be effective from the date of the Board's decision.

7.3 Limited liability

The Members have no liability as Members except as set out in clause 5.1.

8 General Meetings

8.1 Annual General Meetings

Annual General Meetings of the Company are to be held in accordance with the Corporations Act.

8.2 Convening a General Meeting

- (a) The Board may convene and arrange to hold a General Meeting of the Company when it thinks fit and must do so if required to do so under the Corporations Act.
- (b) The Company may hold a general meeting (including an Annual General Meeting) at one or more physical venues; or at one or more physical venues and using a virtual meeting platform; or using a virtual meeting platform only, provided that the platform gives all Members a reasonable opportunity to participate in accordance with the Corporations Act.

8.3 Notice of a General Meeting

Notice of a meeting of Members must be given in accordance with clause 31 and the Corporations Act.

8.4 Calculation of period of notice

In computing the period of notice under clause 8.3, both the day on which the notice is given or taken to be given and the day of the meeting convened by it are to be disregarded.

8.5 Cancellation or postponement of General Meeting

- (a) Where a meeting of Members (including an Annual General Meeting) is convened by the Board, the Board may by notice, whenever it thinks fit, cancel the meeting or postpone the holding of the meeting to a date and time determined by it.

- (b) This clause 8.5 does not apply to a meeting convened in accordance with the Corporations Act by a single Director, by Members, or by the Board on the request of Members or to a meeting convened by a Court.

8.6 Notice of cancellation or postponement of a meeting

- (a) Notice of cancellation, postponement or change of place of a General Meeting must state the reason for cancellation or postponement and be given:
 - (i) to each Member individually; and
 - (ii) to each other person entitled to be given notice of a meeting of the Company's Members under the Corporations Act.

8.7 Contents of notice of postponement of meeting

A notice of postponement of a General Meeting must specify:

- (a) the postponed date and time for the holding of the meeting;
- (b) a place for the holding of the meeting which may be either the same as or different from the place specified in the notice convening the meeting; and
- (c) if the meeting is to be held in two or more places, the technology that will be used to facilitate the holding of the meeting in that manner.

8.8 Number of clear days for postponement of meeting

The number of clear days from the giving of a notice postponing the holding of a General Meeting to the date specified in that notice for the holding of the postponed meeting must not be less than the number of clear days' notice of the General Meeting required to be given by this Constitution or the Corporations Act.

8.9 Business at postponed meeting

The only business that may be transacted at a General Meeting the holding of which is postponed is the business specified in the original notice convening the meeting.

8.10 Proxy at postponed meeting

Where, by the terms of an instrument appointing a Proxy:

- (a) the proxy is authorised to attend and vote at a General Meeting or General Meetings to be held on or before a specified date; and
- (b) the date for holding the meeting is postponed to a date later than the date specified in the instrument of proxy;

then, by force of this clause 8.10, that later date is substituted for and applies to the exclusion of the date specified in the instrument of proxy, unless the Member appointing the proxy gives to the Company at its Registered Office notice in writing to the contrary not less than 48 hours before the time to which the holding of the meeting has been postponed.

8.11 Non-receipt of notice

The non-receipt of notice of a General Meeting or cancellation or postponement of a General Meeting by, or the accidental omission to give notice of a General Meeting or cancellation or postponement of a General Meeting to, a person entitled to receive notice does not invalidate any resolution passed at the General Meeting or at a postponed meeting or the cancellation or postponement of a meeting.

8.12 Members entitled to notice of meeting

Members are entitled to receive notice of and to attend all General Meetings and are entitled to speak at those meetings.

9 Proceedings at General Meetings

9.1 Reference to a Member

Unless a contrary intention appears, a reference to a Member in this clause 9 means a person who is a Life Member or an Ordinary Member or a proxy of that Member, but does not refer to a Junior Member.

9.2 Number of a quorum

- (a) Subject to clause 9.1, one half of the current number of Members (or in case of an uneven number the number nearest to one half) or fifteen (15), whichever is lesser, present in person or by proxy are a quorum at a General Meeting.
- (b) In determining whether a quorum is present, each individual attending as a proxy is to be counted, except that:
 - (i) where a Member has appointed more than one proxy, only one is to be counted; and
 - (ii) where an individual is attending both as a Member and as a proxy, that individual is to be counted only once.

9.3 Requirement for a quorum

An item of business may not be transacted at a General Meeting unless a quorum is present when the meeting proceeds to consider it. If a quorum is present at the time the first item of business is transacted, it is taken to be present when the meeting proceeds to consider each subsequent item of business unless the Chair of the meeting (on the Chair's own motion or at the request of a Member or proxy who is present) declares otherwise.

9.4 If quorum not present

If within fifteen minutes after the time appointed for a meeting a quorum is not present, the meeting:

- (a) if convened by a Director or at the request of Members, is dissolved; and
- (b) in any other case, stands adjourned to the same day in the next week and the same time and place, or to such other day, time and place as the Board appoints by notice to the Members and others entitled to notice of the meeting.

9.5 Appointment and powers of President of General Meeting

The elected President is entitled to preside at a General Meeting.

9.6 Absence of President at General Meeting

If a General Meeting is held and:

- (a) a President has not been elected by the Board; or
- (b) the elected President is not present within 15 minutes after the time appointed for the holding of the meeting or is unable or unwilling to act;

then the following may preside as chair of the meeting (in order of precedence):

- (c) the longest standing Vice President; or
- (d) the other Vice President; or
- (e) a Director or Member elected by the Members present.

9.7 Conduct of General Meetings

- (a) The President of a General Meeting:
 - (i) has charge of the general conduct of the meeting and of the procedures to be adopted at the meeting;
 - (ii) may require the adoption of any procedure which is, in the President's opinion, necessary or desirable for proper and orderly debate or discussion and the proper and orderly casting or recording of votes at the General Meeting; and

(iii) may, having regard where necessary to the Corporations Act, terminate discussion or debate on any matter whenever the President considers it necessary or desirable for the proper conduct of the meeting.

(b) A decision by the President under this clause is final.

9.8 Adjournment of General Meeting

(a) The President of a General Meeting may at any time during the meeting adjourn the meeting or any business, motion, question, resolution, debate or discussion being considered or remaining to be considered by the meeting either to a later time at the same meeting or to an adjourned meeting at any time and any place, but:

(i) in exercising the discretion to do so, the President may, but need not, seek the approval of the Members present in person or by proxy; and

(ii) only unfinished business is to be transacted at a meeting resumed after an adjournment.

(b) Unless required by the President, a vote may not be taken or demanded by the Members present in person or by proxy in respect of any adjournment.

9.9 Notice of adjourned meeting

It is not necessary to give any notice of an adjournment or of the business to be transacted at any adjourned meeting unless a meeting is adjourned for one month or more. In that case, notice of the adjourned meeting must be given as in the case of an original meeting.

9.10 Questions decided by majority

Subject to the requirements of the Corporations Act, a resolution is taken to be carried if a simple majority of the votes cast by Members on the resolution are in favour of it.

9.11 Equality of votes – no casting vote for President

If there is an equality of votes, either on a show of hands or on a poll, then the President of the meeting is not entitled to a casting vote in addition to any votes to which the President is entitled as a Member or proxy or attorney, and consequently the resolution fails.

9.12 Voting on show of hands

At any General Meeting a resolution put to the vote of the meeting must be decided on a show of hands unless a poll is properly demanded and the demand is not withdrawn. A declaration by the President that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book containing the minutes of the proceedings of the Company, is conclusive evidence of the fact. Neither the President nor the minutes need state and it is not necessary to prove the number or proportion of the votes recorded in favour of or against the resolution.

9.13 Poll

If a poll is demanded:

- (a) it must be taken in the manner and at the date and time directed by the President and the result of the poll is the resolution of the meeting at which the poll was demanded;
- (b) on the election of a President or on a question of adjournment, it must be taken immediately;
- (c) the demand may be withdrawn; and
- (d) the demand does not prevent the continuance of the meeting for the transaction of any business other than the question on which the poll has been demanded.

9.14 Votes of Members

- (a) Every Member has one vote.

- (b) Subject to this Constitution:
 - (i) on a show of hands, each Member present in person and each other person present as a proxy of a Member has one vote; and
 - (ii) on a poll, each Member present in person has one vote and each person present as proxy of a Member has one vote for each Member that the person represents.

9.15 Right to appoint Proxy

- (a) Subject to the Corporations Act, a Member entitled to attend a meeting of the Company is entitled to appoint another Member as proxy to attend in the Member's place at the meeting. A proxy has the same right as the Member to speak and vote at the meeting and may be appointed in respect of more than one meeting.
- (b) The instrument appointing a proxy must be in writing under the hand of the appointer or of her attorney duly authorised in writing. The instrument appointing a proxy will be deemed to confer authority to demand or join in demanding a poll. A Member will be entitled to instruct her proxy to vote in favour of or against any proposed resolutions. The proxy may vote as she thinks fit unless otherwise instructed.
- (c) No Member may hold and vote in accordance with more than three proxies.
- (d) The instrument appointing a proxy must be in the form set out in Schedule 1 to this Constitution.
- (e) The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority will be deposited at the registered office of the Company, or at such other place within the State of New South Wales as is specified for that purpose in the notice convening the meeting, not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote,

or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll, and in default the instrument of Proxy will not be treated as valid.

9.16 Validity of vote in certain circumstances

A vote given in accordance with the terms of an instrument of proxy will be valid notwithstanding the previous death or unsoundness of mind of the principal or revocation of the instrument or of the authority under which the instrument was executed, if no notice in writing of such death, unsoundness of mind or revocation as aforesaid has been received by the Company at the registered office by 5pm on the day before the commencement of the meeting or adjourned meeting at which the instrument is used.

9.17 Objection to voting qualification

- (a) An objection to the right of a person to attend or vote at the meeting or adjourned meeting:
 - (i) may not be raised except at that meeting or adjourned meeting; and
 - (ii) must be referred to the President of the meeting, whose decision is final.
- (b) A vote not disallowed under the objection is valid for all purposes.

10 Directors

10.1 Number of Directors

The number of Directors on the Board shall number five (5) to nine (9) inclusive as the Board shall determine from time to time, subject to clause 10.2, and that number complying with the Corporations Act, and in the absence of such determination the number shall be nine (9).

10.2 Change of number of Directors

The Company in General Meeting may by resolution increase or reduce the number of Directors on the Board, and may also determine the rotation in which the increased or reduced number of Directors on the Board is to retire from office.

10.3 Directors elected at General Meeting

The Company may, at a General Meeting at which a Director retires or otherwise vacates office, by resolution fill the vacated office by electing a person to that office.

10.4 Qualification of Directors

To be eligible for the office of Director a person must:

- (a) have been a Member of the Company for at least two (2) years; and
- (b) consent in writing to act as a Director.

10.5 Election of officers

- (a) The Company shall be managed by a Board of Directors consisting of a President, two Vice-Presidents, a Secretary, a Treasurer and four ordinary Directors.
- (b) The President shall be elected by a biennial ballot of Members prior to the Annual General Meeting. The retiring President shall be eligible for re-election but may not hold that office for more than an additional year that is, may not hold office for more than three (3) consecutive years. Upon retirement of a President after a third year in office, election for the office of President shall be held at the next ballot of Members prior to the Annual General Meeting.
- (c) One Vice-President and two ordinary Directors shall be elected each year at the same time for a term of two (2) years by an annual ballot of Members prior to the Annual General Meeting. The retiring Vice-President shall be eligible for re-election. A casual vacancy occurring in

the office of President, or Vice-President, shall be filled as in the case of other Directors.

- (d) The Secretary and Treasurer shall each be appointed by the Board for a term of two (2) years. The Board shall have the power to appoint the Secretary and Treasurer from Members of the Board or, subject to clause 10.4, from members of the Company deemed suitable for the role by the Board. Members of the Company so appointed become members of the Board and form part of the total complement of up to nine (9) directors. The retiring Secretary and Treasurer shall be eligible for reappointment. A casual vacancy occurring in the office of Secretary, or Treasurer shall be filled by appointment by the Board.
- (e) The annual election of Directors shall be held at the same time and shall be by ballot of all Members such ballot to be returned not later than 48 hours on the day before that fixed for the Annual General Meeting. The result of this ballot shall be declared during the Annual General Meeting.
- (f) Where any candidate for election as an officer of the Company under this clause, stands for that position unopposed, that candidate shall be declared appointed to that position and no ballot shall take place for that position.
- (g) An election may be conducted by a postal, electronic or combined postal and electronic ballot, or such other method as is determined by the Board.

10.6 Retirement of ordinary Directors

- (a) Ordinary Directors are elected for terms of two (2) years.
- (b) At each Annual General Meeting, any ordinary Director who has held office for two (2) years since last being elected or appointed, must retire from office but subject to clause 10.7 is eligible for reappointment or re-election.

- (c) The Members may by ordinary resolution remove any Director before the expiration of that Director's period of office, and may by an ordinary resolution appoint another person in the place of that Director.

10.7 Reappointment of Directors

Directors are entitled to seek reappointment, and such service shall not exceed a maximum of eight (8) years.

10.8 Office held until conclusion of meeting

A retiring Director holds office until the conclusion of the meeting at which that Director retires but is eligible for re-election.

10.9 Casual vacancy or additional Director

- (a) The Board may at any time appoint any person to be a Director to fill a casual vacancy for the remainder of the term of that position, provided the total number of Directors does not exceed the maximum number determined in accordance with clause 10.1.
- (b) A Director appointed under clause 10.9 is eligible for election at the appropriate Annual General Meeting for that position.

11 Remuneration of Directors

The Directors shall not be paid any remuneration for their services as Directors.

12 Vacation of office of Director

In addition to the circumstances in which the office of a Director becomes vacant under the Corporations Act, the office of a Director becomes vacant if the Director:

- (a) 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;

- (b) resigns from the office with one month's notice in writing to the Company;
- (c) becomes insolvent or bankrupt, compounds with her creditors, or assigns her estate for the benefit of his creditor;
- (d) is absent personally at three successive Board meetings without leave of absence from the Board; or
- (e) becomes prohibited for being a Director by reason of any order of any court of competent jurisdiction.

13 Powers and duties of the Board of Directors

13.1 Board to manage the Company

The Board is to manage the business of the Company and may exercise all the powers of the Company that are not, by the Corporations Act or by this Constitution, required to be exercised by the Company in General Meeting.

13.2 Specific powers of the Board

Without limiting the generality of clause 13.1, and subject to any trusts relating to the assets of the Company, the Board may exercise all the powers of the Company to borrow or raise money, to charge any property or business of the Company, and to give any security for a debt, liability or obligation of the Company or of any other person.

14 By-Laws

Subject to this Constitution, the Board may from time to time by resolution make and rescind or alter By-Laws which are binding on Members for the management and conduct of the business of the Company.

15 Appointment of attorney

- (a) The Board may, by power of attorney, appoint any person to be the attorney of the Company for the purposes and with the powers, authorities and discretions held by the Board for the period and subject to the conditions that it thinks fit.
- (b) A power of attorney granted under this clause 15 may contain any provisions for the protection and convenience of persons dealing with the attorney that the Board thinks fit and may also authorise the attorney to delegate (including by way of appointment of a substitute attorney) all or any of the powers, authorities and discretions of the attorney.

16 Directors' committees

- (a) The Board may delegate any of its powers, other than powers required by law to be dealt with by the Board, to a Committee or Committees consisting of one or more of their number or any other Member of the Company as they think fit.
- (b) A Committee to which any powers have been delegated under this clause 16 must exercise those powers in accordance with any directions of the Board. A power so exercised is taken to have been exercised by the Board.

17 Powers of delegation

- (1) Unless the company's constitution provides otherwise, the directors of a company may delegate any of their powers to:
 - (a) A committee of directors; or
 - (b) A director; or

(c) An employee of the company; or

(d) Any other person

The delegations must be recorded in the company's minute book

(2) The delegate must exercise the powers delegated in accordance with any directions of the directors.

(3) The exercise of the power by the delegate is as effective as if the directors had exercised it..

18 Proceedings of Directors

18.1 Board meetings

(a) The Board may meet together by any means for conducting business, adjourn and otherwise regulate its meetings as it thinks fit.

(b) A Director may at any time, and the Secretary must on the written request of a Director, convene a meeting of the Board.

18.2 Questions decided by majority

A question arising at a meeting of the Board is to be decided by a majority of votes of Directors present and entitled to vote, and that decision is for all purposes a decision of the Board.

19 President and Vice-Presidents

19.1 Absence of President at Board meeting to chair the meeting

If a Board meeting is held and the President is not present within ten minutes after the time appointed for the holding of the meeting or is unable or unwilling to act then the longest standing Vice-President must be the chair of the meeting, or if the longest standing Vice-President is not present or is unable or unwilling to act then the other Vice President must be the chair of the meeting, or if the other Vice President is not present or is unable or unwilling to act then

the Directors present must elect one of their number to be the chair of the meeting.

19.2 No casting vote for chair at Board meetings

In the event of an equality of votes cast for and against a question, the chair of the Board meeting does not have a second or casting vote, and consequently the question is decided in the negative.

20 Quorum for Board meeting

- (a) At a meeting of the Board, the number of Directors whose presence in person is necessary to constitute a quorum is as determined by the Board, and, unless so determined, is one half of the Directors holding office, or if there is an odd number of Directors, then the majority of Directors holding office.
- (b) The continuing Directors may act despite a vacancy in their number. If their number is reduced below the minimum fixed by clause 10.1, the continuing Directors may, except in an emergency, act only for the purpose of filling vacancies to the extent necessary to bring their number up to that minimum or to convene a General Meeting.

21 Chair of Directors' Committee

The Members of a Committee may elect one of its number as chair of its meetings. If a meeting of a Committee is held and the Chair is not present within ten minutes after the time appointed for the holding of the meeting or is unable or unwilling to act as chair of the meeting, then the Members involved may elect one of its number to be chair of the meeting.

22 Meetings of Committee

22.1 Adjourning a meeting

A Committee may meet and adjourn as it thinks proper.

22.2 Determination of questions

- (a) Questions arising at a meeting of a Committee are to be determined by a majority of votes of the Members present and voting.
- (b) In the event of an equality of votes, the chair of the meeting does not have a casting vote, and consequently the question is decided in the negative.

23 Circulating resolutions

The Board may pass a resolution without a Board meeting being held if all of the Directors entitled to vote on the resolution sign a document or send an electronic communication containing a statement that they are or are not in favour of the resolution set out in the document. Separate copies of a document may be used for signing by Directors if the wording of the resolution and statement is identical in each copy. The resolution is passed when the majority of Directors signs or sends the communication.

24 Validity of acts of Directors

All acts done at a meeting of the Board or of a Committee of Directors, or by a person acting as a Director are, even if it is afterwards discovered that:

- (a) there was a defect in the appointment or continuance in office of a person as a Director or of the person so acting; or
- (b) a person acting as a Director was disqualified or was not entitled to vote;

as valid as if the relevant person had been duly appointed or had duly continued in office and was qualified and entitled to vote.

25 Secretary of the Company

25.1 Appointment of Secretary of the Company

There must be at least one Secretary who is to be appointed by the Board.

26 Dispute resolution

26.1 Handling a dispute

Where there is a dispute, grievance or other disagreement between a Member and the Company, whether arising out of the application of this Constitution, the By-Laws or otherwise (**Dispute**), then either must, prior to the commencement of any proceedings in a Court or Tribunal or before any authority or board, notify the other in writing of the nature of the Dispute, and the following must occur:

- (a) The Member and the Company must in the period fourteen days from the service of the notice of the Dispute (**Initial Period**) use their best endeavours to resolve the Dispute.
- (b) If the Company and the Member are unable to resolve the Dispute within the Initial Period, then the Dispute must be referred for mediation to a mediator agreed by the Member and the Company.
- (c) If the disputants are unable to agree on a mediator within seven (7) days of the Initial Period, the Member or the Company may request the President of LEADR to nominate a mediator to whom the dispute will be referred.
- (d) The costs of the mediation will be shared equally between the Member and the Company.

- (e) Where:
 - (i) the party receiving the notice of the Dispute fails to attend the mediation required by clause 26.1(b); or
 - (ii) the mediation has not occurred within six (6) weeks of the date of the notice of the Dispute; or
 - (iii) the mediation fails to resolve the Dispute;then the party serving the notice of Dispute will be entitled to commence any proceedings in a Court or Tribunal or before any authority or board in respect of the Dispute.
- (f) The procedure in this clause will not apply in respect of proceedings for urgent or interlocutory relief.

27 Documents

Documents executed for and on behalf of the Company must be executed by:

- (a) the President and the Secretary; or
- (b) such other persons as the Board by resolution appoints from time to time.

28 Accounts

- (a) The Board must cause proper financial records to be kept and, if required under the Corporations Act, cause the accounts of the Company to be audited.
- (b) The Board must distribute to the Members copies of the annual financial reports of the Company accompanied by a copy of the Auditor's report and Board report in accordance with the requirements of the Corporations Act.

29 Seals

29.1 Safe custody of common seals

The Board must provide for the safe custody of any seal of the Company.

29.2 Use of common seal

If the Company has a common seal or duplicate common seal:

- (a) it may be used only by the authority of the Board, or of a Committee authorised by the Board to authorise its use; and
- (b) every document to which it is affixed must be signed by a Director and be countersigned by another Director, a Secretary or another person appointed by the Board to countersign that document or a class of documents in which that document is included.

30 Inspection of records

30.1 Inspection by Members

Subject to the Corporations Act, the Board may determine whether and to what extent, and at what times and places and under what conditions, the accounting records and other documents of the Company or any of them will be open to inspection by the Members (other than Directors).

30.2 Right of a Member to inspect

A Member (other than a Director) does not have the right to inspect any document of the Company except as provided by law or authorised by the Board or by the Company in General Meeting.

31 Service of documents

31.1 Document includes notice

In this clause 31, a reference to a document includes a notice.

31.2 Methods of service

- (a) The Company may give a document to a Member:
 - (i) personally;
 - (ii) by sending it by post to the address for the Member in the Register or an alternative address nominated by the Member; or
 - (iii) by sending it to a fax number or electronic address nominated by the Member.
- (b) A document sent by post:
 - (i) if sent to an address in Australia, may be sent by ordinary post; and
 - (ii) if sent to an address outside Australia, must be sent by airmail; and
 - (iii) in either case is taken to have been received on the day after the date of its posting.
- (c) If a document is sent by fax or electronic transmission, delivery of the document is taken:
 - (i) to be effected by properly addressing and transmitting the fax or electronic transmission; and
 - (ii) to have been delivered on the day following its transmission.

31.3 Evidence of service

A certificate in writing signed by the Secretary or a delegated person stating that a document was sent to a Member by post or by fax or electronic transmission on a particular date is prima facie evidence that the document was so sent on that date.

32 Indemnity

The Company may indemnify any current or former Director, Secretary or delegated person of the Company or of a Related Body Corporate of the Company out of the property of the Company against:

- (a) every liability incurred by the person in that capacity (except a liability for legal costs); and
- (b) all legal costs incurred in defending or resisting (or otherwise in connection with) proceedings, whether civil or criminal or of an administrative or investigatory nature, in which the person becomes involved because of that capacity;

except to the extent that:

- (c) the Company is forbidden by statute to indemnify the person against the liability or legal costs; or
- (d) an indemnity by the Company of the person against the liability or legal costs would, if given, be made void by statute.

33 Insurance

The Company may pay or agree to pay, whether directly or through an interposed entity, a premium for a contract insuring a person who is or has been a Director or Secretary or delegated person of the Company or of a Related Body Corporate of the Company against liability incurred by the person in that capacity, including a liability for legal costs, unless:

- (a) the Company is forbidden by statute to pay or agree to pay the premium; or
- (b) the contract would, if the Company paid the premium, be made void by statute.

34 Contract

The Company may enter into an agreement with a person referred to in clauses 32 and 33 with respect to the matters covered by these clauses. An agreement entered into pursuant to this clause may include provisions relating to rights of access to the books of the Company conferred by the Corporations Act or otherwise by law.

Appointment of Proxy

The Women's Club

ACN 000 009 656

I _____ Member Number _____

of _____

being a Member of the above named Company hereby appoint

_____ Member Number _____

of _____

or, in her absence _____ Member Number _____

of _____

as my Proxy to vote for me on my behalf at the meeting of the Members of the Company to be held on the _____ day of _____ 20__ and at any adjournment of that meeting.

My Proxy will (Strike out whichever is not desired):

(a) vote as she sees fit; or

(b) vote as per my explicit instructions as noted below.

[To be inserted if desired] This form is to be used in favour of / against the resolution (Strike out whichever is not desired)

[Insert details of specific resolutions if desired]

SIGNED _____

NAME _____

DATED _____

This notice must be returned to The Women's Club at [address] by [time] on [date] [insert specific details ensuring that the time is 48 hours before the time for the meeting].

Schedule 2

Historical Notes

Reprinted here to preserve the memory of our original Memorandum and Articles of Association

NEW SOUTH WALES,
TO WIT.

LICENSE.

WHEREAS it hath been proved to the Governor and the Executive Council that "THE WOMEN'S CLUB", which is about to be registered under the "Companies Act, 1899", as an Association limited by guarantee, is formed for the purpose of promoting objects of the nature contemplated by the fifty-second section of the aforesaid Act, and that it is the intention of the said Association that the income and property of the Association whencesoever derived shall be applied solely towards the promotion of the objects of the Association, as set forth in its Memorandum of Association, and that no portion thereof shall be paid or transferred directly or indirectly by way of dividend or bonus or otherwise howsoever by way of profit to the persons who at any time are or have been Members of the Association, or to any of them, or to any person claiming through any of them: NOW, THEREFORE, the Governor, by and with the advice of the Executive Council, in pursuance of the powers in him vested by the said fifty-second section of the "Companies Act, 1899", and of any other powers thereunto enabling, and in consideration of the provisions and subject to the conditions contained in the Memorandum of Association, a copy of which has been produced, doth by this License direct "THE WOMEN'S CLUB" to be registered with limited liability without addition of the word "limited" to its name.

*SIGNED this Twelfth Day of April, One Thousand
Nine Hundred and Twenty.*

*(Sgd.) JOHN D. FITZGERALD,
Minister of Justice.*

—
NEW SOUTH WALES.

CERTIFICATE OF INCORPORATION
No. 73249

The Companies Act, 1899.

I CERTIFY that an Association styled

"THE WOMEN'S CLUB"

has been registered this day as a limited company, the Governor-in-Council having directed such Association to be registered with limited liability without the addition of the word "limited" to its name, pursuant to the provision of Section 52 of the Companies Act, 1899.

*GIVEN under my hand, at Sydney, this Thirteenth day of July,
one thousand nine hundred and twenty.*

*J.W. CROCKER (L.S),
Assistant Registrar of Joint Stock Companies.*