

Connecting2Australia Ltd

ACN 155 111 890

CONSTITUTION

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CONSTITUTION

1 Purpose of Company

1.1 Charitable Purpose -

The purpose for which the Company was established.

Connecting2Australia is a not-for-profit Public Benevolent Institution ('PBI') which carries out services for the public benefit and primarily for providing services to people with disabilities. The organisation's purposes are to:

- a) manage and maintain client services for the provision of training and support of any adult with a disability or disadvantage and to manage and maintain a Supported Employment Service to provide employment access to any adult with disabilities or disadvantage who is registered with the Department of Health & Human Services and/or any other relevant Government Department in any Australian state or territory.
- b) to provide each client and/or supported employee, through an Individual Program Plan, or an Employment activity plan, with training in independent living skills, social and pre-vocational skills, support to participate in employment, educational and recreational activities within the community.
- c) to provide each client and/or supported employee with the opportunity to develop and maintain skills which will enable that person to live with the greatest degree of independence possible.
- d) to operate for the principal purposes of providing services, training, and support to adults with disabilities/disadvantage without private gain to any individual.
- e) to provide service and support to NDIS participants who have their plan managed by the NDIA and of whom we are a registered provider.

1.2 The Ancillary Purposes of Connecting2Australia Are:

- a) to provide information and support for caregivers/clients and supported employees in areas relating to the care, treatment, and training of persons with disabilities/disadvantage.
- b) to advocate to the public to create a greater understanding of the needs of people with disabilities/disadvantage.
- c) to be responsive to the needs of persons with disabilities/disadvantage and to advocate to develop and improve services.
- d) to purchase, take on, lease in exchange, hire or otherwise hold in trust either in its own name or in the names of its nominee or nominees and for any estate or interest in any real or personal property and any rights, concessions, licenses, or privileges which the Company may think necessary or convenient for the purposes of carrying on its objects.
- e) to build, construct, maintain, alter, enlarge, pull down, remove, or replace any building or buildings which are the property of the Company.
- f) to provide a building or room or rooms in any building and to furnish and maintain the same and to permit the same to be used for training, meetings, or social purposes by the Members of the Company or other persons as the Company may from time to time allow either gratuitously or upon such terms as shall be agreed upon.
- g) to receive, take over, expend, and generally administer funds already collected or which may at any time hereafter be collected from persons or organisations in Australia or abroad for any of the Company's objects.
- h) to hire and employ such persons, including volunteers, to work as the Company determines and pay them as is appropriate (except for volunteers who are unpaid) in return for the services rendered to the Company.
- i) to take any gift of property whether subject to any special trust or not for any one or more of the objects of the Company.
- j) to invest monies of the Company not immediately required in such manner as may from time to time be deemed expedient for the purposes of the Company.
- k) to take such steps by personal or written appeals, public meetings, advertisements or otherwise as may

from time to time be deemed expedient for the purposes of procuring contributions and gifts to the funds of the Company in the shape of donations, annual subscriptions or otherwise.

- l) to work in close co-operation and/or amalgamate with any other Association having objects similar to those of the Company and whose Constitution prohibits the division of its income and property amongst its Members.
- m) to borrow or lend monies with or without security and on such terms and conditions as the Company may from time to time determine.
- n) to act as trustee as may from time to time be determined by the Company.
- o) to do all other things that are incidental or conducive to the attainment of the purposes and the exercises of the powers of the Company.
- p) delegate in writing the exercise of all and any of the powers or discretionary authorities hereby conferred on the Company and to execute any Powers of Attorney or other instruments necessary to affect such a delegation.
- q) co-operating with making gifts to, or contributions (of money or any form of property or service) to, distributing, granting or lending money to, and facilitating the work of, or to assisting in any way, companies that have substantially similar objects to those of the Company provided that the Company shall not subscribe to or support with its funds any society, association or Company which is not a public benevolent institution for the purposes of Item 4.1.1 in section 30-45(1) of the Income Tax Assessment Act 1997

1.3 Application of income for purpose only

The profits (if any) or other income and the property of the Company, however derived, must be applied solely towards the promotion of the purposes of the Company as set out in article 1. No Part of those profits or that income or property may be paid or transferred to the Members (as Members), either directly or indirectly by way of dividend, bonus or otherwise.

1.4 Payment by the Company in good faith

Subject to article 6.3, article 1.2 does not prevent payment in good faith to an officer or Member, or to a firm of which an officer or Member is a Partner:

- a) of remuneration for services to the Company; or
- b) for goods supplied in the ordinary course of business; or
- c) of interest at a rate not exceeding the rate fixed for the purposes of this article 1.3 by the Company in general meeting on money borrowed from an officer or Member or a firm of which an officer or Member is a Partner; or
- d) of reasonable rent for premises let by an officer or Member or a firm of which an officer or Member is a Partner; or
- e) in accordance with article 1.1.

2. **Membership**

2.1 Becoming a Member.

- a) A Member must be a natural person.
- b) A person may only become a Member if the person is nominated in accordance with article 2.2 and has been approved for Membership of the Company by the Directors.
- c) Employees and clients of the Company are not eligible to become Members. For the purposes of this clause, Directors are not regarded as employees and must be Members to sit on the Board.
- d) The Secretary must enter the name of each Member approved by the Directors in the register of Members.
- e) Membership of the Company is not capable of being transferred or assigned.

2.2 Nomination

A nomination of a person for Membership of the Company:

- a) must be made by a Member of the Company and seconded by another Member in writing in the form prescribed by the Directors; and
- b) must be lodged with the Secretary of the Company;
- c) will be considered by the Directors at the next meeting of the Board after the receipt of the application;
- d) if it is accepted by the Directors, the Secretary will send to the applicant written notice of the acceptance and a request for payment of the Membership fee;
- e) on payment of the Membership fee, the applicant shall become a Member of the Company.

2.3 Membership fee

The annual Membership fee payable by Members of the Company shall be as determined by the Directors from time to time.

2.4 Ceasing to be a Member.

A member ceases to be a member on:

- a) resignation which must be given in writing and upon receipt by the company will take immediate effect; or
- b) death; or
- c) becoming bankrupt or insolvent or making an arrangement or composition with creditors of the person's joint or separate estate generally; or
- d) becoming of unsound mind or a person whose person or estate is liable to be dealt with in any way under a law relating to mental health; or

2.5 Termination of Membership

Where the Directors are of the opinion that a member has:

- a) persistently refused or neglected to comply with the provisions of this constitution; or
- b) persistently and wilfully acted in a manner prejudicial to the interests of the company; or
- c) membership fees in arrears for a period of three months or more;
- d) the Directors may terminate the member's membership of the company.
- e) Within 7 days of the Director's decision, the secretary will inform the member of the decision in writing and of the member's right of appeal under article 2.6.

2.6 Right of Appeal

- a) A Member may appeal to the Company in general meeting against a decision of the Directors under article 2.5 within 7 days after notice of the decision is served on the Member by lodging a notice of appeal with the Secretary.
- b) On receipt of a notice of appeal, the Secretary will notify the Directors who must call a general meeting to be held within 60 days after the date on which the Secretary received the notice of appeal.
- c) At a general meeting convened under this article:
- d) No business other than the question of the appeal shall be transacted:
- e) The Directors and the Member will be given the opportunity to make representations in relation to the appeal orally or in writing or both; and
- f) The Members present will vote by secret ballot on the question of whether the decision of the Directors to terminate the Member's Membership of the Company should be confirmed or whether the appeal is upheld.

2.7 Life Membership

The organisation may award Life Membership in recognition of exceptional personal contribution made to C2A by an individual.

2.7.1. Criteria for Life Membership

- a) A minimum of 10 years of service to the organisation in a leadership position.
- b) The proposed Life Member must have made a contribution over and above what was expected in their role.

2.7.2. Nominating and Consideration of a Member for Life Membership

- a) Nominations should be made on the prescribed nomination form available from the Company Secretary
- b) Nominations will be considered at the Board meeting as soon as practicable after the nomination is received.

2.7.3. Confirming Life Membership

If Life Membership is confirmed by the Directors, it will be announced at the next Annual General Meeting.

2.7.4. Status of Life Members

Life Members will be recognised with a certificate of appreciation and honorary membership.

2.8. Limited Liability

The Members have no liability as Members except as set out in article 15.

3. General meetings

3.1. Annual general meeting

Annual general meetings of the Company are to be held in accordance with the Corporations Act.

3.2. Power to convene general meeting.

The Directors may convene a general meeting when they think fit. However, they must convene and arrange to hold a meeting when requisitioned by Members in accordance with the Corporations Act.

3.3. Members have power to convene general meeting.

Members may convene a general meeting of the Company in accordance with the Corporations Act.

3.4. Period of notice of general meeting.

Unless short notice is given under the Corporations Act, at least 21 days' written notice of a general meeting must be given to each Member.

3.5. Notice of general meeting.

Notice of a meeting of Members must be given in accordance with article 13 and must:

- a) Set out the place, date, and time for the meeting.
- b) State the general nature of the business to be conducted at the meeting.
- c) Set out the conditions and requirements to be satisfied for appointing a proxy or Attorney; and
- d) Contain any other information required by the Corporations Act.

3.6. Virtual Meetings

Notwithstanding any other provisions of this Constitution, the Company is expressly permitted to hold meetings of its members using only virtual meeting technology.

3.7. Notice of a Special Resolution

If a special resolution is to be proposed, the notice of meeting must set out an intention to propose the resolution as a special resolution and state the resolution.

3.8 Non-Receipt of Notice of General Meeting

The non-receipt of notice of a general meeting, or the accidental omission to give notice of a general meeting to a person entitled to receive notice does not invalidate any resolution passed at the general meeting.

3.9 Auditor's Rights to Attend General Meetings

The Auditor is entitled to:

- a) attend any general meeting; and
- b) receive all notices of and other communications relating to any general meeting which a Member is entitled to receive; and
- c) be heard at any general meeting on any Part of the business of the meeting which concerns the Auditor in that capacity; and
- d) be heard at any general meeting even if the Auditor retires at that meeting or a resolution to remove the Auditor from office is passed at that meeting.
- e) The Auditor may authorise an agent in writing to do these things on their behalf.

3.10 Directors Entitled to Attend General Meetings.

A Director is entitled to:

- a) attend and vote at any general meeting; and
- b) receive all notices of and other communications relating to any general meeting which a Member is entitled to receive; and
- c) be heard at any general meeting on any part of the business of the meeting.

3.11 Cancellation or Postponement of General Meeting

Where a general meeting (including an annual general meeting) is convened by the Directors, they may, when they think fit, cancel the meeting, or postpone the holding of the meeting to a date and time determined by them. This article does not apply to a meeting convened by a single Director, by Members or by the Directors on the request of Members.

3.12 Written Notice of Cancellation or Postponement of General Meeting

Written notice of cancellation or postponement of a general meeting must be given to all persons entitled to receive notices of general meetings from the Company. The notice must be given at least three days before the date for which the meeting is convened and must specify:

- a) the reason for cancellation or postponement.
- b) a revised date and time for the holding of the meeting; and
- c) a place for the holding of the meeting, which may be either the same as or different to the place specified in the notice convening the meeting.

3.13 Notice Period for Postponed General Meeting

The number of clear days from when a notice postponing the holding of a general meeting is given to the date specified in that notice for the holding of the meeting may not be less than the number of days' notice of the meeting required to be given by this Constitution or the Corporations Act.

3.14 Business at Postponed General Meeting

The only business that may be transacted at a general meeting which is postponed is the business specified in the notice convening the meeting.

3.15 Non-receipt of notice of cancellation or postponement of a general meeting

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

3.16 Proxy or Power of Attorney at postponed general meeting

The date of the postponed general meeting is substituted for and applies to the exclusion of the date specified in the instrument of proxy or Power of Attorney if:

- a) by the terms of an instrument appointing them, a proxy or attorney is authorised to attend and vote at a general meeting to be held on a specified date or at a general meeting 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 or power of attorney. The Member making the appointment is required to give notice to the contrary at least 48 hours before the time to which the holding of the meeting has been postponed.

3.17 Revocation of Proxy or Power of Attorney for postponed general meeting

A Member wishing to revoke a proxy approved under clause 3.16 must give notice to the Company at least 48 hours before the time to which the holding of the meeting has been postponed that the proxy etc is no longer valid.

4. Proceedings at general meetings

4.1 Business of annual general meeting

In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting is to elect the Directors and to receive and consider the financial report and the reports of the Directors and the Auditor and appoint or re-appoint the Auditor.

4.2 Representation of Member

A Member may be present and vote in person or may be represented at any meeting of the Company by:

- a) proxy;
- or
- b) Attorney.

4.3 Reference to a Member

Unless the contrary intention appears, a reference in article 4 to a Member means a person who is a Member, or is a proxy or attorney of that Member.

4.4 Number for a quorum

Subject to article 4.6, the number of Members required to constitute a quorum at a general meeting shall be the number of Board Members plus one present in person or by proxy or attorney.

4.5 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 beginning of a meeting it is taken to be present throughout the meeting unless the Chair of the meeting on their own motion or at the request of a Member, proxy or attorney who is present otherwise declares.

4.6 Quorum and Time

If within 30 minutes after the time appointed for a general meeting a quorum is not present:

- a) The Chair must ask the Members present if they are willing to allow the meeting to proceed. If all Members present consent, the meeting can continue and the business on the agenda be discussed and validly voted on. The decisions taken must be ratified at the next meeting of Members.
- b) If any Member does not consent to the meeting continuing, then it must be immediately dissolved and stand adjourned to the same day in the next week and at the same time and place.

4.7 Adjourned Meeting

At a meeting adjourned under article 4.6(b), the number of Members required to constitute a quorum shall be the number of Board Members plus one present in person or by proxy or attorney. If a quorum is not present within 30 minutes after the time appointed for the adjourned meeting, the number of Members present shall be a quorum.

4.8 Appointment and Powers of Chair Of General Meeting

If a Director has been elected under article 8.9 as Chair, that person is entitled to preside as Chair at a general meeting.

4.9 Absence of Chair at General Meeting

If a general meeting is held and:

the elected Chair is not present within 15 minutes after the time appointed for the holding of the meeting or is unable or unwilling to act, the following may preside as Chair of the meeting (in order of precedence):

- a) the Deputy Chair (if any);
- b) the Director chosen by a majority of the Directors present;
- c) the only Director present;
- d) a Member chosen by a majority of the Members present in person or by proxy, attorney or Representative.

4.10 Conduct of General Meetings

The Chair of a general meeting:

- a) has charge of the general conduct of the meeting and of the procedures to be adopted at the meeting;
- b) may require the adoption of any procedure which is in the Chair'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
- c) may, having regard where necessary to the Corporations Act, terminate discussion or debate on any matter whenever the Chair considers it necessary or desirable for the proper conduct of the meeting, and a decision by the Chair under this article is final.

4.11 Resolutions Carried

- a) A special resolution is taken to be carried if seventy-five percent of the votes cast on the resolution are in favour of it.
- b) Any other resolution is taken to be carried if a simple majority of the votes cast on the resolution are in favour of it.

4.12 Equality of votes - no casting vote for Chair

If there is an equality of votes, whether on a show of hands or on a poll, the Chair of the general meeting is not entitled to a casting vote in addition to any votes to which the Chair is entitled as a Member or proxy or attorney and the resolution is lost.

4.13 Declaration of results

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 Chair 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 minutes of the proceedings of the Company, is conclusive evidence of the fact. Neither the Chair 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.

4.14 Poll

If a poll is properly demanded, it must be taken in the manner and at the date and time directed by the Chair and the result of the poll is the resolution of the meeting at which the poll was demanded.

- a) A poll demanded on the question of adjournment must be taken immediately.
- b) A demand for a poll may be withdrawn.
- c) A demand for a poll 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.

4.15 Objection to Voting Qualification

Objection may not be raised to the right of a person to attend or vote at a meeting or adjourned meeting or to vote on a poll except at that meeting or adjourned meeting or when that poll is taken. Every vote that is not disallowed at that meeting or adjourned meeting or when the poll is taken is valid.

4.16 Chair to Determine Any Poll Dispute

If there is a dispute as to the admission or rejection of a vote, the Chair of the meeting must decide it and the Chair's decision made in good faith is final and conclusive.

4.17 Adjournment of general meeting

The Chair 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. The adjournment may be either to a later time at the same meeting or to an adjourned meeting anytime and anyplace.

In exercising this discretion, the Chair may, but need not, seek the approval of the Members present. Unless required by the Chair, a vote may not be taken or demanded by the Members present in respect of any adjournment.

4.18 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.

5. Votes of Members

5.1 Voting rights

Subject to any restrictions in this Constitution:

- a) on a show of hands, each Member present in person and each other person present as proxy or attorney of a Member has one vote; and
- b) on a poll, each Member present in person has one vote and each person present as proxy or attorney of a Member has one vote for each Member that the person represents.

6. Directors

6.1 Number of Directors

The number of Directors is to be not less than three and not more than nine.
At least two of the Directors must be ordinarily resident in Australia.
The Directors in office at the time of adoption of this Constitution continue in office subject to this Constitution.

6.2 Appointment of Directors

- a) Directors are required to be natural persons.
- b) prior to being eligible to be elected to the Board all candidates must agree to background screening process and National Policy History Check (Police Check). The Board will notify a candidate if it subsequently considers the candidate ineligible as a result of these checks. The candidate will have no recourse should the Board reach this decision. The Board may at its absolute discretion waive the requirements for a new Police Check if the candidate has provided a current Police Check to the Company.
- c) all Directors must have a Director Identification Number issued by the Australian Business Registry.
- d) the Board tenure will be limited to 2 (two) consecutive terms of 3 (three) years;
 - i. after the second consecutive term, Directors may only be re-elected for a further term if their re-election does not exceed the maximum number of Directors;
 - ii. the position of Board Chairperson shall not be held by the same Director for more than two consecutive terms of 3 (three) years unless there are no other candidates;
 - iii. the tenure of each Director will commence from the date of their first election at an AGM held on or after October 25th, 2018;
 - iv. no Director may serve as a Director or Chair of the Company for a period greater than twelve years commencing from the date of their first election at an AGM held on or after October 25th, 2018.
- e) at every annual general meeting, one third of the Directors, or if their number is not a multiple of three then the number nearest to but not less than one third, must retire from office.
- f) The Board may appoint additional Directors at any time (provided they meet all eligibility criteria as set out in 6.2(a), (b) and (c) above) but those appointed Directors must stand for election at the next Annual General Meeting.
- g) the process for the election of Directors is:
 - i. any two Members of the Company may nominate any other person to serve as a Director provided that person is a member;
 - ii. the nomination must be in writing and signed by the nominee, the proposer and seconder and lodged with the secretary not less than 25 days and not more than 35 days before the annual general meeting at which the election is to take place, together with confirmation of submission of an online National Police History Check and Director Identification Number.
 - iii. a list of the candidate's names in alphabetical order will be forwarded to all Members of the Company with the notice of annual general meeting;
- h) ballot papers shall be prepared (if necessary) listing the names of the candidates in alphabetical order and each Member present at the annual general meeting whether in person or by proxy will be entitled to vote for any number of candidates not exceeding the number of vacancies.
- i) if there are insufficient candidates nominated, the Board has the authority to fill the vacancy or vacancies.

6.3 Remuneration of Directors

A Director may not be paid any remuneration for services as a Director.

A Director is to be reimbursed out of the funds of the Company for their reasonable travelling, accommodation and other expenses incurred when travelling to or from meetings of the Directors or a committee or when otherwise engaged on the affairs of the Company. The Board may approve an honorarium to be paid to the Chair and/or Deputy Chair in exceptional circumstances. The total amount of this honorarium shall be no more than 20% of the annual salary of the Chief Executive Officer and is subject to ratification by the Members at a general meeting.

6.4 Director's Reimbursement Must be Approved

Any payment to a Director by way of reimbursement must be approved by the Directors.

6.5 Removal of Directors

The Company may by ordinary resolution remove any Director before the expiration of the Director's term of office and may by ordinary resolution appoint another person in that Director's place and the person so appointed will hold office only until the next annual general meeting.

6.6 Vacation of Office

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 a person whose person or estate is liable to be dealt with in any way under a law relating to mental health;
- b) resigns office by notice in writing to the Company;
- c) becomes bankrupt or makes an arrangement or composition with creditors;
- d) for more than six months is absent without permission of the other Directors from meetings of the Directors held during that period;
- e) holds any office of profit under the Company;
- f) ceases to be a Member.
- g) fails a background screening process or National Police History Check

7. Powers and Duties of Directors

7.1 Directors to Manage Company

The Directors are 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.

7.2 Specific Powers of Directors

Without limiting the generality of article 7.1, the Directors may exercise all the powers of the Company to borrow or raise money, to charge any property or business of the Company and to issue debentures or give any other security for a debt, liability, or obligation of the Company or of any other person subject to the Corporations Act.

7.3 Appointment of Attorney

The Directors 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 Directors for the period and subject to the conditions that they think fit.

7.4 Provisions in Power of Attorney

A power of attorney granted under article 7.3 may contain any provisions for the protection and convenience of persons dealing with the attorney that the Directors think fit.

8. Proceedings of Directors

8.1 Directors meetings

The Directors may meet together for conducting business, adjourn and otherwise regulate their meetings as they think fit. These meetings may be held in person or using virtual meeting technology.

8.2 Minutes

The Directors must direct minutes of meetings to be made and kept in accordance with the Corporations Act.

8.3 Director May Convene a Meeting

A Director may at any time, and the Secretary must on the written request of a Director, convene a meeting of the Directors.

8.4 Questions Decided by Majority

A question arising at a meeting of Directors 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 Directors.

8.5 No Casting Vote for Chair

In the event of an equality of votes the Chair of the meeting does not have a casting vote and the resolution is lost.

8.6 Quorum

Until otherwise determined by the Directors, one half of the number of Directors elected to the Board who are present in person or in attendance via a conference call or other electronic means shall be a quorum. If there is an odd number of Directors elected to the Board, half that number rounded up to the next whole number shall be a quorum.

8.7 Directors Interests

A Director shall not vote in respect of any contract or arrangement or proposed contract or arrangement with the Company in which the Director is interested either directly or indirectly.

8.8 Effect of Vacancy

The continuing Directors may act despite a vacancy in their number. However, if their number is reduced below the minimum fixed by article 6.1, the continuing Directors may, except in an emergency, act only for the purpose of calling a general meeting.

8.9 Chair and Deputy Chair

The Directors must elect one of their number as Chair and may elect one of their number as Deputy Chair and may determine the period during which each is to hold office.

8.10 Chair to Preside Over Directors' Meeting

The Chair is entitled to preside at meetings of the Directors. If the Chair is not present and able and willing to act within 15 minutes after the time appointed for a meeting or has signified an intention not to be present and able and willing to act, the following may preside (in order of entitlement):

- a) the Deputy Chair.
- b) a Director chosen by a majority of the Directors present.

8.11 Directors' Committees

The Directors may delegate any of their powers to committees consisting of the Directors that they think fit and may revoke that delegation.

8.12 Powers Delegated to Directors' Committees

A committee to which any powers have been delegated under article 8.11 must exercise those powers in accordance with any directions of the Directors. These powers are then taken to have been exercised by the Directors.

8.13 Directors' Committee Meetings

Subject to article 8.15, the meetings and proceedings of a committee consisting of two or more Directors are governed by the provisions of this Constitution as to the meetings and proceedings of the Directors so far as they are applicable.

8.14 Circulating Resolutions

The Directors may pass a resolution without a Directors' meeting being held if all of the Directors who are entitled to vote on the resolution sign a document containing a statement that they are 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 last Director signs.

8.15 Meeting by Use of Technology

A Directors' meeting may be called or held by using any technology consented to by each Director. The consent may be a standing one. A Director may only withdraw consent a reasonable time before the meeting.

8.16 Validity Of Acts Of Directors

All acts done at a meeting of the Directors or of a committee of Directors, or by a person acting as a Director are valid even if it is afterwards discovered that there was some defect in the appointment, election or qualification of any of them or that any of them were disqualified or had vacated office.

9. **Secretary**

9.1 Appointment of Secretary

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

9.2 Suspension And Removal Of Secretary

The Directors may suspend or remove a Secretary from that office.

9.3 Powers, Duties, and Authorities of Secretary

A Secretary holds office on the terms and conditions (including as to remuneration) and with the powers, duties, and authorities, as determined by the Directors.

10. Gift Fund

10.1 Establishment of a Gift Fund

A separate fund (the "Gift Fund") may be established for the purpose of receiving gifts of money or property to the Company and if established, the following provisions of this article 10 will apply to it.

10.2 Maintenance of Gift Fund

The Gift Fund will be maintained for the purposes of the Company as set out in article 1.1, and all gifts of money or property for those purposes will be made to the Gift Fund.

10.3 Crediting of Gift Fund

Any money or property received by the Company because of such gifts will be credited to the Gift Fund.

10.4 Purpose

The Gift Fund will not receive any other money or property, and the Gift Fund will be used only for the purposes of the Company as set out in article 1.1.

10.5 Winding up of Gift Fund

If the Gift Fund is wound up, or if the endorsement of the Company as a deductible gift recipient is revoked, any surplus assets of the Gift Fund remaining after the payment of liabilities attributable to it shall be transferred to a fund, authority or institution to which income tax deductible gifts can be made.

11. Inspection of Records

Inspection by Members

Subject to the Corporations Act, the Directors 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).

12. Service of Documents

12.1 Document Includes Notice

In Article 12 ("Service of documents), a reference to a document includes a notice.

12.2 Methods of Service

The Company may give a document to a Member:

- a) personally.
- b) by sending it by post to the address for the Member in the register of Members or an alternative address nominated by the Member; or
- c) by sending it to a fax number or electronic address nominated by the Member.

12.3 Delivery

A document sent by post:

- a) if sent to an address in Australia, may be sent by ordinary post and is taken to have been received five days after the date of its posting; and
- b) if sent to an address outside Australia, must be sent electronically to the address provided by the member.

12.4 Fax or Electronic Transmission

If a document is sent by fax or electronic transmission, delivery of the document is taken:

- a) to be affected by properly addressing and transmitting the fax or electronic transmission; and
- b) to have been served at the time of receipt within the meaning of Section 13(a) of the Electronic Transactions (Victoria) Act 2000.

13. Indemnity**13.1 Indemnity of Officers**

Every person who is or has been a Director or Officer is entitled to be indemnified 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,

unless;

- 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.

13.2 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 executive officer 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.

14. Amending this Constitution.**14.1 Amendment by Special Resolution**

Subject to the Corporation Act, this Constitution may be amended by a special resolution carried at any general meeting.

15. Winding up

15.1 Contribution by Members

Each Member undertakes to contribute an amount not exceeding \$10 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.

This contribution is for:

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

15.2 Application of property on winding up

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 a Company, to be determined by the Members at or before the time of dissolution, the purposes of which, as stated in its Constitution, are restricted to promoting objects which are similar to those of the Company as set out in article 1.1 and which is prohibited from distributing its income and property among its Members to an extent at least as great as imposed on the Company under this Constitution, and is a public benevolent institution for the purposes of Item 4.1.1 in section 30-45(1) of the Income Tax Assessment Act 1997.

16. Accounts

The Directors must cause the accounts of the Company to be audited in accordance with the requirements of the Corporations Act.

17. Definitions and Interpretation.

17.1 Definitions - In this Constitution unless the contrary intention appears:

- a) **Article** means an article of this Constitution.
- b) **Auditor** means the Auditor for the time being of the Company.
- c) **Chair** means the Chair of the board of Directors of the Company and **Deputy Chair** means the Deputy Chair of the board.
- d) **Company** means Connecting2Australia.
- e) **Constitution** means this Constitution as it is amended from time to time.
- f) **Corporations Act** means the Corporations Act 2001 (Commonwealth).
- g) **Director** means a Director of the Company.
- h) **Directors** means all or some of the Directors of the Company acting as a board.
- i) **Member** means a Member of the Company.
- j) **Part** means a Part of this Constitution.
- k) **Registered Office** means the Registered Office for the time being of the Company.
- l) **Representative** means a person appointed to exercise powers of a Member which is a body corporate in accordance with the Corporations Act.
- m) **Secretary** means a person appointed as a Secretary of the Company, and where appropriate includes an acting Secretary and a person appointed by the Directors to perform all or any of the duties of a Secretary of the Company.

17.2 Interpretation - In this Constitution unless the contrary intention appears:

- a) the word person means a natural person.
- b) the singular includes the plural and vice versa.
- c) where a word or phrase is given a particular meaning, the other parts of speech and grammatical forms of that word or phrase have corresponding meanings.
- d) a reference to writing includes typewriting, printing, electronic communication, facsimile, and other modes of representing or reproducing words in a visible form.
- e) a reference to an article is reference to one of the articles.
- f) a power, an authority or a discretion given to a Director, the Directors, the Company in general meeting or a Member may be exercised from time to time and at any time.

17.3 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.
The provisions of the Corporations Act that apply as replaceable rules are displaced by this Constitution and accordingly do not apply to the Company.

17.4 Headings

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