

Constitution of the Social Education, Action and Research Concerning Humanity Foundation (SEARCH Foundation)

ACN 050 096 976

A Public Company Limited by Guarantee not having a Share Capital
Registered pursuant to section 112 of the Corporations Act 2001

Table of Contents

1.	DEFINITIONS AND INTERPRETATION.....	6
1.1	Definitions.....	6
1.2	Interpretation	8
1.3	Replaceable Rules Displaced.....	9
2.	NAME OF THE FOUNDATION.....	9
3.	OBJECTS AND POWERS	9
	Objects	9
	Powers	11
4.	LIABILITY OF MEMBERS	11
5.	GUARANTEE BY MEMBERS	11
6.	APPLICATION OF INCOME AND PROPERTY	11
7.	MEMBERSHIP	12
7.1	Becoming a Member	12
7.2	Membership Not Transferable	13
8.	Fees.....	13
9.	CESSATION OF MEMBERSHIP	14
9.1	Death, Resignation and Other Events	14
9.2	Expulsion	14
9.3	Removal from the Register	15
9.4	Surviving Liability	15
10.	REGISTER.....	16
10.1	Register of Members	16
11.	Disputes	16
12.	GENERAL MEETINGS.....	16
12.1	Annual General Meeting	16
12.2	Extraordinary Meeting	16
13.	NOTICE OF GENERAL MEETINGS.....	16
13.1	General.....	16
13.2	Contents of Notice	17
13.3	Alteration of Procedure	17
13.4	Failure to Receive Notice	18

14.	PROCEEDINGS AT GENERAL MEETINGS	18
14.1	Business.....	18
14.2	Meetings Conducted by Electronic Means	19
14.3	Quorum	19
14.4	No Quorum.....	19
14.5	Chairperson	20
14.6	Role and Power of the chairperson.....	20
14.7	Adjournment.....	20
14.8	Voting Rights	20
14.9	Voting by a Show of Hands.....	21
14.10	Evidence of Resolution.....	21
14.11	Poll.....	21
14.12	Demand for Poll.....	22
14.13	Auditor	22
15.	APPOINTMENT OF PROXY	23
15.1	General.....	23
15.2	Instrument Appointing Proxy	23
16.	FORM OF PROXY	23
16.1	Required Information	23
16.2	Voting Instructions.....	24
16.3	Authority.....	24
17.	ATTORNEYS	24
17.1	Appointment by Member.....	24
17.2	Appointment by the Committee.....	24
18.	VOTING OF ATTORNEY OR PROXY.....	25
18.1	Validity	25
18.2	Attendance of Member at Meetings	25
19.	COMMITTEE MEMBERS.....	25
19.1	Composition of the Committee	25
19.2	Term of Appointment	25
19.3	Election of Committee Members and Officer Bearers	26
19.4	Election Rules	26
20.	VACANCIES.....	27

21.	DISQUALIFICATION OF COMMITTEE MEMBERS	27
22.	POWERS OF THE COMMITTEE.....	28
23.	INVESTMENT	28
24.	NEGOTIABLE INSTRUMENTS	28
25.	PROCEEDINGS OF THE COMMITTEE.....	28
25.1	General.....	28
25.2	Convening and Notice of Committee Meetings	29
25.3	Quorum	30
25.4	Chairperson and Decisions	30
25.5	Committee Member not to vote where a conflict exists.....	30
25.6	Committee Members to declare interest.....	31
25.7	Committee Members to declare potential conflicts	31
25.8	Foundation to record declarations of Committee Members	31
25.9	Written Resolutions of the Committee	31
25.10	Delegation by the Committee.....	32
25.11	Defects in Appointment.....	32
26.	MINUTES	33
26.1	Minutes to be kept	33
26.2	Evidence of Proceedings and Resolutions	33
27.	ACCOUNTS	33
27.1	Books of Account to be kept	33
27.2	Location of Books of Account	33
28.	AUDITOR	34
29.	INDEMNITY	34
29.1	Definition of Liability and Officer.....	34
29.2	Indemnity of Officers.....	34
29.3	Indemnity for Proceedings.....	34
29.4	Insurance.....	35
30.	DISTRIBUTION OF PROPERTY ON WINDING-UP.....	36
31.	DISPUTE RESOLUTION.....	36

1. DEFINITIONS AND INTERPRETATION

1.1 Definitions

In this **Constitution**:

Act means the Corporations Act 2001 (Commonwealth);

AEC System Specification for Standard Preferential Voting means the voting system which is prescribed and described by the Australian Electoral Commission and which at the date of adoption of this Constitution is set out on the website of the Australian Electoral Commission at https://www.aec.gov.au/About_AEC/AEC_Services/Industrial_Elections/voting.htm and labelled "Standard Preferential System";

AEC System Specification for Proportional Representation means the voting system which is prescribed and described by the Australian Electoral Commission and which at the date of adoption of this Constitution is set out on the website of the Australian Electoral Commission at https://www.aec.gov.au/About_AEC/AEC_Services/Industrial_Elections/voting.htm and labelled "Proportional Representation System";

Annual General Meeting means the annual general meeting of Members;

Auditor means the auditor or auditors of the Foundation;

Business Day means a day which is not a Saturday, Sunday or public holiday in the place concerned;

Committee means the Committee Members acting collectively as a board of directors;

Committee Member means each of the Members acting as a company director, who is elected to that office by the Members;

Company Secretary means a Financial Member who is appointed by the Committee to be the Company Secretary under the Corporations Act, whether or not the Financial Member is already elected to the Committee

Constitution means the constitution set out in this document, which has been adopted by the Members as the constitution of the Foundation and as amended from time to time;

Direct Voting means the system of voting by which Members can vote for resolutions and may vote in the election of Committee Members and Office Bearers by marking ballot papers appropriately or by voting electronically;

Election Date means, in relation to each second year commencing at the General Meeting held in 2018, the date on which voting in the election of Office Bearers and Committee Members closes, being the date selected by the Committee;

Election Form means the document on, or in which, a Member's vote is recorded as the Election Rules require. For these purposes, document includes any article, equipment or material from which sounds, images or writings can be reproduced with or without the aid of any other article or device;

Election Material means material published in connection with an election of an Office Bearer or Committee Member and includes the Election Form and related material;

Election Rules means the rules made from time to time pursuant to clause 19.4, to govern the conduct of elections;

Ethical Investment Policy means the principles adopted and amended from time to time by General Meeting with respect to the investment of the Foundation's funds;

Extraordinary Meeting means a meeting of Members other than an Annual General Meeting;

Financial Member means a Member who at the time in consideration does not owe any fees to the Foundation which are overdue for payment;

Foundation means **Social Education, Action and Research Concerning Humanity Foundation** (ACN 050 096 976) which name may be abbreviated as the "SEARCH Foundation" and "the Foundation";

General Meeting means an Annual General Meeting or an Extraordinary Meeting of the Members;

Member means a person admitted to membership of the Foundation in accordance with the provisions of this Constitution and whose name has been entered into and not removed from the Register;

Office Bearers means President, Vice President, and the Honorary Treasurer;

President means the Member who is elected to that office by the Members;

Quota Preferential System means in relation to the election of the Committee Members except the Office Bearers and the Company Secretary,

a preferential voting system whereby all candidates for office are listed with a box alongside the name of each candidate, with members being required to insert sequential numbers in every box signifying their preference for election of candidates to that particular office. Candidates will be elected in accordance with the AEC System Specification for Proportional Representation and as more particularly described in the Election Rules;

Register means the Register of Members kept in accordance with the Act;

Registered Address means the address of a Member shown in the Register;

Registered Office means the registered office of the Foundation;

Returning Officer means a Financial Member who is appointed by the Committee for the purpose of the election of Committee Members and Office Bearers;

Single Office Preferential System means in relation to the elections of the Office Bearers, a preferential voting system whereby all candidates for the office are listed with a box alongside the name of each candidate, with members being required to insert sequential numbers in every box signifying their preference for election of candidates to that particular office. Candidates will be elected in accordance with the AEC System Specification for Standard Preferential Voting and as more particularly described in the Election Rules;

Special Majority means in relation to a resolution of the Committee, the approval of not less than three quarters of the members of the Committee who are entitled to vote on the resolution and who are present, or who participate in the circulation of a written resolution, and;

Sub-Committee means a sub-committee of the Committee;

Sub-Committee Member means a member of a Sub-Committee of the Committee;

Honorary Treasurer means the Member who is elected to that office by the Members;

Vice President means the Member who is elected to that office by the Members;

1.2 Interpretation

In this Constitution, unless the context requires otherwise:

- (a) a person includes a corporate body, association, firm, partnership, or other unincorporated body;

- (b) a statute includes regulations under it and consolidations, amendments, re-enactments or replacements of any of them;
- (c) this or any other document includes the document as varied or replaced regardless of any change in the identity of the parties;
- (d) a clause, schedule or appendix is a reference to a clause, schedule or appendix in or to this Constitution;
- (e) a word or phrase that is defined has the corresponding meaning in its other grammatical forms;
- (f) writing includes all modes of representing or reproducing words in a legible, permanent and visible form;
- (g) the singular includes the plural and vice versa;
- (h) a gender includes all other genders; and
- (i) headings and sub-headings are inserted for ease of reference only and do not affect the interpretation of this Constitution.

1.3 Replaceable Rules Displaced

Each of the provisions of the Act that would apply to the Foundation as a replaceable rule but for this clause, is expressly displaced and does not apply to the Foundation.

2. NAME OF THE FOUNDATION

- 2.1** The name of the Foundation is Social Education, Action and Research Concerning Humanity Foundation which name may be abbreviated as the "SEARCH Foundation".

3. OBJECTS AND POWERS

Preamble

The SEARCH Foundation recognises that modern Australian society stands on the lands of the First Nations Peoples, who have never ceded their sovereignty.

The SEARCH Foundation is a democratic socialist organisation that works for a democratic ecological socialist society in an Australian republic. Our commitment is to a society that:

- Recognises Aboriginal and Torres Strait Islander Peoples' rights and self-determination as First Nations Peoples.
- Radically expands democracy of all kinds – participatory, direct and representative – so that economic, social and political power is dispersed much more equitably.
- Recognises and enacts the basic human rights of economic security, social justice, equal rights and opportunity, democracy, and respect for differences.
- Practices ecological sustainability, striving for a harmonious balance between society and nature, in particular implementing radical economic and social changes to avert the looming climate catastrophe.
- Institutes forms of democratic ownership – public, community and cooperative – of key sectors, industries and enterprises of the economy, and limits private ownership, wealth, power and control.
- Rejects and progressively overcomes exploitation, discrimination and oppression on the basis of class, gender, race, ethnicity, sexuality or disability.
- Promotes popular participation in all areas of social life including the economy and the workplace.
- Promotes the values of democracy, human rights, community, multiculturalism, equality, non-discrimination and non-violence.
- Works for a peaceful, nuclear-free international order that respects the right of all nations and peoples to self-determination.

Towards that goal, the Foundation supports movements and campaigns for immediate reforms and more far-reaching changes that reflect these aims and values; advance human rights, equality, wellbeing and self-determination; expand democracy and civil rights in all aspects of social life; and preserve and protect the complex natural environment on which human civilisation depends.

SEARCH provides a space for socialist and left activists across progressive movements, organisations and parties to come together to discuss and learn about political ideas, policies and strategies for progressive social change towards a better world, and to work together on projects of common interest.

Objects

3.1 The Objects of the Foundation are to:

- (a) Promote ideas and actions to achieve a democratic ecological socialist Australian republic.
- (b) Provide a linking and enabling space for socialist activists to exchange ideas across progressive movements, develop policies and projects of common interest, and discuss campaigning strategies.
- (c) Support the self-determination of Australia's First Peoples.
- (d) Oppose the domination of Australia's economy by national and international corporations.

- (e) Promote greater understanding in the community of the main factors affecting social life, influencing social development, and advancing social wellbeing.
- (f) Preserve and celebrate the heritage of the socialist movement in Australia, especially the Communist Party of Australia (1920-1991) and its legacy of rejecting Stalinism and authoritarianism, and the New Left Party (1989-93).
- (g) Recognise and support the multicultural character of Australia and the rights of ethnic minorities to maintain language and culture.
- (h) Provide solidarity to movements and organisations internationally which share the Foundation's values and objectives.
- (i) Provide education in socialist, feminist, ecological and anti-racist ideas, and training and other activities for socialist and progressive activists.
- (j) Without limiting the generality of the Objects of the Foundation, carry out research and educational activity relating to:
 - (i) Theories of the functioning of society
 - (ii) The role of science and technology in social development
 - (iii) The role of the arts in culture and society
 - (iv) The relationship between humanity and the environment
 - (v) Social justice, equality and democracy as factors effecting social development
 - (vi) The social and political forces that maintain patriarchy, racial and national oppression, ecological destruction, and capitalism, and the methods by which such forces seek to resist, obstruct and reverse progressive reforms and radical social change.
 - (vii) The part played by the above factors, and by labour, social and democratic movements, in the development of Australian society.
- (k) Establish and fund facilities for carrying out research into and publications and discussion about any of the above objects of the Foundation.
- (l) Use all forms of communication including online channels, social media, written publications and research reports for the purpose of increasing community awareness of the objects of the Foundation.
- (m) Assist the activity of other persons, organisations and publications that, in the opinion of the Foundation, will contribute to increasing community awareness of and support for the Foundation's Objects.

- (n) None of the above objects shall be construed so as to limit or be limited by any other object.

Powers

- 3.1** The Foundation has the legal capacity and powers of an individual and also all the powers of a body corporate to the extent necessary or convenient to carry out, or incidental to carrying out, the Foundation's objects as specified in section 124 of the Act.

4. LIABILITY OF MEMBERS

- 4.1** The liability of each Member is limited to the amount of the guarantee specified in clause 5.

5. GUARANTEE BY MEMBERS

- 5.1** Every Member undertakes to contribute an amount not more than \$20 to the property of the Foundation, if it is wound up:
- (a) while that person is a Member; or
 - (b) within one year after that person ceases to be a Member,
 - (c) for payment of:
 - i) the debts and liabilities of the Foundation contracted before that person ceased to be a Member; and
 - ii) the costs, charges and expenses of winding-up.

6. APPLICATION OF INCOME AND PROPERTY

- 6.1** All of the income and property of the Foundation must be applied solely towards the promotion of the objects of the Foundation as set out in this Constitution.
- 6.2** No part of the income or property may be paid or transferred directly or indirectly by way of dividend, bonus or other profit distribution or otherwise to any Member.
- 6.3** The Foundation must not pay directors' fees to Committee Members.
- 6.4** All payments to Committee Members must be approved by the Committee including but not limited to:
- (a) reimbursement of out of pocket expenses incurred by a Committee Member in performing a duty as a member of the Committee; or
 - (b) payment for a service rendered to the Foundation by a Committee Member in a professional or technical capacity or as an employee, or as the Company Secretary and other than in the capacity as a Committee Member, where:
 - i) the provision of the service has the prior approval of the Committee; and
 - ii) the amount payable is not more than an amount which, in the opinion of the Committee, is reasonable payment for the service.
 - (c) The Foundation may pay interest on money borrowed from any Member and may pay reasonable and proper rent for premises let by a Member to the Foundation, where:
 - i) the interest or rent of the service has the prior approval of the Committee; and
 - ii) the amount payable is not more than an amount which commercially would be reasonably paid.
- 6.5** This clause does not prohibit indemnification of or payment of premiums on contracts of insurance for any Committee Member to the extent permitted by law and by this Constitution.
- 6.6** The Foundation may also do anything which is ancillary or incidental to the above objects including and without limiting the generality thereof: holding or arranging competitions and providing or contributing towards the provision of prizes, awards and distinctions in that regard, and the granting of any such prize, awards or distinction to a Member if awarded in good faith shall be deemed not to be in breach of clause 6

7. MEMBERSHIP

7.1 Becoming a Member

- (a) The following persons are Members:
 - i) the persons who are members at the date of adoption of this Constitution and whose name appears in the Register; and
 - ii) any other person the Committee admits to membership in accordance with this Constitution.
- (b) Every applicant for membership of the Foundation must apply in the form and manner determined by the Committee.
- (c) The rights, liabilities and entitlement of each Member under this Constitution shall be identical to the rights, liabilities and entitlements of every other Member.
- (d) After receipt of a valid application for membership, the Committee shall consider the application and determine whether to admit or reject the admission of the applicant. The Committee need not give any reason for rejecting an application.
- (e) An application for membership must be proposed by a Financial Member and seconded by another Financial Member.
- (f) If an application for membership is approved by the Committee, then, on payment of the prescribed fee, the name, address and contact details of the applicant shall be entered into the Register and the applicant shall then be a Member.
- (g) The Committee shall not admit or reject an application for membership except at a meeting of the Committee.

7.2 Membership Not Transferable

- (a) Membership may not be transferred to another person.

8. Fees

- (a) The Committee may prescribe:
 - i) the costs payable by Members by way of membership fees and such other fees as the Committee thinks fit; and

- ii) when and in what circumstances these fees are payable.
- (b) The Committee must give Members not less than one month's notice of any change to the fees.
- (c) Annual membership fees become payable on the first day of February each year.

If a Member fails to pay the fees prescribed by the Committee within 2 months of such fees becoming due and payable and fails to rectify that default within one month after being given notice to do so, then upon the expiration of the period of notice, the Member will cease to be a Financial Member.

9. CESSATION OF MEMBERSHIP

9.1 Death, Resignation and Other Events

- (a) A person immediately ceases to be a Member if the person:
 - i) dies;
 - ii) resigns as Member by giving written notice to the Foundation; or
 - iii) is expelled under clause 9.3.

9.2 Removal for non-payment of fees

- (a) If a Member fails to pay the fees prescribed by the Committee within 24 months of the fees becoming due and payable and fails to rectify that default within a further period of 1 month after being given notice to do so, then on the expiry of that further period the Committee shall cancel the unfinancial member's membership, and his or her name will then be removed from the Register.

9.3 Expulsion

- (a) The Committee, by a resolution passed by a Special Majority of the Committee Members may expel a Member or implement appropriate disciplinary action including the suspension of the membership of a Member if, in the opinion of the Committee, the Member:
 - i) has committed a breach of any obligation or duty under this Constitution; or
 - ii) has engaged in serious and wilful misconduct.

- (b) At least 28 days before the meeting of the Committee at which a resolution referred to in clause 9.3(a) is considered, the Member must be:
 - i) served notice of the meeting including the particulars of the alleged act, omission or conduct complained of and the intended resolution;
 - ii) given the opportunity to present in writing any explanation that the Member thinks fit to the meeting, before the passage of the resolution;

The Member may also be given the opportunity to present orally, or in writing, any explanation or defence, or call any person that the Member thinks fit at such Committee meeting, and the Committee will take the explanation into consideration.

- (c) Having considered any representations made by the Member and the outcome of any dispute resolution process, the Committee may serve the Member with notice of any Committee resolution made at the above meeting. If the Committee resolves to expel the Member, that Member will cease to be a Member on the service of that notice.

9.4 Removal from the Register

- (a) Where a person ceases to be a Member, the name of the Member must be removed from the Register.
- (b) Upon the removal of a person's name from the Register:
 - i) the person will forfeit all rights and privileges attaching to membership and all claims which the person may have against the Foundation arising out of the membership; and
 - ii) the Foundation will have no liability to such person in respect of the removal from the Register.

9.5 Surviving Liability

- (a) Any person who ceases to be a Member remains liable for:
 - i) any moneys which may be owing to the Foundation; and
 - ii) in the case of the Foundation being wound up within one year of the date of cessation of membership, the guarantee amount specified in clause 5.

10. REGISTER

10.1 Register of Members

The Foundation must keep and maintain the Register in accordance with the Act and otherwise as the Committee determines.

11. Disputes

- 11.1** Any dispute that arises in relation to the Register must be referred to the Committee, whose decision will be final and binding on all Members.

12. GENERAL MEETINGS

12.1 Annual General Meeting

The Foundation must hold an Annual General Meeting in every calendar year within five months of the end of its financial year at the time and place determined by the Committee, or in accordance with the Act.

12.2 Extraordinary Meeting

The Committee, or any three Committee members, may convene an Extraordinary Meeting at such time and place as they think fit, in accordance with the Act. Members may also convene an Extraordinary Meeting, in accordance with the Act.

13. NOTICE OF GENERAL MEETINGS

13.1 General

- (a) The Committee must give not less than 21 days' written notice of a General Meeting to the Members, the Committee Members and to the Auditor.

- (b) Notice of a General Meeting must be sent to every Member and to the Auditor and may be sent in any manner described in clause 30 including, by post or email.

13.2 Contents of Notice

The notice of a General Meeting must specify the following information:

- (a) the place, the day and the hour of meeting (and if the meeting is to be held in 2 or more places, the technology that will be used to facilitate this);
- (b) the general nature of the business of the meeting;
- (c) the details of any resolutions which are to be proposed at the meeting;
- (d) where at the time of issue of the notice of meeting the Committee is aware of resolutions which are to be put to the meeting then the text of each of those resolutions will be set forth in the notice which shall be accompanied by a ballot paper
 - i) also stating the text of such resolutions and having alongside the text of each resolution two boxes to enable the Member by Direct Voting to vote for or against the resolution
 - ii) a notation advising the Members whether the resolutions can be voted upon by Direct Voting, and
 - iii) advising of the date by which the ballot paper with the resolutions has to be returned to the Foundation if a Direct Vote is to be valid.
 - iv) The details of any electronic Voting System shall be included in the notice which shall inform Members that they are at liberty to vote on the resolutions to be put to the meeting by using the electronic Voting System
- (e) that Members are entitled to appoint a proxy who must be a Financial Member.

13.3 Alteration of Procedure

- (a) With the consent of all the Members entitled to vote at some particular meeting, that meeting may be convened by shorter notice and in such

manner as those Members may think fit, provided that no shorter period is permitted if the meeting is to consider the removal of a Committee Member or the Auditor.

13.4 Failure to Receive Notice

- (a) The accidental omission to give notice of a meeting to any Member or the non-receipt of such notice by any Member does not invalidate any resolution passed at, or proceeding of, that meeting.
- (b) A person's attendance at a General Meeting waives any objection that the person may have to:
 - i) a failure to give notice, or to the giving of a defective notice of a General Meeting unless, at the beginning of the meeting, the person objects to the holding of the meeting; and
 - ii) the consideration of a particular matter at the meeting which is not within the business referred to in the notice of the meeting, unless the person objects to considering the matter when it is presented.

14. PROCEEDINGS AT GENERAL MEETINGS

14.1 Business

- (a) The ordinary business of an Annual General Meeting includes:
 - i) the consideration of the annual financial report, the Report by the Committee and the Auditor's report;
 - ii) the receipt of any report by the Returning Officer;
 - iii) the election and appointment of Committee Members and Office Bearers;
 - iv) the appointment of the Auditor and the fixing of the Auditor's remuneration; and
 - v) Any other resolutions notice of which has been sent to the Members 21 days prior to the date of the Annual General Meeting.

14.2 Meetings Conducted by Electronic Means

- (a) All provisions of this Constitution relating to General Meetings apply, as far as they can and with any necessary changes, to General Meetings by telephone, video conference or other electronic means.
- (b) A Member who participates in a General Meeting by telephone, video conference or other electronic means is taken to be present in person at the meeting.
- (c) A General Meeting by telephone, video conference or other electronic means is taken as held at the place determined by the chairperson of the meeting, as long as at least one of the Members involved was at the place for the duration of the meeting.
- (d) The Committee may make provision for Direct Voting by Members, including by an Electronic Voting System, on proposed resolutions for which 21 days' notice has been provided, which are not required to be debated at a General Meeting.

14.3 Quorum

- (a) No business may be transacted at any General Meeting except the adjournment of the meeting unless a quorum is present. The quorum for a General meeting is 15 persons present at the meeting, each being a Financial Member, Proxy or attorney of a Financial Member entitled to vote at that meeting.

14.4 No Quorum

- (a) If a quorum is not present within 30 minutes after the time appointed for a General Meeting:
- (b) If convened on the requisition of Members, the meeting will be dissolved; and
- (c) In any other case, the meeting will be adjourned to the same day in the next week at the same time and place or at such other place as the chairperson appoints. If at that adjourned meeting a quorum is not present within 15 minutes from the time appointed for holding the meeting, the Members present will be a quorum.

14.5 Chairperson

- (a) The President or in his or her absence the Vice President will preside as chairperson at every General Meeting.
- (b) If at any General Meeting neither the President nor the Vice-President is present within 15 minutes after the time appointed for holding the meeting or if neither is willing to preside, the Members present will choose a member of the Committee to preside. If no member of the Committee is present or if all members of the Committee present decline to preside, then those persons present will choose a Member who is present to preside as chairperson.

14.6 Role and Power of the Chairperson

- (a) The chairperson is responsible for the conduct of every meeting of Members.
- (b) Subject to the obligation of the chairperson to allow every Member a reasonable opportunity to ask questions and to make comments, the chairperson has the power to require that any Member who in the opinion of the chairperson is disrupting the meeting, be excluded from the meeting.
- (c) The chairperson shall be responsible for and has the power to determine how votes which are received are to be counted and reported.

14.7 Adjournment

- (a) The chairperson of a General Meeting may, and must, if so directed by the meeting, adjourn the meeting to another time or place (or both).
- (b) The Committee may, prior to a General Meeting commencing, postpone the meeting to a later time or place (or both).
- (c) Only unfinished business may be transacted at any meeting resumed after a postponement or an adjournment of a General Meeting.
- (d) Where a General Meeting is postponed or adjourned for one month or more, new notice of the adjourned meeting must be given.

14.8 Voting Rights

- (a) Each Member is entitled to one vote on matters that arise for decision at a General Meeting or otherwise and including the right to vote in the election of Committee Members and Office Bearers.
- (b) The election of Committee Members and Office Bearers must be conducted in accordance with the provisions of clause 19.3 of this Constitution.
- (c) The right of a Member to vote is suspended if the Member is not a Financial Member.
- (d) A non-Financial Member's right to vote shall recommence 24 hours after the Foundation receives full payment by the Member of any fees owed by the Member which are overdue for payment.

14.9 Voting by a Show of Hands

- (a) Every item of business submitted to a General Meeting, other than the election of Committee Members and Office Bearers, will be determined in the first instance by a show of hands of the Members personally present and entitled to vote. The chairperson will not have a casting vote.

14.10 Electronic Voting

- (a) The Committee, where it considers it appropriate to do so, may make provision for Direct Voting by Members to be undertaken electronically.

14.11 Evidence of Resolution

- (a) A declaration by the chairperson that a resolution has been passed or lost (having regard to the majority required) and an entry to that effect in the books of the Foundation, signed by the chairperson of that or the next succeeding meeting, will be conclusive evidence that the resolution has been passed or lost without proof of the number or proportion of the votes recorded in favour of or against the resolution.

14.12 Poll

- (a) The chairperson or any Member present personally, proxy or attorney may demand that a poll be taken before or on the declaration of the result of a show of hands.

- (b) The poll will be taken in the manner and at the time and place as the chairperson of the meeting directs, and either at once, or after an interval or adjournment, or otherwise.
- (c) The result of the poll will be deemed to be the resolution of the meeting at which the poll was demanded.
- (d) The demand for a poll may be withdrawn.
- (e) If there is a dispute as to the admission or rejection of a vote, the chairperson will finally determine that dispute.
- (f) At a poll, a tied vote will be deemed to be lost.
- g) The Chairperson shall on a poll take into account the votes validly cast by Members using Direct Voting and shall indicate to the meeting the number of votes in respect of each resolution which have been so cast and in which way.

14.13 Demand for Poll

- (a) The demand for a poll will not prevent the continuance of a General Meeting for the transaction of any business other than the question on which a poll has been demanded. A poll demanded on any question of adjournment will be taken at the meeting and without adjournment.

14.14 Auditor

- (a) The Auditor is entitled:
 - i) to attend any General Meeting;
 - ii) to receive all notices of and other communications relating to any General Meeting which a Member is entitled to receive; and
 - iii) to be heard at any General Meeting which the Auditor attends on any part of the business of the meeting which concerns the Auditor in that capacity and is entitled to be heard, despite the fact that the Auditor retires at that meeting or a resolution to remove the Auditor from office is passed at that meeting.

15. APPOINTMENT OF PROXY

15.1 General

- (a) Any Member may appoint a natural person as a proxy to vote on the Member's behalf and may direct the proxy to vote either for or against each or any resolution.
- (b) A proxy must be a Financial Member.

15.2 Instrument Appointing Proxy

- (a) The Foundation must receive the instrument appointing a proxy (and a certified copy of the power of attorney, if any, under which it is signed) at:
 - i) the Registered Office;
 - ii) a place or electronic address specified for such purpose in the notice of meetingnot less than 48 hours before the time for holding the meeting or adjourned meeting or poll at which the person named in the instrument is to vote.
- (b) Unless the contrary is stated on it, an instrument appointing a proxy is valid for any adjournment of the meeting to which it relates.

16. FORM OF PROXY

16.1 Required Information

- (a) An instrument appointing a proxy must contain the following information:
 - i) the Member's name and address;
 - ii) the Foundation name;
 - iii) the proxy's name or the name of the office held by the proxy;
 - iv) the meetings at which the appointment may be used; and
 - v) be signed by the appointor or his or her attorney.

16.2 Voting Instructions

- (a) An instrument appointing a proxy may specify the way in which the proxy is to vote for a particular resolution and if so, the proxy must vote on the resolution as specified in the instrument.

16.3 Authority

- (a) An instrument appointing a proxy will be deemed to confer authority to demand or join in demanding a poll and will (except to the extent to which the proxy is specifically directed to vote for or against any proposal) include power to act generally at the meeting for the Member giving the proxy.

17. ATTORNEYS

17.1 Appointment by Member

- (a) Any Member may, by duly executed power of attorney, appoint an attorney to act on the Member's behalf at all or specified General Meetings of the Foundation. That power of attorney must be produced for inspection at the Registered Office or any other place that the Committee determines, together with any evidence of the due execution of it that the Committee requires, before the attorney will be entitled to appoint a proxy for the Member who is granting the power of attorney.

17.2 Appointment by the Committee

- (a) The Committee may, by power of attorney, appoint any person whether nominated directly or indirectly by the Committee to be an attorney or attorneys of the Foundation. That appointment may be for any purposes and with powers, authorities and discretions (not exceeding those vested in or exercisable by the Committee under this Constitution) and for periods and subject to any conditions as the Committee think fit. Any power of attorney may contain provisions for the protection and convenience of persons dealing with any attorney as the Committee think fit and may also authorise any attorney to

sub-delegate all or any of the powers, authorities and discretions vested in the attorney.

18. VOTING OF ATTORNEY OR PROXY

18.1 Validity

- (a) A vote given in accordance with the terms of an instrument of proxy or power of attorney will be valid despite the previous death of the principal or revocation of the proxy or power of attorney, provided that no notice in writing of the death or revocation has been received by the Foundation at the Registered Office before the meeting.

18.2 Attendance of Member at Meetings

- (a) The Member attending a meeting in person will be taken to have revoked a proxy that the Member has given in respect of that meeting.

19. COMMITTEE MEMBERS

19.1 Composition of the Committee

- (a) The Committee comprises the Office Bearers, the Company Secretary and 10 other Members elected by the Members in accordance with the Election Rules;
 - i) the President, Vice President and Honorary Treasurer, are Committee Members ex officio, and
 - ii) the Company Secretary is a Committee Member ex officio.
- (b) Each Committee Member must be a Financial Member.

19.2 Term of Appointment

- (a) Each elected Committee Member will hold office for a period of 2 years from the end of the Annual General Meeting in the year in which he or she was elected until the end of the Annual General Meeting in the

second subsequent year when he or she will retire but will then be eligible for re-election.

19.3 Election of Committee Members and Officer Bearers

- (a) In each second year the Committee must call an election and:
 - i) select the Election Date which must be before the end of the Election Period;
 - ii) select the date and time for the Closing of the voter roll of financial members;
 - iii) select the date and time by which nominations for election as an Office Bearer or Committee Member must be lodged with the Returning Officer which must be at least 28 days before the Election Date;
 - iv) appoint the Returning Officer; and
 - v) decide the Election Rules which must be made available to Members on request when nominations are called for the election.
 - vi) The Elections for Committee Members and Office Bearers will be conducted using the Election Rules.

19.4 Election Rules

- (a) The election of Committee Members must be conducted according to a Quota Preferential System.
- (b) The Election of Office Bearers will be a discrete ballot for each office and will be conducted according to the Single Office Preferential System.
- (c) The Committee may make rules for, or about, the conduct of the elections, including in relation to
 - i) the nomination and seconding of candidates;
 - ii) the terms that may be used in the Election Material to describe candidates;
 - iii) the provision of information to Members concerning candidates;

- iv) the approved methods of Direct Voting including voting by post and electronic means;
 - v) the manner of indicating the candidate for whom a Member votes;
 - vi) the format and content of Election Forms;
 - vii) the validation and counting of votes;
 - viii) the requirements for a valid vote;
 - ix) the Returning Officers' duties and functions;
 - x) the content and distribution of Election Material;
 - xi) the means of identifying Members, and
 - xii) such other matters as may, in the opinion of the Committee, be reasonably required.
- (d) A candidate being a Financial Member, and nominated and seconded by Financial Members, will have a valid nomination.
 - (e) A Financial Member must have been a Member for at least 3 months before being entitled to vote in any election or ballot, and must have been a Member for at least 6 months to be entitled to be nominated as a candidate in an election.

20. VACANCIES

A casual vacancy on the Committee may be filled either through holding a by-election or through the Committee appointing a Financial Member to fill the vacancy.

21. DISQUALIFICATION OF COMMITTEE MEMBERS

- (a) The office of a Committee Member will be vacated if:
 - i) the Committee Member becomes bankrupt or makes any arrangement or composition with his or her creditors.
 - ii) the Committee Member becomes of unsound mind or a person who is, or whose estate is, liable to be dealt with in any way under a law relating to mental ill-health;
 - iii) without leave of the Committee, the Committee Member is absent from meetings of the Committee for 3 consecutive

Committee Meetings, unless the Committee makes a resolution to the contrary;

- iv) by notice in writing to the Foundation the Committee Member resigns from office;
- v) the Committee Member ceases to hold office by reason of any order made under the Act; or
- vi) If the Committee Member ceases to be a Financial Member.

22. POWERS OF THE COMMITTEE

- (a) The business of the Foundation is to be managed by or under the direction of the Committee.
- (b) The Committee may exercise all the powers of the Foundation except any powers that by the Act or by this Constitution are required to be exercised by the Foundation in General Meeting.

23. INVESTMENT

- (a) The Committee may invest funds of the Foundation in any manner and for any period that it thinks fit, consistent with an Ethical Investment Policy adopted by the members at a General Meeting.

24. NEGOTIABLE INSTRUMENTS

- (a) Financial transactions on behalf of the Foundation must be based on decisions of the Committee, including Committee policies and delegations, Committee authorisation of signatories to accounts and other agreements or contracts made for or on behalf of the Foundation.

25. PROCEEDINGS OF THE COMMITTEE

25.1 General

- (a) The Committee may meet together for the dispatch of business, adjourn and otherwise regulate its meetings as it thinks fit.

- (b) The contemporaneous linking together by telephone, video conference or other electronic means of a sufficient number of Committee Members to constitute a quorum constitutes a meeting of the Committee. All the provisions in this Constitution relating to meetings of the Committee apply, so far as they can and with any necessary changes, to a meeting of the Committee by telephone, video conference or other electronic means.
- (c) A Committee Member who takes part in a meeting by telephone, video conference or other electronic means is taken to be present at the meeting.
- (d) A meeting by telephone or other electronic means is taken as held at the place determined by the chairperson of the meeting, as long as at least one of the Committee Members involved was at that place for the duration of the meeting.

25.2 Convening and Notice of Committee Meetings

- (a) The Committee must meet at least 4 times a year.
- (b) The President may convene a meeting of the Committee whenever he or she thinks fit.
- (c) The Company Secretary must, on the request of any 2 Committee Members, convene a meeting of the Committee.
- (d) Notice of a Committee meeting must be given to each person who is a member of the Committee, except a Committee Member who is on leave of absence approved by the Committee.
- (e) Notice of a Committee meeting:
 - i) must specify the time and place of the meeting;
 - ii) need not state the nature of the business to be transacted at the meeting; and
 - iii) may be given in person or by post, telephone, email or other electronic means.
- (f) The accidental omission to give notice of a meeting to, or the non-receipt of a notice of meeting by, a Member of the Committee will not invalidate proceedings at a Committee meeting.

25.3 Quorum

- (a) No business may be transacted at a Committee meeting unless a quorum is present at the time the business is considered.
- (b) A quorum for meetings of the Committee is one half plus one of the number of Committee Members, or if the number of the Committee Members is not a multiple of 2, then the odd number nearest to and greater than half of the number of Committee Members.
- (c) If the number of members of the Committee in office at any time is less than the minimum number required for a quorum under this Constitution, then the remaining members of the Committee:
 - i) must act as soon as possible to procure the appointment of additional members of the Committee to satisfy the minimum number required under this Constitution; and
 - ii) until that has happened, may only act if and to the extent that there is an emergency requiring them to act.

25.4 Chairperson and Decisions

- (a) The chairperson of the Committee will be the President of the Foundation. If the President is not present within 15 minutes after the time appointed for holding that meeting (or being present is unwilling to act), the Vice President will preside at the meeting. If the Vice President is not present (or being present is unwilling to act) then the Committee Members present will choose one of their number to be the chairperson of the meeting.
- (b) Except as provided by the Act and by clause 9.3 concerning the expulsion of a Member, questions arising at any meeting will be decided by a majority of votes and each Committee Member present will be entitled to one vote.
- (c) The chairperson will have a casting vote.

25.5 Committee Member not to vote where a conflict exists

- (a) Subject to the Act, a Committee Member may not vote at any meeting of the Committee about any matter, contract or arrangement in which the Committee Member has, whether directly or indirectly, a material personal interest, nor be present while the relevant matter is

considered at the meeting. However, that Committee Member may execute or otherwise act in respect of that contract or arrangement.

25.6 Committee Members to declare interest

- (a) Any Committee Member who has a material personal interest in a matter that relates to the affairs of the Foundation must give the other Committee Members notice of the interest, unless the interest is of a type referred to in section 191(2) (a) of the Act, or all of the conditions referred to in section 191(2) (c) of the Act are satisfied.
- (b) The Committee Member must declare the nature and extent of the Committee Member's interest and the relation of the interest to the affairs of the Foundation at a meeting of the Committee Members as soon as possible after the Committee Member becomes aware of his or her interest in the matter.
- (c) A Committee Member who has an interest in a matter may give a standing notice to the other Committee Members of the nature and extent of that Committee Member's interest in the matter in accordance with section 192 of the Act.

25.7 Committee Members to declare potential conflicts

- (a) Any Committee Member who holds any office or possesses any property the holding or possession of which might (whether directly or indirectly) create duties or interests in conflict with his or her duties or interests as a director of the Foundation must declare the fact of his or her holding that office or possessing that property and the nature and extent of any conflict at the first meeting of the Committee Members held after he or she becomes a Committee Member or (if already a Committee Member) at the first meeting of the Committee Members held after the relevant facts come to his or her knowledge.

25.8 Foundation to record declarations of Committee Members

- (a) The Foundation must record in the minutes of the meeting any declarations made or notices given by a Committee Member under this Constitution.

25.9 Written Resolutions of the Committee

- (a) A Resolution in writing of which Notice has been given to all Committee Members for the time being entitled to receive Notice of a meeting of the Committee Members and which is agreed to by a majority of Committee Members for the time being entitled to attend and vote at meetings of the Committee Members will be as valid and effectual as if it had been passed at a meeting of Committee Members duly convened and held. That Resolution may consist of several documents in like form each signed by 1 or more of the Committee Members wherever they may be situated. That Resolution may also consist of a majority of Committee Members for the time being entitled to receive Notice of a meeting of the Committee sending an email to the President or Company Secretary (or both) indicating that they affirm the Resolution. Notice to Committee Members, and Notice given by Committee Members may be communicated by giving Notice in the manner specified in Clause 30, including by email.

25.10 Delegation by the Committee

- (a) The Committee may authorise the creation of a Sub-Committee or Working Group consisting of such Committee Members or Members as the Committee thinks fit.
- (b) The meetings and proceedings of any Committee or Working Group will be governed by the provisions of this Constitution for regulating the meetings and proceedings of the Committee so far as applicable and so far as those provisions are not superseded by any other direction given by the Committee.

25.11 Defects in Appointment

- (a) An act done in good faith by any meeting of the Committee, of any Sub-Committee or Working Group formed by the Committee or by any person acting as a member of the Committee will not be invalidated by reason of:
 - i) any defect in the election, appointment or tenure of a member of the Committee or person acting on any such Committee or Sub-Committee or Working Group; or
 - ii) the disqualification of any of them.

26. MINUTES

26.1 Minutes to be kept

- (a) The Committee must cause:
 - i) proper minutes to be made of the proceedings and resolutions of all meetings of the Foundation, the Committee and Subcommittees formed by the Committee;
 - ii) the minutes to be entered in books or some other record in writing, kept for that purpose; and
 - iii) the minutes to be signed within a reasonable time by the chairperson of the meeting or by the chairperson of the next meeting.
- (b) The minutes of General Meetings of the Foundation will be open to inspection by any Financial Member without charge.

26.2 Evidence of Proceedings and Resolutions

- (a) A minute that is recorded and signed by a chairperson is evidence of the proceeding or resolution to which it relates, unless the contrary is proved.

27. ACCOUNTS

27.1 Books of Account to be kept

The Committee will cause to be kept proper books or other records of account which comply with Part 2M.3 of the Act in so far as it is applicable to the Foundation.

27.2 Location of Books of Account

The books of account and other financial records will be kept or be otherwise accessible at the Registered Office or place or places as the Committee think fit and will be open to the inspection of the Committee Members during usual business hours.

28. AUDITOR

The Foundation will observe the provisions of the Act in relation to the appointment, removal and resignation of an Auditor.

29. INDEMNITY

29.1 Definition of Liability and Officer

- (a) In this clause;
 - i) **Liability** means costs, losses, liabilities and expenses.
 - ii) **Officer** means a member of the Committee, and every Office Bearer, but does not include an Auditor or agent of the Foundation.
 - iii) A reference to **Officer** includes a reference to a former Officer.

29.2 Indemnity of Officers

Every Officer must be indemnified out of the assets of the Foundation against any Liability incurred by that Officer in the person's capacity as an Officer by reason of any act or thing done or omitted to be done by that person in that capacity or in any way in the discharge of that person's duties or by reason of or relating to the person's status as an Officer, but excluding any Liability from or against which the Foundation is not permitted by the Act to exempt or indemnify the Officer.

29.3 Indemnity for Proceedings

Every Officer must be indemnified out of the assets of the Foundation against any Liability incurred by that person in defending proceedings, whether civil or criminal, in respect of any act or thing done by the Officer in that person's capacity as such Officer but excluding any

Liability from or against which the Foundation is not permitted by the Act to exempt or indemnify the Officer.

29.4 Insurance

- (a) The Foundation may, to the extent permitted by the Act:
 - i) purchase and maintain insurance; or
 - ii) pay or agree to pay a premium for insurance,for any Officer against any Liability incurred by the person as an Officer where the Committee considers it appropriate to do so.

30. NOTICES

- (a) The Foundation may serve notice on any Member either personally, or by sending it through the ordinary prepaid post to the Member's Registered Address, or by leaving at the Registered Address in an envelope addressed to the Member or by sending it to the email or other electronic address (if any) nominated by the Member.
- (b) A notice sent by email or any other electronic means is taken to be served
 - i) in the case of email or other electronic messaging system, at the time the email containing the notice has left the sender's email system, unless the sender receives notification that the email containing the notice was not received by the recipient.
- (c) Any notice placed in a correctly addressed prepaid envelope and placed in the post is taken to be served:
 - i) in the case of a notice of a General Meeting, on the third day after the date of posting; and
 - ii) in any other case, at the time it would be delivered in the ordinary course of post.
- (d) If service under this clause is on a day that is not a Business Day or is after 5.00pm (addressee's time), the notice is regarded as having been received at 9.00am the next Business Day.

31. DISTRIBUTION OF PROPERTY ON WINDING-UP

- (a) On the winding-up or dissolution of the Foundation any surplus assets remaining after the satisfaction of all the Foundation's debts and liabilities must not be paid to or distributed among the Members but must be transferred to some other institution or institutions:
 - i) which has objects similar to the objects of the Foundation;
 - ii) which prohibits the distribution of its income and property among its members to an extent at least as great as is imposed on the Foundation under clause 6 of this Constitution; and
- (b) This institution or institutions must be determined by:
 - i) a resolution of the Members at or before the time of dissolution; or
 - ii) if no such resolution is passed, by a Judge of the Supreme Court of NSW or other court of competent jurisdiction.
- (c) The Foundation may also do anything which is ancillary or incidental to the above objects including and without limiting the generality thereof: subscribing to, becoming a member of and or co-operating or amalgamating with any other association or organisation (whether incorporated or not) the objects of which are similar to those of the Foundation. In this regard, the Foundation shall not subscribe to support with its funds or amalgamate with any association or organisation which does not prohibit the distribution of its income and property among its members to an extent at least as great as that imposed on the Foundation by this Constitution.

32. DISPUTE RESOLUTION

- (a) If a dispute or grievance arises within the Foundation the dispute or grievance will be submitted in writing to the President who will take the appropriate action to have the dispute or grievance resolved as soon as possible.
- (b) If a dispute or grievance arises within the Foundation which directly concerns alleged misconduct of the President, the dispute or grievance will be submitted in writing to a Committee Member, who will notify the other Committee Members. The Committee will take the appropriate action to have the dispute or grievance resolved as soon

as possible.

- (c) If a dispute arises between one or more members of the Committee or Members (the "Disputing Parties") then any Disputing Party may give written notice to the other Disputing Party or Parties specifying the nature of the dispute (a "Dispute Notice"), and the provisions of this clause shall apply.