



The Corporations Law

A Company Limited by Guarantee

CONSTITUTION

OF

NATIONAL COUNCIL OF WOMEN OF AUSTRALIA LTD

ABN 46 061 777 937

ACN 061 777 937

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CONSTITUTION

PART 1 - OBJECTS

1. **Objects**

The objects for which the Company is established are:

- a) To work for the empowerment of women and to promote equal status for women and men in law and in fact.
- b) To link the Constituent Councils of Women in Australia to:
 - c) develop national policies and responses on behalf of women on an Australia-wide basis.
 - d) act as a voice on issues and concerns of women at National and International levels.
 - e) maintain an affiliation with the International Council of Women and work for the implementation of its plans of action and policies.
 - f) work for peaceful settlement of disputes by diplomacy, mediation, conciliation and arbitration.

2. **Promotion of Objects**

The income and property of the Company must be applied solely towards the promotion of the objects of the Company set out in this Constitution. No part may be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to the members of the Company. However, nothing in this Constitution will prevent the payment:

- (a) in good faith of reasonable and proper remuneration and reimbursement to any officer or employee of the Company or to any member of the Company or other person in return for any service actually rendered to the Company;
- (b) for goods supplied in the ordinary and usual course of business;
- (c) of interest on money borrowed from any member of the Company; and
- (d) of reasonable and proper rent for premises leased to the Company by any member of the Company.

3. **Workplace Relations Act**

The Company will not support with its funds any activity or endeavour to impose on or procure to be observed by its members or others any articles or restrictions which if an object of the Company would make it a trade union within the meaning of the Workplace Relations Act 1996.

PART 2 - GENERAL

4. Liability of members

The liability of the members is limited.

5. Definitions

The following definitions apply in this Constitution unless the context requires otherwise:

AGM means an annual general meeting as defined by the Corporations Law.

Approved Fund means any fund operated by the Company and includes the "Overseas Development Assistance Fund" and any other funds established by the Board.

Board means the Board of Directors of the Company for the time being.

By-Laws means the By-Laws of the Company as made, amended or replaced from time to time by the Company.

Committee means any committee for the time being established by the Company.

Company means National Council of Women of Australia Limited.

Conference means the Company in general meeting which may be held as the Board sees fit from time to time.

Constituent National Council of Women or Constituent NCW

means the National Council of Women operating in a particular State or Territory as the case may be which is a member of the Company. There must be only one Constituent National Council of Women in each State or Territory.

Directors mean the Presidents of the Constituent NCsW and members of the Board elected by delegates voting at a Triennial Conference.

Executive Committee means the committee elected by the Company in Conference and comprising the President, up to two Vice-Presidents, Secretary, Assistant Secretary, Treasurer, International Coordinator/Coordinator of Convenors and Communications Officer vested with special authority to act.

Honorary Life Vice-President means a member of a Constituent NCW so appointed by the Triennial Conference in recognition of outstanding service to the NCWA Ltd.

ICW means the International Council of Women.

International Coordinator/Coordinator of Convenors means the Board member who represents National Coordinators and who liaises with ICW on their behalf. This person is elected to coordinate the work of the National Coordinators in the relevant NCWA Standing Committees.

Law means the Corporations Law and the Corporations Regulations.

Member means a Constituent NCW or a National Affiliate, unless the context *requires* otherwise.

Member present means, in connection with a meeting, the member present in person at the

venue or venues for the meeting or by proxy and, where the member is a body corporate, by representative.

National Affiliate means a National Organisation holding affiliate membership of the Company.

National Coordinator means a person elected to coordinate the work of the National Advisers in the relevant NCWA Standing Committee.

National Adviser means a person elected to provide information and expertise in a particular field.

National Organisation means an organisation incorporated in a State or Territory of Australia the membership of which comprises organisations at State or Territory level having names and objects similar to the national organisation and which are operating in at least four of the States or Territories.

NCWA means the Company.

President means the President of NCWA, duly elected.

Seal means the common seal of the Company.

Secretary means any person appointed to perform the duties of a secretary of the Company and includes an honorary secretary.

Triennial Conference means the Conference held in the final year of the Triennium conference after the election of the Board not including any Special conferences or Special Meetings.

Vice-President means a Vice-President of NCWA duly elected.

6. Interpretation

Headings are for convenience only and do not affect interpretation. The following rules of interpretation apply unless the context requires otherwise.

- (a) A gender includes all genders.
- (b) The singular includes the plural and conversely.
- (c) Where a word or phrase is defined, its other grammatical forms have a corresponding meaning.
- (d) A reference to a paragraph or sub-paragraph is to a paragraph or sub-paragraph, as the case may be, of the Article or paragraph, respectively, in which the reference appears.

7. Replaceable Rules

The replaceable rules contained in the Law do not apply to the Company unless otherwise stated.

8. Previous Constitution Superseded

This Constitution supersedes the Memorandum and Articles of Association of the Company which were taken to be the Company's constitution in force immediately before the adoption of this Constitution.

9. Transitional

Everything done under any previous constitution of the Company shall continue to have the same operation and effect after the adoption of this Constitution as if properly done under this Constitution. In particular:

- (a) every Director and Secretary in office immediately before adoption of this Constitution shall be taken to have been appointed and shall continue in office under this Constitution; and
- (b) any Seal adopted by the Company before the adoption of this Constitution shall be taken to be a Seal properly adopted under this Constitution.

10. Actions authorised under the Law and compliance with the Law

Where the Law authorises or permits a Company to do any matter or thing if so authorised by its constitution, the Company is and shall be taken by this Article to be authorised or permitted to do that matter or thing, despite any other provisions of this Constitution.

PART 3 – MEMBERSHIP

11. Eligibility and Application for Membership

- (a) Membership of the Company consists of two classes, namely:
 - (i) NCW membership which is limited to the Constituent NCsW;And
 - (ii) Affiliated membership which is open to National Organisations.
- (b) Every applicant for membership of the Company must be an NCW or National Affiliate that is proposed by one and seconded by another Constituent NCW. The application for membership must be in writing signed by the applicant, the proposer and the seconder, must be in the form prescribed by the Board from time to time and must be forwarded to the Secretary of the Company.
- (c) At the next meeting of the Board after the receipt of any application for membership that application must be considered by the Board which must then decide on the admission or rejection of the applicant. Applications for membership will only be accepted if the requirements for such membership, as determined by the Board from time to time, are satisfied. In no case is the Board required to give any reason for the rejection of an applicant.
- (d) Subject to this Constitution and to the Law, the Company in general meeting by special resolution may:
 - i) establish any new class of members and prescribe the qualifications, rights, restrictions and obligations of members in that class; and
 - ii) vary or abrogate the qualifications, rights, restrictions or obligations of members in any new or existing class.
- (e) When an applicant has been accepted for membership the Secretary must immediately send to the applicant written notice of that acceptance and a request for payment of the membership fee. Upon payment of the membership fee the applicant becomes a member of the Company, though if payment is not made within 90 days after the date of the notice the Board may in its discretion cancel its acceptance of the applicant for membership of the Company.

12. Autonomy of Members

Each member is autonomous. NCWA will not interfere with the internal affairs of any member.

13. Membership fee

- (a) The membership fee will be that which the Company prescribes at each Annual General Meeting.

- (b) The Board may raise a levy, if approved by two thirds of all Board members of their proxies, provided that members have had 8 weeks for consultation with their Constituent NCsW or organisations.
- (c) The membership fee for members may differ depending on whether the member is a Constituent NCW or a National Affiliate.
- (d) All membership fees become due and payable in advance on 1 July in every year.

14. Suspension of Membership

If the membership fee and other financial obligations of a member remain unpaid for a period of 90 days after it becomes due, the Board may, after notice of the default has been sent to the member by the Secretary or Honorary Treasurer, suspend the member by resolution of the Board from all privileges of membership. The Board, at its discretion, may reinstate the member on payment of all arrears.

15. Cessation of Membership

- (a) A member may at any time by giving notice in writing to the Company Secretary resign its membership of the Company but will continue to be liable for any membership fee and all arrears due and unpaid at the date of its resignation. It will also be liable for all other money due by it to the Company and for any sum for which it is liable under Clause 74(a) of this Constitution.
- (b) The Board may by resolution censure, suspend or expel any member of the Company that:
 - (i) wilfully refuses or neglects to comply with the provisions of the Constitution of the Company; or
 - (ii) is guilty of any conduct which in the opinion of the Board is unbecoming of a member or prejudicial to the interests of the Company.
- (c) At least 30 days before the meeting of the Board at which a resolution referred to in article 15(b) is passed, the member must have received notice of:
 - (i) the meeting itself;
 - (ii) the allegations against it; and
 - (ii) the intended resolution.
- (d) The member referred to in article 15(b) must, through its representative, have an opportunity of giving orally or in writing any explanation or defence that member thinks appropriate at a meeting before the passing of the resolution referred to in Article 15(b).
- (e) That member may elect to have the question dealt with by the Conference by notice in writing lodged with the Secretary. If at that Conference a special resolution is passed by a majority of three quarters of those present and voting by ballot the member concerned will be censured or suspended and, in the case of a resolution for its expulsion, the member will be expelled.

PART 4 – MEETINGS AND CONFERENCES

In this part unless the context otherwise requires “meeting” includes “conference”.

16. Notice of general meetings

- (a) Each notice convening a general meeting shall contain the information required by the Law.
- (b) The non-receipt of a notice convening a general meeting by, or the accidental omission to give notice to, any person entitled to receive notice does not invalidate the proceedings at or any resolution passed at the meeting.

17. Business of general meetings

Unless all members are present as Members Present and agree otherwise, no business shall be transacted at any general meeting except as set out in the notice of meeting.

18. Resolutions to be put to Conferences

- (a) Subject to the provisions of the Law relating to special resolutions and agreements for shorter notice, at least 4 months before a Conference the Secretary must send written notice to each member that resolutions to be put to the Company in Conference (including motions to amend the Constitution and/or the By-Laws made under them) must be received by the Secretary at least 8 weeks from the date of the written notice.
- (b) The Secretary must forward to each member a copy of each resolution submitted at least 8 weeks before the Conference.
- (c) Not more than 2 resolutions (apart from those dealing with the Constitution or the By-Laws) will be accepted from the Board and each Constituent NCW, and not more than one resolution will be accepted from each National Adviser, National Coordinator and National Affiliate.
- (d) Members may also suggest topics to be discussed at the Conference.

19. Quorum

- (a) No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business.
- (b) Except as otherwise provided in this Constitution, a majority of the NCW members of the Company eligible to vote constitute a quorum at a general meeting.

20. If quorum not present

- (a) A general meeting convened on the requisition of members will be dissolved if a quorum is not present within half an hour from the time appointed for the meeting.

- (b) A general meeting convened in any other way must, if a quorum is not present within half an hour from the time appointed for the meeting, be adjourned to any other day time and place as the Board determines.

21. Chair of Meetings

The President presides as chairman at every general meeting of the Company. If there is no President or if she is not present within 15 minutes after the time appointed for the holding of the meeting or if she is unwilling to act, a Vice-President may be the chairman. If a Vice-President is not present or is unwilling to act then the members present must elect one of their number to be chairman of the general meeting.

22. Adjournments

- (a) The chair may and shall if so directed by the meeting adjourn the meeting from time to time and from place to place.
- (b) No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (c) When a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.
- (d) Except as provided by paragraph (c), it is not necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

23. Voting at general meetings

- (a) Every question submitted to a general meeting is first to be decided by consensus. If any person listed in articles 26(a)(i), 26(a)(ii) or 26(a)(iii) challenges a decision, then the question must be decided by a show of hands, (or in the case of a teleconference by signalling verbally assent or dissent), unless before or on the declaration of the result of the show of hands a poll is demanded by:
 - (i) the chairman of the general meeting; or
 - (ii) not less than 5 persons present (or present by proxy) and entitled to vote at the general meeting; or
 - (iii) a number of persons present representing not less than 10% of the total voting rights of all the persons present and entitled to vote at the meeting; and the demand for the poll is not withdrawn.
- (b) Unless a poll is demanded and the demand is not withdrawn, a declaration by the Chairman of the general meeting that the motion has been carried or carried unanimously or without dissent or by a particular majority or lost, an entry to that effect in the minutes of the meeting is conclusive evidence of the circumstances and it is not necessary to prove the number or proportion of votes cast in favour of or against the motion.
- (c) Despite the Law, a poll for a resolution may be demanded by at least 5% of Members Present and entitled to vote on the resolution.
- (d) A poll may not be demanded on the election of a chair of a general meeting.
- (e) A question of adjournment is to be resolved by a vote.
- (f) Abstentions from voting by a show of hands or by a poll will be recorded, but not counted in the determining of a question.

24. Procedure for polls

- (a) If a poll is demanded and the demand is not withdrawn, it must be taken in a manner and at a time and place, as the chairman of the general meeting then or subsequently determines. The result of the poll becomes the resolution of the general meeting at which the poll was demanded.
- (b) A demand for a poll does not prevent the continuance of the general meeting for the transaction of any business other than the question on which the poll has been demanded.

25. Chair's casting vote

In the case of an equally divided vote whether on a show of hands or on a poll the chairman of the general meeting at which the show of hands takes place or at which the poll is demanded has a second or casting vote, and must exercise that vote to retain the status quo.

26. Representation and voting of members at Conferences

- (a) The voting body at all meetings and Conferences of the Company consists of:
 - (i) the members of the Executive Committee of the Board exercising 10 votes between them;
 - (ii) not more than 10 delegates from each Constituent NCW, each delegation exercising a total of 10 votes between them;
 - (iii) National Coordinators and National Advisors each exercising one vote; and
 - (iv) a duly appointed representative from each National Affiliate, each exercising one vote.
- (b) At Conferences of the Company
 - (i) any officer of the ICW or Coordinator or Adviser of an ICW Standing Committee,
 - (ii) NCWA Honorary Life Vice-Presidents, and
 - (iii) the Immediate Past President may attend but must not vote in that capacity.
- (c) Each Constituent NCW may invite observers to attend the Conference. These observers have no voting rights, but may speak with permission of the Conference.

27. Restriction on voting rights - unpaid amounts

No delegate of a Constituent Council may vote at any Conference unless all money due and payable by the Constituent Council to the Company has been paid.

28. Objections to qualification to vote

- (a) An objection to the qualification of a person to vote may be raised only at the meeting or adjourned meeting at which the vote objected to is tendered.
- (b) Any objection shall be referred to the chair of the meeting, whose decision shall be final.

- (c) A vote allowed after an objection shall be valid for all purposes.

29. Proxies

- (a) Any member, National Co-ordinator or National Adviser may appoint another person as proxy to attend and vote in its or her place at the Conference and a proxy has the same right as it or she has to speak at the meeting.
- (b) No person, except the President or her nominee, may hold more than 5 proxies.

30. Form of Proxy

- (a) An instrument appointing a proxy must be in writing signed by the appointor. If the appointor is a body corporate the instrument appointing the proxy must be signed under its common or official Seal.
- (b) A proxy may vote as the proxy thinks fit on any motion or resolution in respect of which no manner of voting is indicated.
- (c) An instrument appointing a proxy may be in the following form or in a form that the Directors may accept or stipulate.

NATIONAL COUNCIL OF WOMEN OF AUSTRALIA LIMITED

.....Inc. being a member

OR

I, of being a National Co-ordinator / National Advisor of the National Council of Women of Australia Limited appoint of..... or failing her..... of..... as my proxy to vote for it / me on its / my behalf at the Conference of the Company to be held on..... 20..... and at any adjournment.

My proxy is authorised to vote ** in favour of/ *against* the following resolutions:

SIGNED date:20.....

Note: If the appointor desires to vote for or against any resolution it / she may instruct her proxy accordingly. Unless otherwise instructed the proxy may vote as she thinks fit.

** Strike out whichever is not desired.*

31. Validity of proxies

- (a) A vote cast by a proxy is valid despite the previous revocation of that person's authority by the death or unsoundness of mind or otherwise of the principal unless a notice in writing of the revocation has been received at the Company's registered office or by the chairman of the Conference before the vote is cast.
- (b) No proxy of a member may vote at any Conference unless all money due and payable to the Company by the member that appointed the *proxy* has been paid.

32. Where proxy is incomplete

- (a) No instrument appointing a proxy is treated as invalid merely because it does not

contain:

- (i) the address of the appointor or of a proxy;
 - (ii) the proxy's name or the name of the office held by the proxy; or
 - (iii) in relation to any or all resolutions, an indication of the manner in which the proxy is to vote.
- (b) Where the instrument does not specify the name of a proxy, the instrument is taken to be given in favour of the chair of the meeting.

33. Lodgement of proxies

- (a) For an instrument appointing a proxy to be effective the following documents must be received by the Company not less than 48 hours (or any shorter period as the Directors may permit) before the commencement of the meeting or adjourned Meeting at which the proxy proposes to vote:
- (i) the instrument appointing the proxy or a certified copy of that instrument; and
 - (ii) any evidence that the Directors may require of the validity and non revocation of that appointment of proxy.
- (b) For the purposes of this article, the Company receives these documents when they are received at any of the following:
- (i) the Company's registered offices;
 - (ii) a fax number at the Company's registered office; or
 - (iii) a place, fax number or electronic address specified for the purpose in the notice of meeting.

34. Annual General Meeting

An Annual General Meeting of the Company must be held once in each financial year in accordance with the provisions of the Law. When the Annual General Meeting occurs during the year of a Triennial Conference, then the Annual General Meeting must take place during the Plenary of the Triennial Conference.

35. Extraordinary General Meeting

Extraordinary General Meetings will be convened on the requisition in writing of any 2 members or as provided by the Law.

36. Meetings by technology

- (a) For the purposes of these articles the contemporaneous linking together in oral communication by telephone or other electronic means ("telecommunication meeting"), of a quorum as defined in Clause 19(b) of this Constitution constitutes a general meeting. All the provisions in these articles relating to a general meeting apply to a telecommunication meeting if they are not inconsistent with the provisions of this article. The following provisions apply to a telecommunication general meeting:
- (i) all the members entitled to receive notice of a general meeting are:
 - entitled to notice of a telecommunication general meeting; and

- entitled to be linked by telephone for the purpose of the telecommunication general meeting;
 - (ii) notice of a telecommunication general meeting may be given by telephone or other relevant electronic means;
 - (iii) each person taking part in a telecommunication general meeting must be able to hear and be heard by each other person taking part at the commencement of the general meeting and each person so taking part is deemed to be present at the general meeting; and
 - (iv) at the commencement of a telecommunication general meeting each person taking part must announce her presence and presence of any observers to all other persons taking part in that general meeting.
- (b) A person is conclusively presumed be present at all times during a telecommunications general meeting unless she has previously obtained the express consent of the chairman to leave the general meeting.
- (c) A minute of the proceedings of a telecommunication general meeting is sufficient evidence of the proceedings and of the observance of all necessary formalities if the Minute is certified to be a correct minute by the general meeting chairman.

PART 5 – BOARD

37. Composition

- (a) The Board comprises the Executive Committee, the Presidents of the Constituent NCsW or their nominees and other officers as proposed by the President elect and elected by the Triennial Conference.
- (b) The Company may from time to time by ordinary resolution passed at a general meeting increase to a number not exceeding 20 or reduce the number of office bearers or other members of the Board.
- (c) A Newsletter Editor may be appointed by the Board and may attend Board meetings but must not vote.
- (d) The Board may appoint a non-voting liaison officer resident in Canberra.

38. Appointment and Removal

- (a) At every Triennial Conference the office bearers and other members of the Board must resign.
- (b) The incoming Board takes office immediately at the conclusion of the Triennial Conference.
- (c) The Company may by special resolution following notice in compliance with the Law remove any office bearer or other Board member before the expiration of her period of office and may by a special resolution appoint another person in that office bearer's place. The person so appointed holds office only until the next Triennial Conference.

39. Vacancy of Office

- (a) The Board may at any time appoint any person to that Board either to fill a casual vacancy or as an addition to the existing office bearers or other Board members;

however the total number of office bearers or other Board members must not at any time exceed the number fixed by these articles. Any officebearer or other Board member so appointed holds office only until the next Triennial Conference.

- (b) The office of a Board member becomes vacant if the Board member:
- (i) is an insolvent under administration;
 - (ii) is prohibited from being a director of a company because of an order made under the Law;
 - (iii) ceases to be a Board member by operation of the Law;
 - (iv) is of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
 - (v) resigns by notice in writing to the Company;
 - (vi) is absent without the consent of the Board from meetings of the Board for a period of more than three meetings;
 - (vii) holds any office of profit under the Company;
 - (viii) ceases to be a member of a Constituent NCW; or
 - (ix) is directly or indirectly interested in any contract or proposed contract with the Company and fails to declare the nature of her interest as required by the Law, (though nothing in this paragraph affects the operation of article 2 of this Constitution.)

PART 6 - POWER AND DUTIES OF THE BOARD

40. Power of the Board

- (a) The Board manages the business of the Company.
- (b) The Board must exercise its powers lawfully and under any provisions prescribed by the Company in general meeting.
- (c) Any rule, regulation or by-law of the Company made by the Board may be disallowed by the Company in general meeting.
- (d) No resolution of, or article made by, the Company in general meeting will invalidate any prior act of the Board which would have been valid if that resolution or article had not been passed or made.

41. Expenses of the Company

The Board may pay all expenses incurred in promoting and registering the Company and may exercise all powers of the Company unless the powers are required by the Law or by this Constitution to be exercised by the Company in general meeting.

42. Negotiable instruments

All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments and all receipts for money paid to the Company must be signed drawn accepted endorsed or otherwise executed by any two of the President, Vice-President, Secretary or Treasurer or in another manner as the Board from time to time determines.

43. Approved Funds

The Company must establish approved trust funds for specific purposes approved by the Board and separate accounts must be kept of all these funds.

44. Minutes of the Board

- (a) Board minutes must be made:
 - (i) of all appointments of officers and employees;
 - (ii) of names of Board members present at all general meetings of the Company and meetings of the Board; and
 - (iii) of all proceedings at all general meetings of the Company and meetings of the Board.
- (b) The minutes must be signed by the chairman of the general meeting or meeting at which the proceedings were held or by the chairman of the next succeeding general meeting or meeting.

PART 7 - PROCEEDINGS OF THE BOARD

45. Proceedings

The Board may meet together for the dispatch of business, adjourn and otherwise regulate its meetings as it thinks fit. A Board member may at any time summon a Board meeting and the Secretary must on the requisition of a Board member summon a Board meeting.

46. Meetings by technology

- (a) For the purposes of these articles the contemporaneous linking together in oral communication by telephone or other electronic means ("telecommunication meeting") of a quorum of Board members constitutes a meeting of Board members. All the provisions in these articles relating to a meeting of the Board members apply to a telecommunication meeting if they are not inconsistent with the provisions of this article. The following provisions apply to a telecommunication meeting:
 - (i) all the Board members entitled to receive notice of a Board meeting are:
 - entitled to notice of a telecommunication meeting; and
 - entitled to be linked by telephone for the purpose of the telecommunication meeting;
 - (ii) notice of a telecommunication meeting may be given on the telephone or other relevant electronic means:
 - (iii) each of the Board members taking part in a telecommunication meeting must be able to hear and be heard by each of the other Board members. Board members taking part are deemed for the purposes of these articles to be present at that meeting after a roll call taken by the Chairman at the beginning of the meeting; and
- (b) A Board member is conclusively presumed to have been present and to have formed part of a quorum at all times during a telecommunications meeting unless that Board

member has previously obtained the express consent of the chairman to leave the meeting.

- (c) A minute of the proceedings of a telecommunication meeting is sufficient evidence of the proceedings and of the observance of all necessary formalities if it is certified to be a correct minute by the chairman of that meeting, following a vote at the next meeting.

47. Voting

- (a) All Board members as defined in Clause 37 (a) and (b) may exercise a vote at meetings of the Board.
- (b) Subject to these articles, questions arising at any Board meeting will be decided by a majority of votes. A determination by a majority of the Board members is a determination of the Board. In case of an equally divided vote the chairman of the meeting has a second or casting vote and must exercise that vote to retain the status quo.

48. Quorum

- (a) At all meetings of the Board, a quorum is half plus one, of the members entitled to vote.
- (b) The continuing Board members may act despite any vacancy in the Board but, if and while their number is reduced below the number fixed under these articles as the necessary quorum of the Board the continuing member or members may act only for the purpose of increasing the number of Board members to that number or of summoning a Conference of the Company.

49. Chairman of Board meeting

The President presides as chairman at every Board meeting. If there is no President or if at any meeting she is not present within 15 minutes after the time appointed for holding the meeting one of the Vice-Presidents must be the chairman. If neither Vice-President is present at the meeting then the members may choose one of their number to be chairman of the meeting.

50. Delegation by Board

The Board may delegate any of its powers, functions or both (not being duties imposed on the Board as the directors of the Company by the Law or the general law), except its power to delegate, to one or more subcommittees consisting of those Board members as the Board decides. Any subcommittee so formed, subject to any requirements that may be imposed by the Board has the power to co-opt any representative of any member or members of the Company. All subcommittee members have one vote on decisions at sub-committee meetings.

51. Board Committees

- (a) The Board may appoint one or more Advisory Committees consisting of those Board members as the Board decides. Advisory Committees have, subject to any requirements that may be imposed by the Board, the power to co-opt any representative of any member or members of the Company. All Advisory Committee members have one vote on decisions at Advisory Committee meetings.
- (b) A subcommittee may meet and adjourn as it thinks proper. Questions arising at any meeting must be determined by a majority of votes of the members present. If the

vote is equally divided the chairman has a casting vote and must exercise that vote to retain the status quo.

- (c) All acts done by any meeting of the Board or of a subcommittee or by any person acting as a Board member remain valid even if it is afterwards discovered that there is some defect in the appointment of any Board member or subcommittee or person acting as a Board member or that the Board or subcommittee member was or members were disqualified.

52. Resolutions of Board

A resolution in writing signed by all the Board members entitled to receive notice of a Board meeting is as valid and effectual as if it had been passed at a properly convened Board meeting. Such a resolution may consist of several similar documents each signed by one or more Board members.

PART 8 - PRESIDENT

53. Election and term of office of the President

- (a) The President-Elect will be elected at least 12 months prior to her installation at the Triennial Conference.
- (b) Nominations for the President - elect must be called at least 18 months before a Triennial Conference. Each nomination must be:
 - (i) in writing;
 - (ii) signed by the president and secretary of the Constituent NCW of which the nominee is a member and by the nominee;
 - (iii) accompanied by the written consent of the executive committee of that Constituent NCW; and
 - (iv) forwarded to the Secretary at least 15 months before the conference.
- (c) The Secretary must give notice of all nominations for President - elect to all Constituent NCsW not less than 14 months before the Triennial Conference.
- (d)
 - (i) Election of the President- elect must be by secret ballot. For the purpose of counting votes a returning officer and a poll clerk will be appointed by the Executive Committee.
 - (ii) where there is only one nominee for the position of President-Elect, that nominee must attain a minimum of 51% of the voting strength to be elected.
- (e) The President of the Company holds office from the conclusion of the Triennial Conference at which she is installed to the conclusion of the next Triennial Conference and is not eligible for re-election.
- (f) The Immediate Past President holds that office for one year from the installation of the President and may, for this period, attend Board meetings but may not vote.

54. Restrictions on voting by the President-elect

The President-elect may attend Board meetings but may not vote in that capacity.

PART 9 - EXECUTIVE COMMITTEE

55. Election of the Executive Committee

- (a) The President-elect must submit to the members three months prior to the Triennial Conference her nominations for the Executive Committee for election at the Conference. Such nominations must bear the endorsement of the Constituent NCW of which she is a member. The nominations must not be unreasonably refused.
- (b) The Executive Committee of the Board will be elected at the Triennial Conference.

56. Meetings of the Executive Committee

At all meetings of the Executive Committee, a quorum is half plus one, of the members entitled to vote.

PART 10 - NATIONAL COORDINATORS AND ADVISERS

57. Election of National Coordinators and Advisers

- (a) National Coordinators and National Advisers are elected at the Triennial Conference for a three year term. A National Coordinator or National Adviser must at all times be a member of a Constituent NCW. A National Coordinator or National Adviser may not be elected from the same Constituent NCW for more than 2 successive triennial periods.
- (b) If a position for a National Coordinator or National Adviser becomes vacant, the Board may fill the vacancy until the next Triennial Conference.
- (c)
 - (i) Election of National Coordinators and National Advisers must be by secret ballot.
For the purpose of counting votes a returning officer and a poll clerk will be appointed by the Chairman.
 - (iii) Where there is only one nominee for a particular position of National Coordinator or National Advisor, that nominee must attain a minimum of 51% the voting strength to be elected.

PART 11 - HONORARY LIFE VICE-PRESIDENTS

58. Appointment of Honorary Life Vice-Presidents

The Conference, on the recommendation of the Board, with the consent of the relevant Constituent NCW, may appoint as Honorary Life Vice-President any member of a Constituent NCW who has rendered outstanding service to the National Council of Women of Australia Limited, but there may not be more than ten Honorary Life Vice-Presidents at any one time.

59. Restrictions on voting by Honorary Life Vice-Presidents

Honorary Life Vice-Presidents may not vote at any Conference or meeting in that capacity.

PART 12 - SECRETARY, TREASURER AND OTHER OFFICERS

60. Secretary

The Secretary must maintain all records, registers and other information required by the *Corporations Law*. The register of members maintained by the Secretary must include the following information: the name and address of each member; the class of membership and the date on which each member becomes and ceases to be a member. The Secretary must also keep Minutes of all Board meetings.

61. Treasurer

The duties of the Treasurer are to:

- (a) collect all money and fees due to the Company and make all payments authorised by the Board members or by the Company in General Meeting;
- (b) keep proper books and accounts including full details of all receipts and expenditure of the Company and Approved Funds;
- (c) provide all reasonable assistance to the auditor in the performance of the auditor's

duties;

- (d) perform other duties related to the financial affairs of the Company as appropriate;
- (e) present financial reports to each Board meeting; and
- (f) present a duly audited statement of Company financial accounts at every Annual General Meeting and as required by the Law.

62. Other officers

- (a) The Directors may from time to time:
 - (i) create any other position or positions in the Company with the powers and responsibilities as the Directors may from time to time confer; and
 - (ii) appoint any person, whether or not a Director, to any position or positions created under sub-paragraph (a)(i).
- (b) The Directors at any time may terminate the appointment of a person holding a position created under paragraph (a)(i) and may abolish the position.

PART 13 - ICW DELEGATES

63. Nomination to the Company Delegation

- (a) One member of a Constituent NCW may be nominated from each State or Territory of Australia for inclusion in the Company delegation of ten to the ICW meetings. Each Constituent NCW may also forward to the Board names of other suitable candidates from whom the Board will choose to complete the delegation.
- (b) Each nominee:
 - (i) must be endorsed by the Board;
 - (ii) must consent to nomination; and
 - (iii) must be a financial and active member of a Constituent NCW for at least 2 years immediately prior to nomination or for 12 months in the case of a member of a Committee.
- (c) The delegation will be led by the President or in her absence the Vice-President, or if neither is available by a member elected by the Board from the full list of members of the delegation. The election will be by majority vote and the President will have the casting vote if the votes are equal.
- (d) Alternate delegates may be appointed by the Board to accompany the delegation.
- (e) The Board will forward to ICW the names of all delegates, alternate delegates, and of all other participants who are members of Constituent NCsW who are eligible under the ICW constitution to attend its meetings.

64. Nomination for ICW Positions

- (a) On receipt of nomination requests from ICW, the Company will, as soon as practicable, circulate such nomination requests to all Constituent NCsW and Board members, National Co-ordinators and National Advisers.
- (b) Any member of a Constituent NCW must meet both ICW and NCWA criteria to be eligible for nomination to the ICW position.

- (c) Eligible nominees must complete such nomination form as is required by ICW and NCWA from time to time. The completed form must be accompanied by:
 - (i) written approval of the nomination from the Constituent NCW of which the nominee is a financial member which is co-signed by both the President and Secretary of the Constituent NCW;
 - (ii) an extract of the minutes of the executive committee meeting of the Constituent NCW evidencing its recommendation for approval of the nomination;
 - (iii) an extract of the minutes of the general meeting of the constituent NCW evidencing its approval of the nomination.
- (d) Only one nomination for each ICW position may be put forward from each Constituent NCW to the Company.
- (e) Where two or more nominees from the same Constituent NCW seek to be put forward for the same position on the ICW Board, that Constituent NCW will conduct a secret ballot of its own members (including regional councils, if any) to determine which nomination should proceed to the Company.
- (f) Only one nomination for each position may be put forward to the ICW from the Company.
- (g) Where two or more nominees from two or more Constituent NCsW are put forward for the same position within ICW, the Company will conduct a secret ballot to ensure that only one nominee from Australia proceeds to ICW.

65. ICW delegates and financial assistance

No nominee standing for or elected to a position within ICW is entitled to financial assistance from the Company or any Constituent NCW.

PART 14 - SEALS AND EXECUTING DOCUMENTS

66. Seals and their use

- (a) The Company may have a common seal. If the Company has a common seal it may also have a duplicate common seal.
- (b) A Seal may be used only by the authority of the Directors, or of a committee of the Directors authorised by the Directors to authorise the use of the Seal. Every document to which the Seal is affixed shall be signed by:
 - (i) 2 Directors;
 - (ii) A Director and a Secretary (or another person appointed by the Directors to countersign that document or a class of documents in which that document is included).
- (c) This Article does not limit the ways in which the Company may execute a document.

PART 15 - INSPECTION OF RECORDS

67. Inspection by members

- (a) The Directors may authorise a member to inspect books of the Company to the extent, at the time and places and under the conditions, the Directors consider appropriate.
- (b) A member (other than a Director) does not have the right to inspect any document of the Company except as provided by law or as authorised by the Directors.
- (c) The Board may from time to time determine at what times and places and under what conditions the accounting and other records of the Company will be open for the inspection of members.

PART 16 - ACCOUNTS AND AUDIT

68. Keeping records

- (a) Accurate accounts must be kept of the sums of money received and expended by the Company and of the matters incurring the receipt and expenditure and of the property, credits and liabilities of the Company.
- (b) Proper accounting and other records must be kept by the Board and copies of every profit and loss account and balance sheet (including every document required by law to be attached) accompanied by a copy of the auditor's report as required by the Law must be distributed. A balance sheet and profit and loss account made up to a date not more than 6 months before the date of the meeting must be laid before each Annual General Meeting.

69. Audit

- (a) A properly qualified auditor or auditors must be appointed and their duties must be regulated in accordance with the Law.
- (b) Once at least in every year the accounts of the Company must be examined by the auditor or auditors who must report to the members as required by the *Corporations Law*.

PART 17 - NOTICES

70. Notices generally

- (a) Any member who has not left at or sent to the registered office, a place of address or an electronic mail address (for registration in the register) at or to which all notices and documents of the Company may be served or sent is not entitled to receive any notice.
- (b) A notice may be given by the Company to any member by:
 - (i) serving it on the member personally;
 - (ii) sending it by post to the member or leaving it at the member's address as shown in the register or the address supplied by the member to the Company for the giving of notices;
 - (iii) fax to the fax number supplied by the member to the Company for the giving of notices; or

- (iv) transmitting it electronically to the electronic mail address given by the member to the Company for giving notices.
- (c) Notice to a member whose address for notices is outside Australia shall be sent by airmail, fax or electronic mail.
- (d) Where a notice is sent by post, service of the notice shall be taken to be effected by properly addressing, prepaying and posting a letter containing the notice and to have been effected:
 - (i) in the case of a notice of a meeting, on the day after the date of its posting; and
 - (ii) in any other case, at the time at which the letter would be delivered in the Ordinary course of post.
- (e) Where a notice is sent by fax or electronic transmission, service of the notice is taken to be effected by properly addressing and sending or transmitting the notice and to have been effected on the day it is sent.

71. Notices of general meeting and conference

- (a) Notice of every general meeting must be given in any authorised manner to:
 - (i) every person entitled to attend the general meeting except those persons who have not supplied an address for the giving of notices to them to the relevant Constituent NCW or National Affiliate; and
 - (ii) the auditor or auditors for the time being of the Company.
- (b) No other person is entitled to receive notices of general meeting.
- (c) Every Constituent NCW and National Affiliate must forward to the Company the addresses of its members who are entitled to attend the general meeting where the addresses are known to that Constituent NCW or National Affiliate.

PART 18 – AMENDMENT

72. Amendment of Constitution and By-Laws

The Constitution and the By-Laws or a provision of the Constitution or a provision of the By-Laws may be modified or repealed by special resolution of the Company in accordance with the Corporations Law. A Special Resolution means a resolution of which notice has been given in accordance with the Corporations Law and that has been passed by at least 75% of the votes cast by members entitled to vote on the resolution or such other percentage that is prescribed by the Law.

PART 19 - WINDING UP

73. Winding Up

- (a) Every member of the Company (irrespective of the class of membership to which that member has been admitted) undertakes to contribute to the property of the Company if it is wound up while that member is a member or within one year of ceasing to be a member, for payment of the costs, charges and expenses of winding up the Company

and for the adjustment of the rights of the contributors amongst themselves any amount as may be required not exceeding \$10.00 (ten dollars).

- (b) If on the winding up or dissolution of the Company and after satisfaction of all its debts and liabilities, there remains any property whatsoever, that property must not be paid to or distributed among the members of the Company but must be given or transferred to any one or more institutions having objects similar to the objects of the Company, the Rules of which prohibit the distribution of income and property amongst members to an extent at least as great as is imposed on the Company under paragraph (a) of this article. That institution or those institutions will be determined by members of the Company at or before the time of dissolution or, if no determination is made, by a judge of the Supreme Court who has jurisdiction concerning charitable funds.

PART 20 – INDEMNITY

74. Indemnity

Every Board member and other officer for the time being of the Company is indemnified out of the assets of the Company against any liability arising out of the execution of the duties of office which is incurred in defending any proceedings whether civil or criminal in which judgment is given in that member's favour or in which that member is acquitted or in connection with any application under the Law in which relief is granted by the court in respect of any negligence, default, breach of duty or breach of trust.



The Corporations Law

A Company Limited by Guarantee

BY-LAWS

OF

NATIONAL COUNCIL OF WOMEN OF AUSTRALIA LTD

ABN 46 061 777 937

ACN 061 777 937

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1. MISSION STATEMENT

NCWA is a national non-government, not-for-profit, umbrella organisation with broadly humanitarian and educational objectives, seeking to raise the awareness of women as to their rights and responsibilities as citizens and encouraging their participation in all aspects of community life.

2. DEFINITIONS

As set out in the Constitution and as follows:

"The Company"	means the company incorporated under the name of The National Council of Women of Australia.
"NCW"	means Constituent National Council of Women.
"ICW"	means the International Council of Women.
"The Conference"	means the Company in Conference.
"The Board"	means the Board of Officers of the Company
"The Commonwealth"	means the Commonwealth of Australia.
"State"	includes Territory.

3. POLICY

The Company shall be non-party political and non sectarian. It shall not be organised in the interest of any one propaganda.

Constituent NCsW are not liable to interference by the Council beyond compliance with the terms of the Constitution and By-Laws.

4. ROLE

The Company shall be the body in Australia affiliated with ICW and the coordinating body for NCsW in Australia. As such it will be responsible for carrying out such functions in the International and Commonwealth spheres as shall be consistent with its objects.

5. MEETINGS

- (a) The Executive Committee of the Board shall be responsible for the organisation of all meetings and conferences of the Company and may enlist the help of the NCW of the State or Territory in which the meeting or conference is to be held.
- (b) The Executive Committee of the Board shall meet at least six times

per annum.

- (c) The Board shall meet as required, but a minimum of six times per annum.

6. ADMINISTRATION

- (a) The Board shall conduct the Company's business between Conferences acting in consultation as far as possible with members of the Company.
- (b) Matters concerning Australia as a whole, unless of extreme urgency, shall be submitted to all NCsW and a majority vote be obtained before the Commonwealth Government is approached, unless the matter has already been discussed at a Conference or Board Meeting and passed as a policy resolution.
- (c) The Board can approach directly the Commonwealth Government on a matter which is the subject of a policy resolution which has been passed in the previous six years at either a Conference or a Board Meeting.
- (d) When NCsW are consulted and no reply is received within two calendar months of communication, it will be taken that the Constituent Council consents to the matter.
- (e) In matters of urgency where the Board has power to act, without consultation with NCsW, such action shall be reported to each NCW as soon as possible.
- (f) New telecommunication technology will be used by the Board to organise Annual Meetings, Conferences, Special Meetings and to expedite consultation.

7. BOARD

General duties of the Executive Committee of the Board will be as follows:

7.1 The Executive Committee of the Board shall forward to each NCW:

- (a) The Program and Agenda for each Conference and written Notice and Agenda for each Annual General Meeting not less than 28 days before the opening date.
- (b) A report of the Conference which is prepared by the outgoing Board within two months of such Meeting.
- (c) A list of resolutions passed within 14 days of the Conference.
- (d) Minutes of each Board Meeting within 14 days of the Meeting.
- (e) Six Board Publications per annum.

7.2 The Outgoing Board shall forward to the new Board all relevant papers, documents, etc within one month of the conclusion of the Triennial Conference.

7.3 The Outgoing Board shall prepare the Triennial Conference Report. These reports shall contain the following:

- Reports of the President, Honorary Secretary, Honorary Treasurer and Board Coordinator.
- Reports of Constituent NCsW.
- Reports from National Coordinators and National Advisers.
- Reports from the representatives from other Bodies.
- Reports from ICW.
- List of participants.
- Resolutions adopted and topics discussed.
- List of Board Members, National Coordinators, National Advisers and other Representatives elected for the next Triennial period.
- Any other relevant matters.

The Outgoing Board shall be responsible for the publication and initial distribution of the Report of the Triennial Conference.

7.4 Each Board Member shall be given notice of each Board Meeting.

8. URGENT REPRESENTATION

When an NCW requires urgent representation by the Company to the Australian Government or other body:

- (a) the NCW shall send the letter to the Company;
- (b) the Company shall immediately forward it with a covering letter stating that it is doing so at the request of the NCW;
- (c) where the representation is clearly in conformity with explicit Company policy, the Company may state that such is the case;
- (d) in cases of extreme urgency, such representation may be verbal but must be confirmed at once in writing;
- (f) where in the opinion of the Board the representation is not in conformity with explicit Company policy, such representation shall be remitted (by telephone if necessary) to the originating NCW with an explanation of its non-conformity. The originating NCW has the option of amending the proposed representation to ensure conformity with National Company Policy.
- (g) Where no expressed policy exists which covers the representation, the Board shall consider the matter on its merits and decide whether to accept, modify or reject the representation for forwarding to the Government or other body intended to receive it and shall notify its decision without delay to the submitting Constituent Council. In the case of the representation being rejected the Board when so notifying shall set out the reasons for its rejection.

9. NOMINATIONS AND APPOINTMENTS

I. Triennial Conference

- (a) At least 4 months before a Triennial Conference the Secretary must send (together with the call for resolutions pursuant to Clause 18 (a) of the Constitution) written no-

tice to each NCW Constituent Council and National Affiliate calling for nominations for the positions of:

- (i) National Coordinator for each of the ICW Standing Committees,
 - (ii) National Adviser for each category under each of the Standing Committees
 - (iii) Representatives to external organisations
- (b) Nominations shall be made in writing signed by 2 members of the Board of Directors of the nominating NCW Constituent Council or National Affiliate and accompanied by the written consent of the candidate and a statement of her qualifications and must be received by the Secretary at least 8 weeks from the date of the written notice.
- (c) The Secretary must forward to each NCW Constituent Council and National Affiliate a list of the nominations received and copies of the statements of qualifications at least 8 weeks before the Conference.
- (c) For the purposes of the ballot the Executive Committee, each NCW Constituent Council and each National Affiliate shall have the number of votes allotted to it under Clause 26(a) of the Constitution.
- (e) The nominee receiving the highest number of votes on the preferential system, as used by the Australian Government under the Electoral Act, shall be chosen and shall hold office until the next following Triennial Conference.
- (f) Where there is only one nominee for a position, that nominee must attain a minimum of 51% of the voting strength to be elected.

II. Casual Vacancies

- (a) The Board may at any time call for nominations by a specified date from the NCsW and National Affiliates to fill a casual vacancy in any of the positions referred to in paragraph I.(a) above.
- (b) Nominations shall comply with the provisions of paragraph I.(b) of this Article.
- (c) Within 14 days of the date specified in (a) above the Board shall forward to each NCW Constituent Council and National Affiliate a ballot paper with the nominees' names listed in alphabetical order, a copy of the statements of qualification and the closing date for the ballot.
- (d) For the purposes of the ballot the Executive Committee, each NCW Constituent Council and each National Affiliate shall have the number of votes allotted to it under Clause 26 (a) of the Constitution.
- (e) (i) The nominee receiving the highest number of votes on the Preferential system, as used by the Australian Government under the Electoral Act, shall be chosen and shall hold office until the next following Triennial Conference.
- (ii) Where there is only one nominee for a position, that nominee must attain a minimum of 51% of the voting strength to be elected.
- (h) In cases of extreme urgency the Board may at its discretion appoint a representative in an acting capacity to hold office until the next following Triennial Conference.

III. Criteria for Nomination

Nominees to such positions must:

- (a) have the ability and intent to present a balanced viewpoint consistent with the views of the members;

- (b) have the ability and intent to consult widely in consideration and preparation of all papers, documents etc. on behalf of the NCWA; and
- (c) be prepared to include material not of their own convictions if that is the considered view of NCWA.

10. OVERSEAS AID FUND

- (a) **Name:** The Company shall hereby establish and maintain a separate fund entitled the "NCWA Overseas Development Assistance Fund".
- (b) **Object:** The sole object of the Fund shall be to provide financial assistance to persons in countries certified by the Minister for Foreign Affairs to be "Developing Countries".
- (c) **Administration:**
 - (i) The Fund shall be administered by the Board of the Company.
 - (ii) The Treasurer shall keep separate and proper books of the account and shall present to each Annual General Meeting a statement of receipts and expenditure and a duly audited balance sheet.
 - (iii) All contributions to the Funds shall be receipted in the name of "NCWA - Overseas Development Assistance Fund".
- (d) Should there remain a balance of contribution upon dissolution of the Fund the same shall be transferred to a designated fund which qualifies under the "Overseas Gift" Section 78 (i) (a) (i xii) of the Income Tax Act 1936.

11. ANNUAL DUES

The Honorary Treasurer of each NCW Constituent Council shall forward to the NCWA Treasurer not later than the 31st March each year:

- (i) the Affiliation Fee to the Company as determined at each Annual General Meeting; and
- (ii) its proportion of the amount payable annually to ICW (such amount to be allocated and reviewed from time to time by the Board); and
- (iii) as may be required to facilitate the efficient working of the Company, levies raised in accordance with Clause 13 (b) of the Constitution; and
- (v) the cost of at least one visit by the President to each NCW Constituent Council during her term of Office must be financed.

The President, Treasurer and Secretary may be granted an amount to be determined annually by the Board for expenses.

Financial Year shall be from 1st July to 30th June.

12. STANDING COMMITTEES

NCWA Standing Committees follow the titles and terms of reference of ICW Standing Committees. Where a particular local issue needs special attention, an Ad Hoc Committee or Committees may be formed, at State or National level.