



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**

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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:
  - (i) develop national policies and responses on behalf of women on an Australia wide basis.
  - (ii) act as a voice on issues and concerns of women at National and International levels.
  - (iii) maintain an affiliation with the International Council of Women and work for the implementation of its plans of action and policies.
  - (iv) work for peaceful settlement of disputes by diplomacy, mediation, conciliation and arbitration.

### **2. Promotion of Objects**

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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 (which furthers the Company's objects) and made in good faith and at fair and reasonable rates or rates more favourable to the Company for:

- (a) 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; or
- (b) goods supplied; or
- (c) interest on money borrowed from any member of the Company; or
- (d) reasonable and proper rent for premises leased to the Company by any member of the Company.

### **3. Workplace Relations Act**

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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 Clauses 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

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The liability of the members is limited to the amount in clause 77(a).

### 5. Definitions

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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 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 the annual general meeting held during the Triennial Assembly.

**Executive Committee** means the committee comprised of the President, up to two Vice-Presidents, Secretary, Assistant Secretary, Treasurer and International Coordinator/Coordinator of Convenors and Communications Officer.

**Honorary Life Vice-President** means a member of a Constituent NCW so appointed at the Triennial Assembly in recognition of outstanding service to the NCWA.

**ICW-CIF** means the International Council of Women – Conseil International des Femmes (ICW-CIF).

**International Coordinator/Coordinator of Convenors** means the Board member who represents National Coordinators and who liaises with ICW-CIF 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.

**Member present** means, in connection with a meeting, the member present in person at the venue or venues, by virtual attendance or in hybrid format for the meeting or by proxy in accordance with the constitution and applicable laws (such as the Corporations Act 2001 (Cth)) 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.

**Resolution(s)** means a formal decision made by the board of directors of a company. This occurs when a motion is put forward at a board meeting and passed by a majority (or unanimous) vote of the directors present, as required by the company's constitution or the Corporations Act 2001 (Cth).

**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.

**Special Resolution** as referred to in this Constitution and By-Laws 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.

**Triennial Assembly** means a general meeting of the Company held in the final year of the Triennium including the election of the Board not including any Special conferences or Special Meetings.

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

**Virtual meeting platform** means any technology that allows members to participate in a meeting, including by asking questions orally and in writing, without being physically present at the meeting.

## 6. Interpretation

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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 Clause or paragraph, respectively, in which the reference appears.

## **7. Replaceable Rules**

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

## **8. Previous Constitution Superseded**

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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**

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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**

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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 Clause 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**

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- (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**

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

## **13. Membership fee**

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- (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 or 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**

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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

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- (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 77(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 Clause 15(b) is passed, the member must have received notice of:
  - (i) the meeting itself;
  - (ii) the allegations against it; and
  - (iii) the intended resolution.
- (d) The member referred to in Clause 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 Clause 15(b).
- (e) That member may elect to have the question dealt with by the Company in general meeting by notice in writing lodged with the Secretary. If at that general meeting 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.

## 16. Dispute resolution

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- 16.1 The dispute resolution procedure in this clause applies to disputes (disagreements) under this constitution between a member or director and:
- (a) one or more members
  - (b) one or more directors, or
  - (c) the **Company**.

- 16.2 A member must not start a dispute resolution procedure in relation to a matter which is the subject of a disciplinary procedure under clause 17 until the disciplinary procedure is completed.
- 16.3 Those involved in the dispute must try to resolve it between themselves within 14 days of knowing about it, or within a timeframe agreed by those involved.
- 16.4 If those involved in the dispute do not resolve it under clause 16.3, they must within 10 days (or within a timeframe agreed by those involved):
- (a) tell the directors about the dispute in writing
  - (b) agree or request that a mediator be appointed, and
  - (c) attempt in good faith to settle the dispute by mediation.
- 16.5 The mediator must:
- (a) be chosen by agreement of those involved, or
  - (b) where those involved do not agree:
    - (i) for disputes between members, a person chosen by the directors, or
    - (ii) for other disputes, a person chosen by the president of the law institute or society in the state or territory in which the **company** has its registered office.
- 16.6 A mediator chosen by the directors under clause 16.5(b)(i):
- (a) may be a member or former member of the **company**
  - (b) must not have a personal interest in the dispute, and
  - (c) must not be biased towards or against anyone involved in the dispute.
- 16.7 When conducting the mediation, the mediator must:
- (a) allow those involved a reasonable chance to be heard
  - (b) allow those involved a reasonable chance to review any written statements
  - (c) ensure that the mediation is conducted in a manner free from bias, and
  - (d) not make a decision on the dispute.

## **17. Disciplining members**

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- 17.1 In accordance with this clause, the directors may resolve to give notice in writing to warn, suspend, or expel a member from the **company** if the directors consider that:
- (a) the member has breached this constitution, or
  - (b) the member's behaviour is causing, has caused, or is likely to cause harm to the **Company**.

- 17.2 At least 14 days before the directors' meeting at which a resolution under clause 17.1 will be considered, the secretary must notify the member in writing:
- (a) that the directors are considering a resolution to warn, suspend or expel the member
  - (b) that this resolution will be considered at a directors' meeting and the date of that meeting
  - (c) what the member is said to have done or not done
  - (d) the nature of the resolution that has been proposed, and
  - (e) that the member may provide an explanation to the directors, and details of how to do so.
- 17.3 Before the directors pass any resolution under clause 17.1, the member must be given a chance to respond to the notice under clause 17.2 by:
- (a) sending the directors a written explanation before that directors' meeting, and/or
  - (b) by speaking at the directors' meeting.
- 17.4 After considering any explanation under clause 17.3, the directors may:
- (a) take no further action
  - (b) warn the member
  - (c) suspend the member's rights as a member for a period of no more than 12 months
  - (d) expel the member
  - (e) refer the decision to an unbiased, independent person on conditions that the directors consider appropriate (however, the person can only make a decision that the directors could have made under this clause), or
  - (f) require the matter to be determined at an Extraordinary General Meeting.
- 17.5 The directors cannot fine a member.
- 17.6 The secretary must give written notice to the member of the decision under clause 17.4 within seven (7) business days.
- 17.7 Disciplinary procedures must be completed within thirty (30) business days.
- 17.8 There will be no liability for any loss or injury suffered by the member as a result of any decision made in good faith under this clause.

## **PART 4 – MEETINGS AND CONFERENCES**

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

## **18. Notice of general meetings**

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- (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.
- (c) The notice of a general meeting must include:
  - (i) the place, date and time for the meeting (and if the meeting is to be held in two or more places or virtually, the virtual meeting platform that will be used to facilitate this);
  - (ii) a statement regarding the member's right to request documents be sent in electronic or physical form;
  - (iii) the general nature of the meeting's business;
  - (iv) if applicable, that a special resolution is to be proposed and the words of the proposed special resolution, and
  - (v) a statement that members have the right to appoint proxies.

## **19. Business of general meetings**

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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.

## **20. Resolutions without meetings**

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- (a) Subject to clause 20(c), the directors may put a resolution to the members to pass a resolution without a general meeting being held.
- (b) The directors must notify the auditor (if any) as soon as possible that a resolution has or will be put to members, and set out the wording of the resolution.
- (c) The Company cannot pass resolutions for the below without holding a meeting:
  - (i) for a resolution to remove an auditor or remove a director
  - (ii) for passing a special resolution, or
  - (iii) where the Corporations Act or this constitution requires a meeting to be held.
- (d) A resolution is passed if the majority of members entitled to vote on the resolution sign or agree to the resolution, in the manner set out in clause 20 (e) or clause 20(f).

- (e) Members may sign:
  - (i) a single document setting out the resolution and containing a statement that they agree to the resolution, or
  - (ii) separate copies of that document, as long as the wording is the same in each copy.
- (f) The Company may send a resolution by email to members and members may agree by sending a reply email to that effect, including the text of the resolution in their reply.

## **21. Resolutions Of the Company to be Put to General Meetings**

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- (a) The Secretary must give at least 8 weeks' notice of the Annual General Meeting.
- (b) 28 Days before the Annual General Meeting, the Secretary will send details of the resolutions to be put to members of the company.

## **22. Quorum**

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- (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.

## **23. If quorum not present**

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- (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.

## **24. Chair of Meetings**

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The President presides as chair 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 chair. If a Vice President is not present or is unwilling to act then the members present must elect one of their number to be chair of the general meeting.

## **25. Adjournments**

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- (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.

## **26. Voting at general meetings**

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- (a) Every question submitted to a general meeting is first to be decided by consensus. If any person listed in Clauses 29(a)(i), 29(a)(ii) or 29(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 chair 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 Chair 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.

## **27. Procedure for polls**

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- (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 chair of the general meeting then or subsequently determines. The result of the poll becomes the determination 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.

## **28. Chair's casting vote**

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In the case of an equally divided vote whether on a show of hands or on a poll the chair 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.

## **29. Representation and voting of members at General Meetings of the Company**

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- (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 Advisers each exercising one vote; and
  - (iv) a duly appointed representative from each National Affiliate, each exercising one vote.
- (b) At General Meetings of the Company
  - (i) any officer of the ICW-CIF or Coordinator or Adviser of an ICW-CIF 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 general meeting of the company. These observers have no voting rights, but may speak with permission of the Company in general meeting.

## **30. Restriction on voting rights - unpaid amounts**

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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.

## **31. Objections to qualification to vote**

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- (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.

## **32. Proxies**

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- (a) Board Members, National Co-ordinators or National Advisers and Affiliate Members may appoint a proxy to attend and vote in its or her place at the General Meetings of the Company.
- (b) No person, except the National Council of Women Australia President or her nominee, may hold more than 5 proxies.

## **33. Proxy**

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- (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 a form that the Directors may accept or stipulate.

## **34. Validity of proxies**

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- (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 chair of the general meeting of the company before the vote is cast.
- (b) No proxy of a member may vote at any general meeting of the company unless all money due and payable to the Company by the member that appointed the *proxy* has been paid.

## **35. Where proxy is incomplete**

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- (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.

### **36. Lodgement of proxies**

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- (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 Clause, the Company receives these documents when they are received at any of the following:
- (i) the Company's registered offices;
  - (ii) a place, or electronic address specified for the purpose in the notice of meeting.

### **37. Annual General Meeting**

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An Annual General Meeting of the Company must be held once in each financial year in accordance with the provisions of the Law.

### **38. Extraordinary General Meeting**

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

### **39. Meetings by technology**

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- (a) For the purposes of these Clauses use of contemporaneous linking together in oral communication by telephone or other electronic means ("telecommunication meeting") or by virtual meeting platform, of a quorum as defined in Clause 22(b) of this Constitution constitutes a general meeting. All the provisions in these Clauses relating to a general meeting apply to a telecommunication meeting if they are not inconsistent with the provisions of this Clause. 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 to be present at all times during a telecommunications general meeting unless she has previously obtained the express consent of the chair 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 chair.

## **PART 5 – BOARD**

### **40. Composition**

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- (a) The Board comprises the Executive Committee, the Presidents of the Constituent NCsW (or their nominees) and other elected officers.
- (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.

### **41. Appointment and Removal**

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- (a) At every Triennial Annual General Meeting the office bearers and other members of the Board must resign.
- (b) The incoming Board takes office immediately at the conclusion of the Triennial Annual General Meeting.
- (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 Annual General Meeting.

### **42. Vacancy of Office**

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- (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 Clauses. Any office bearer or other Board member so appointed holds office only until the next Triennial Annual General Meeting.

- (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 Clause 2 of this Constitution.)

## **PART 6 - POWER AND DUTIES OF THE BOARD**

### **43. Power of the Board**

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- (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 Clause made by, the Company in general meeting will invalidate any prior act of the Board which would have been valid if that resolution or Clause had not been passed or made.

### **44. Expenses of the Company**

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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.

## **45. Negotiable instruments**

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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.

## **46. Approved Funds**

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

## **47. Minutes of the Board**

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- (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 chair of the general meeting or meeting at which the proceedings were held or by the chair of the next succeeding general meeting or meeting.

# **PART 7 - PROCEEDINGS OF THE BOARD**

## **48. Proceedings**

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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.

## **49. Meetings by technology**

---

- (a) For the purposes of these Clauses use of contemporaneous linking together in oral communication by telephone or other electronic means ("telecommunication meeting") or by virtual meeting, of a quorum of Board members constitutes a meeting of Board members. All the provisions in these Clauses relating to a meeting of the Board members apply to a telecommunication meeting if they are not inconsistent with the provisions of this Clause. 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 Clauses to be present at that meeting after a roll call taken by the Chair 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 chair 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 chair of that meeting, following a vote at the next meeting.

## **50. Voting**

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- (a) All Board members as defined in Clause 40(a) and 40(b) may exercise a vote at meetings of the Board.
- (b) Subject to these Clauses, 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 chair of the meeting has a second or casting vote and must exercise that vote to retain the status quo.

## **51. Quorum**

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- (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 Clauses 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 general meeting of the Company.

## **52. Chair of Board meetings**

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The President presides as chair 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 chair. If neither Vice-President is present at the meeting, then the members may choose one of their number to be chair of the meeting.

## **53. Delegation by The 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.

## **54. Board Committees**

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- (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 chair 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.

## **55. Resolutions of Board**

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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.

## **56. Resolutions of the Board without a meeting**

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- (a) The Board may pass a resolution without a directors' meeting being held.
- (b) A resolution is passed if a majority of the directors (being 51% or more of the directors entitled to vote on the resolution) sign or otherwise agree to the resolution in the manner set out in clause 56(c) or clause 56(e).
- (c) Each director may sign:
  - (i) a single document setting out the resolution and containing a statement that they agree to the resolution, or
  - (ii) separate copies of that document, as long as the wording of the resolution is the same in each copy.

- (d) The Company may send a resolution by email to the directors and the directors may agree to the resolution by sending a reply email to that effect, including the text of the resolution in their reply.
- (e) The resolution is passed when the last director signs or otherwise agrees to the resolution in the manner set out in clause 56(c) or clause 56(e).

## **PART 8 - PRESIDENT**

### **57. Election and term of office of the President**

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- (a) The President-Elect will be elected at least 12 months prior to her installation at the Triennial Annual General Meeting.
- (b) Nominations for the President - elect must be called at least 18 months before a Triennial Annual General Meeting. 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 Triennial Annual General Meeting.
- (c) The Secretary must give notice of all nominations for President-elect to all Constituent NCsW not less than 14 months before the Triennial Annual General Meeting.
- (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 Annual General Meeting at which she is installed to the conclusion of the next Triennial Annual General Meeting 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.

### **58. Restrictions on voting by the President-elect**

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

## **PART 9 - EXECUTIVE COMMITTEE**

### **59. Election of the Executive Committee**

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- (a) The President-elect must submit to the members three months prior to the Triennial Annual General Meeting her nominations for the Executive Committee for election at the Triennial Annual General Meeting. 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 Annual General Meeting.

### **60. Meetings of the Executive Committee**

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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**

### **61. Election of National Coordinators and Advisers**

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- (a) National Coordinators and National Advisers are elected at the Triennial Annual General Meeting 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 Annual General Meeting.
- (c)
  - (i) Election of National Coordinators and National Advisers must be by secret ballot.
  - (ii) For the purpose of counting votes a returning officer and a poll clerk will be appointed by the Chair.
  - (iii) Where there is only one nominee for a particular position of National Coordinator or National Adviser, that nominee must attain a minimum of 51% the voting strength to be elected.

## **PART 11 - HONORARY LIFE VICE-PRESIDENTS**

### **62. Appointment of Honorary Life Vice-Presidents**

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The Triennial Annual General Meeting, 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.

## **63. Restrictions on voting by Honorary Life Vice-Presidents**

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Honorary Life Vice-Presidents may not vote at any General Meeting of the Company in that capacity.

## **PART 12 - SECRETARY, TREASURER AND OTHER OFFICERS**

### **64. Secretary**

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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.

### **65. Treasurer**

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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.

### **66. Other officers**

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- (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-CIF DELEGATES**

## **67. Nomination to the Company Delegation**

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- (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-CIF 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-CIF 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.

## **68. Nomination for ICW-CIF Positions**

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- (a) On receipt of nomination requests from ICW-CIF, 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-CIF and NCWA criteria to be eligible for nomination to the ICW-CIF position.
- (c) Eligible nominees must complete such nomination form as is required by ICW-CIF 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-CIF 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-CIF 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-CIF from the Company.
- (g) Where two or more nominees from two or more Constituent NCsW are put forward for the same position within ICW-CIF, the Company will conduct a secret ballot to ensure that only one nominee from Australia proceeds to ICW-CIF.

## **69. ICW-CIF delegates and financial assistance**

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

# **PART 14 - SEALS AND EXECUTING DOCUMENTS**

## **70. Seals and their use**

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- (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) The company may execute a document without using a common seal if the document is signed by:
  - (i) two directors of the company
  - (ii) a director and the secretary, or
  - (iii) or some other person or combination of persons appointed by the board for that purpose,

whether by signing a physical form of the document by hand or by signing an electronic form of the document using electronic means, which identifies the person and indicates the person's intention.

- (d) This Clause does not limit the ways in which the Company may execute a document.

## **PART 15 - INSPECTION OF RECORDS**

### **71. Inspection by members**

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- (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**

### **72. Keeping records**

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- (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.

### **73. Audit**

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- (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**

### **74. Notices generally**

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- (a) Any member who has not left at or sent to the registered office a place of address or electronic mail address for registration in the register, 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) 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 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 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.

## **75. Notices of general meeting**

---

- (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**

### **76. Amendment of Constitution**

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The Constitution or a provision of the Constitution 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**

### **77. 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 Clause. That institution or those institutions will be determined by special resolution of 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**

### **78. Indemnity**

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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.