



CONSTITUTION

of

NATIONAL RURAL WOMEN'S COALITION LIMITED

Australian Company Number (ACN) 151 707 158

Australian Business Number (ABN) 14 151 707 158

Company Limited by Guarantee

27 July 2020

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Corporations Act 2001 (Cth)

Public company limited by guarantee

National Rural Women's Coalition Limited

1 Nature of company and liability

Nature of Company

1.1 The Company is a public company limited by guarantee.

Liability of Member Organisations and guarantee on winding up

1.2.1 The liability of the Member Organisations is limited. Every Member undertakes to contribute \$1 to the assets of the Company if it is wound up while that member is a Member Organisation, or within one year afterwards, for:

1.2.2 Payment of the Company's debts and liabilities contracted before they ceased to be a Member Organisation; and

1.2.3 costs and expenses of winding up.

2 Objects

The principal objectives of National Rural Women's Coalition Limited is to:

2.1 represent and promote the interests and well-being of all women and girls living in rural, regional and remote Australia;

2.2 improve the recognition, well-being, health, access to services, welfare and safety of women and girls in rural, regional and remote Australia, and to support and acknowledge their participation and contribution in all aspects of community life;

2.3 consult with and monitor the status of rural, regional and remote women and girls with particular emphasis on:

- 2.3.1 Education and training;
- 2.3.2 Employment and industry;
- 2.3.3 Childcare;
- 2.3.4 Physical and mental health and wellbeing;
- 2.3.5 Freedom from family violence;
- 2.3.6 Economic well-being;
- 2.3.7 Women across the lifespan;
- 2.3.8 Recreation; and

2.3.9 Environment.

- 2.4 Provide input and provide specific and relevant policy advice to governments, industry and other relevant bodies on policy issues relevant to the diverse views and circumstances of rural, regional and remote women and girls in Australia;
- 2.5 Act as a conduit for the exchange of information between all levels of government, industry and other relevant bodies between rural, regional and remote women and girls;
- 2.6 Contribute to building the profile of rural, regional and remote women and girls and recognise their unique issues and achievements;
- 2.7 Build partnerships and social coalitions to address the status and support the growth and achievements of rural, regional and remote women and girls;
- 2.8 To provide representation on advisory bodies, reference groups and project management groups in the interests of promoting and supporting rural, regional and remote women and girls;
- 2.9 Undertake and/or facilitate projects that further the objectives of the Company both nationally and internationally;
- 2.10 Ensure effective governance of the Company in order to support the achievement and aims and objectives of the Company;
- 2.11 Do all such things as are incidental or conducive to the attainment of all or any of the objects of the Company;
- 2.12 To provide a collaborative voice for women and girls living in rural, regional and remote Australia;
- 2.13 To represent the diverse views of all rural, regional and remote women and girls;
- 2.14 Provide policy advice to the Australian Federal Government, State governments and national rural influences on matters relevant to the views and circumstances of rural, regional and remote women and girls;
- 2.15 To provide capacity building opportunities for rural, regional and remote women and girls;
- 2.16 To empower rural, regional and remote women and girls to create stronger rural outcomes for their communities.
- 2.17 To promote and disseminate a positive image of rural, regional and remote women and girls and engage women and girls in all their diversities wherever they live in rural, regional and remote Australia;

- 2.18 To support and grow vibrant rural, regional and remote communities through the improvement of the lives of women and girls;
- 2.19 To ensure rural, regional and remote women and girls are not disadvantaged by geography and the distribution of resources and opportunities.

3 Membership

Member Organisations

- 3.1 The Members of the Company are the initial Member Organisations as identified in the application for incorporation of the Company to the Australian Securities and Investments Commission and such other members as the Company admits to membership in accordance with this Constitution and set out in the membership register.

Membership not transferable

- 3.2 A Member's rights, privileges and benefits of membership are personal to the Member Organisation and membership of the Company is not transferable, other than by operation of law.

Number of Members

- 3.3 The number of Member Organisations is to be no less than 3 at any time.

Eligibility Membership

- 3.4 There shall be no individual members.

3.4.1 Member Organisations shall be National or Australian organisations who operate Australia wide, are not for profit and are non-governmental organisations and which organisations:

- (a) Have demonstrated a commitment to improving the status of rural, regional and/or remote women and girls or a specific group of rural, regional and remote women and girls in Australia;
- (b) Supports the aims and objectives of the Company;
- (c) Would in the Board's opinion enhance the effectiveness of the Company and promote the Company's aims and objectives if they were admitted as a Member Organisation;
- (d) Have resolved to apply for and had been granted membership; and

- (e) Nominate a person from their organisation to be a Member Director to communicate the views and opinions of their organisation as a member Organisation of the Company.

Application for membership

Member Organisations

- 3.5 All Member Organisations must do all of the following:
 - 3.5.1 Pay the application fee, if any, determined in accordance with clause 4.1.
 - 3.5.2 In order to maintain Membership, pay the annual subscription if any in accordance with clause 4.2.
 - 3.5.3 Otherwise comply with the provisions of this Constitution.

Form of application

- 3.6 An application for Membership must comply with the following requirements:
 - 3.6.1 It must be signed by the applicant.
 - 3.6.2 It must be accompanied by such documents or evidence as to qualification for membership as the Board may determine from time to time.
 - 3.6.3 It must be accompanied by the application fee, if any determined in accordance with clause 4.1.

Admission to Membership

- 3.7 The Board must consider an application for Membership as soon as practicable after its receipt and determine, in its absolute discretion, the admission or rejection of the applicant.
 - 3.7.1 The Board does not have to give reasons for rejecting an application
 - 3.7.2 If an applicant is accepted for Membership, the Company Secretary must notify the applicant of admission in such form as the Board may determine, from time to time, and the name and details of the applicant must be entered in the Register of Members.

Register of Members

- 3.8 A register of the Members Organisations of the Company must be kept in accordance with the Corporations Act.

- 3.9 The following details must be entered in the Register in respect of each Member Organisation:
- 3.9.1 The full name of the Member Organisation [including the ACN or ABN of a Member that is a body corporate].
 - 3.9.2 The address of the Member Organisation (being the registered address in the case of a corporate Member).
 - 3.9.3 The date on which the entry of the Member Organisation's name in the Register is made.
- 3.10 The Register must also show the following information, which may be kept separately from the rest of the Register:
- 3.10.1 The name and details of each Member Organisation who stopped being a Member Organisation within the last 7 years.
 - 3.10.2 The date on which each such Member Organisation stopped being a Member Organisation.
- 3.11 The Company may also keep further registers recording other information about the Member Organisation that is not required to be kept under the Corporations Act.
- 3.12 The following details may be entered in a register referred to in clause 3.12:
- 3.12.1 The telephone number and email address (as applicable) of the Member Organisation.
 - 3.12.2 If at any time there is more than a single category of Membership the category of Membership of the Member Organisation.
 - 3.12.3 The date of last payment of the Member Organisation's annual subscription (if applicable).
 - 3.12.4 In the case of a Member Organisation, the full name, address, telephone number, and email address (as applicable) of its corporate representative, being its Member Director..
 - 3.12.5 Such other information as the Board may require.
 - 3.12.6 Each Member Organisation must notify the Company Secretary in writing of any change in that Member Organisation's name, address, telephone or email address within one month after the change. Reference to a Member Organisation in this clause includes reference to a Member Director where applicable.

4 Application fee and annual subscription – Member Organisations

Application fee

- 4.1 The application fee payable by each applicant for Membership is such sum as the Board may prescribe from time to time and for the avoidance of doubt, may be nil.

Annual subscription

- 4.2 The annual subscription payable by a Member Organisation is such sum as the Board may prescribe from time to time and for the avoidance of doubt, may be nil.
- 4.3 All annual subscriptions are due and payable in advance on 1 July each year.
- 4.4 If a Member Organisation applies for membership after 1 July in any year, the Board may reduce the annual subscription payable by the applicant in such manner as it thinks fit.

Unpaid annual subscriptions

- 4.5 A Member Organisation ceases to be entitled to any of the rights or privileges of membership if the annual subscription of a Member Organisation remains unpaid for two months after it becomes payable and a notice of default is given to the Member Organisation pursuant to a resolution of the Board. However, the rights or privileges of membership may be reinstated on payment of all arrears if the Board (in its absolute discretion) so resolves.

5 Removal and cessation of membership

Resignation

- 5.1 A Member Organisation may resign from membership of the Company by giving written notice to the Company Secretary.
- 5.2 The resignation of a Member Organisation is deemed to take effect from the date of receipt of the notice of resignation or such later date as is provided in the notice.

Failure to pay

- 5.3 If a Member Organisation has not paid all arrears of annual subscriptions in accordance with clause 4.5 or, if paid, the Member Organisation's rights and

privileges are not reinstated by the Board in accordance with clause 4.5, each of the following applies in respect of that Member Organisation:

- 5.3.1 The Member Organisation remains liable for all the obligations and liabilities of membership for six months after the date of notification under clause 4.5.
- 5.3.2 The Member Organisation ceases to be a Member Organisation and the Member Organisation's name must be removed from the Register at the end of the six month period.

Other cessation of membership

- 5.4 A Member Organisation ceases to be a Member Organisation immediately if a Member Organisation is a body corporate or organisation, is subject to liquidation, winding up, deregistration or other dissolution or becomes subject to external management.

Removal from Membership

- 5.5 The Board may by General Meeting convene a meeting of Member Organisations to consider the removal of a Member Organisation from the Register, if the Board in its absolute discretion resolves that the Member Organisation is no longer considered suitable for Membership of the Company.
- 5.6 The Board must provide at least two month's written notice to any Member Organisation of any intention to remove the Member Organisation from the Register, so as to enable the Member Organisation to provide any written representations to the Company.
- 5.7 Where a Member Organisation makes any written representations and the Member Organisation requests that the representations be notified to Members of the Company, the Company must do both of the following:
 - 5.7.1 State that representations have been made in any notice of the proposed removal resolution given to Members Organisations of the Company, and
 - 5.7.2 Send a copy of the representations to every Member Organisation of the Company to whom the notice of the meeting has been or is sent.
- 5.8 The requirements in clause 5.7 do not apply to the Company if the representations are received by it too late for it to satisfy those requirements.
 - 5.8.1 If a copy of the representations is not so sent because they were received too late or because of the Company's default, the Member Organisation may, without affecting any right to be heard orally, require the representations be read out at the meeting.

- 5.8.2 Copies of the representations need not be sent out and the representations need not be read out at the meeting if the Board is satisfied on reasonable grounds that the rights conferred by clause 5.7 are being abused, including to secure needless publicity for a defamatory purpose.
- 5.9 The Board does not have to give reasons for recommending the removal of any Member Organisation from the Register, but may do so.
- 5.10 An ordinary resolution of Member Organisations is required to pass the necessary resolution to remove a Member Organisation under clause 5.5.

6 No profits for Member Organisations

Transfer of income or property

- 6.1 The Company may not pay or transfer any income or property, directly or indirectly to any Member Organisation.
- 6.2 The Company must not pay a dividend to any Member Organisation.

Payments, services and information

- 6.3 Nothing in this clause 6 prevents the Company making a payment in good faith of any of the following:
- 6.3.1 Remuneration to any officers or employees of the Company for services actually rendered to the Company.
 - 6.3.2 An amount to any Member Organisation or Member Director in return for any services actually rendered to the Company or for goods supplied in the ordinary and usual course of business.
 - 6.3.3 Reasonable and proper interest on money borrowed from any Member Organisation.
 - 6.3.4 Reasonable and proper rent for premises let by any Member Organisation to the Company.
 - 6.3.5 Reimbursement of expenses reasonably and properly incurred by any Member Organisation or Member Director on the Company's behalf with the consent of the Board.
- 6.4 Nothing in this clause 6 prevents the Company from providing services or information to the Member Organisations on terms which are different from the terms on which services or information are provided to persons who are not Member Organisations.

7 General meetings of Member Organisations

Annual General Meeting (AGM) – Member Organisations

- 7.1 The Company will in each calendar year hold an Annual General Meeting of its Member Organisations, in accordance with the Corporations Act;
- 7.2 The ordinary business of the Annual General Meeting will be:
- 7.2.1 To confirm the minutes of the last preceding Annual General Meeting and of any General Meeting held since that meeting;
- 7.2.2 To receive from the Board reports upon transactions of the Company during the last preceding financial year, including financial reports;
- 7.2.3 To elect office bearers for the following year, including President, Vice President, Company Secretary and Treasurer;
- 7.2.4 Should any of the positions of Vice President, Secretary or Treasurer not be filled by Member Organisation Directors at an AGM, such position(s) may be filled by Non-Member Stakeholder directors being elected at a general meeting;
- 7.2.5 If it is thought necessary, to appoint an auditor to the company for the ensuing year;
- 7.2.6 Any other business, as may be considered ordinary business of the Company from time to time.
- 7.2.7 Member Organisations by ordinary resolution at a general meeting have the authority to resolve to permit Non-Member Stakeholder Directors, to have a right to vote at Board meetings.
- 7.2.8 The Company may transact special business, of which notice was given in accordance with the Corporations Act;
- 7.3 The Annual General Meeting will be in addition to any other General Meetings that may be held in the same calendar year.

Convening of General meetings – Member Organisations

- 7.4 Any Member Organisation Director may convene or call for a general meeting to be convened.

Convening of meetings by Member Organisations

- 7.5 The Board must call and arrange to hold a general meeting if required to do so under the Corporations Act.

Notice of general meeting of Member Organisations

- 7.6 The Board may give notice of a general meeting by any form of communication permitted by the Corporations Act.
- 7.6.1 The notice of a general meeting must specify the place, the day and the hour of meeting and if the meeting is to be held in two or more places, the technology that will be used to facilitate the meeting, the general nature of the business to be transacted and any other matters as are required by the Corporations Act.
- 7.6.2 The accidental omission to give notice of any general meeting to, or the non-receipt of a notice by, a person entitled to receive notice does not invalidate a resolution passed at the general meeting.
- 7.6.3 A Member that wishes to bring any business before a General Meeting may give reasonable notice in writing of that business to the Secretary who must include that business in the next notice calling a General Meeting given after receipt of the notice from the Member

Cancellation of general meetings of Member Organisation

- 7.7 The Board may cancel a general meeting, other than a general meeting which the Board is required to convene and hold under the Corporations Act.
- 7.8 The Board may cancel a general meeting if notice of the cancellation is given to all persons entitled to receive notice of the meeting at least two business days prior to the time of the meeting as specified in notice of meeting.

Quorum at general meetings of Member Organisations

- 7.9 The Members in general meeting may not transact any business unless a quorum of Members is present at the time when the meeting proceeds to business.
- 7.10 Except as otherwise set out in this Constitution, a quorum for the purposes of a general meeting is:
- 7.10.1 Sixty percent (60%) of the total number of Member Organisations or a minimum of 3 Member Organisations present is a quorum.
- 7.10.2 If a quorum is not present within half an hour from the time appointed for the meeting or a longer period allowed by the Chairperson;
- 7.10.3 If the meeting was convened by or on the requisition of Member

Organisations, it must be dissolved.

7.10.4 Otherwise, it must stand adjourned to the same day in the next week at the same time and place or to another day and at another time and place determined by the Board.

7.10.5 If a meeting has been adjourned to another time and place determined by the Board, not less than seven days' notice of the adjourned meeting must be given in the same manner as in the case of the original meeting

Quorum at adjourned general meetings of Members

7.11 At the adjourned meeting Sixty percent (60%) of the total Member Organisations or a minimum of three (3) Members Organisations present, is a quorum but if a quorum is not present within half an hour after the time appointed for the meeting, the meeting must be dissolved.

Appointment of Chairperson of a General Meeting

7.12 Every general meeting must be chaired by a Chairperson. The Chairperson will be determined as follows:

7.12.1 The President will preside as Chairperson at General Meetings.

7.12.2 If at any meeting, the President is not present within 15 minutes after the time appointed for holding the meeting or is unwilling to act, the Vice President is to be the Chairperson of the meeting.

7.12.3 Subject to clause 7.11.2, if at any meeting the Vice President is not present within 15 minutes after the time appointed for the holding of the meeting or is unwilling to act, another Member Organisation representative present at the meeting, is to be the Chairperson of the meeting as determined by a majority of those present at such meeting.

Chairperson's powers at a General Meeting

7.13 The Chairperson may temporarily vacate the chair at a general meeting in favor of another person present at any time and for any reason they see fit, and must do so if the Members Organisations are voting on the Chairperson's election or re-election as a Director.

7.14 Subject to the terms of this Constitution regarding adjournment of meetings, the chairperson's ruling on all matters relating to the order of business, procedure and conduct of the general meeting is final and no motion of dissent from a ruling of the Chairperson may be accepted.

7.15 The Chairperson may, in their absolute discretion, refuse any Member Organisations representative admission to a general meeting, or expel the person from the general meeting and not permit them to return, if the Chairperson reasonably considers that the person's conduct is inappropriate. Inappropriate conduct in a general meeting includes:

7.15.1 The use of offensive or abusive language which is directed to any person, object or thing.

7.15.2 Attendance at the meeting while under the influence of any kind of drug, or using or consuming any drug at the meeting, including any alcoholic substance.

7.15.3 Possession of any article, including a recording device or other electronic device or a sign or banner, which the chairperson considers is dangerous, offensive or disruptive or likely to become so.

Adjournment of General Meetings

7.16 The Chairperson may, with the consent of any meeting at which a quorum is present, and must, if so directed by the meeting, adjourn the meeting to another time and to another place.

7.16.1 The only business that may be transacted at any adjourned meeting is the business left unfinished at the meeting from which the adjournment took place.

7.16.2 When a meeting is adjourned for 30 days or more, notice of the adjourned meeting must be given as in the case of an original meeting.

7.16.3 Except when a meeting is adjourned for 30 days or more, it is not necessary to give a notice of an adjournment or of the business to be transacted at an adjourned meeting.

Voting on show of hands at a General Meeting of Member Organisations

7.17 At a general meeting, a resolution put to the vote of the meeting must be decided on a show of hands or voices unless a poll is demanded by a Member Organisation, before that vote is taken or before the result is declared or immediately after the result is declared.

7.18 If a poll is not duly demanded, a declaration by the Chairperson that a resolution has on a show of hands or voices been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book (which includes any electronic book or record) containing the minutes of the proceedings of the Company, is conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favor of or against the resolution.

Demand for a poll at a General Meeting

7.19 A poll may be demanded by either:

7.19.1 The Chairperson.

7.19.2 At least two Member Organisations entitled to vote on the resolution.

7.20 The demand for a poll may be withdrawn.

7.21 The demand for a poll does not prevent the continuance of a meeting for the transaction of business other than the question on which a poll is demanded.

7.22 If a poll is duly demanded, it must be taken in the manner and, except as to the election of a chairperson or on a question of adjournment, either at once or after an interval or adjournment or otherwise as the chairperson directs. The result of the poll is the resolution of the meeting at which the poll is demanded.

7.23 A poll demanded on the election of a chairperson or on a question of adjournment must be taken immediately.

Voting rights of Member Organisations at a General Meeting

7.24 On a show of hands or voices every person present who represents a Member Organisation is entitled to one vote.

7.25 On a poll every representatives of a Member Organisation has one vote.

Vote of the Chairperson at general meetings

7.26 In the event of an equality of votes, the Chairperson of a general meeting is entitled to a second or casting vote.

Objections to voter qualification

7.27 No objection may be raised to the qualification of a voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered.

7.28 An objection to the qualification of a voter must be referred to the Chairperson, whose decision is final.

7.29 A vote not disallowed according to an objection as provided in this Constitution is valid for all purposes.

Mode of meeting for Member Organisations

7.30 A general meeting may be called or held using any technology consented to by all the Member Organisation Directors. The consent may be a standing one. A Member may only withdraw their consent within a reasonable period before the

meeting. The Members may otherwise regulate their meetings as they think fit.

Resolution in writing of Members

7.31 A resolution in writing signed by all Member Organisations or their representative and who are entitled to vote on the resolution, is to be treated as a determination of the Member Organisations passed at a meeting of the Members duly convened and held.

Form of resolution in writing

7.32 A resolution in writing may consist of several documents in like form, each signed by one or more Member Organisations or their representative and if so signed it takes effect on the latest date on which a Member Director signs one of the documents.

7.33 In relation to a resolution in writing, a document generated by electronic means which purports to be a copy of a resolution of Member Organisations is to be treated as a resolution in writing and a document bearing a copy of a signature is to be treated as signed. For greater clarity, electronic signatures and electronic signing is permitted.

8 Representatives of Members

8.1 At meetings of Member Organisations, each Member Organisation appoints its Member Director as its representative to vote on each of their behalves, at each General Meeting.

8.2 A Member Organisation Director representing a Member Organisation, has all the powers of a Member Organisation, except where expressly stated to the contrary.

9 Non-Member Stakeholders

Non-Member Stakeholders

9.1 The Board may create a register of Non-Member Stakeholders.

9.2 A Non-Member Stakeholder of the Company is a person who:

9.2.1 is not a Member and does not have a right to vote at any general meeting;

9.2.2 has applied to become a Non-Member Stakeholder in accordance with any procedures or policies applicable to Non-Member Stakeholders as may be determined by the Board from time to time (including if applicable payment of any fee determined by the Board from time to time); and

- 9.2.3 has skills, education, networks and or experience which would in the Board's opinion, assist and advance objects and purposes of the Company;
 - 9.2.4 is residing in rural, regional or remote Australia; and
 - 9.2.5 has been admitted by by ordinary resolution of Member Organisations in a General Meeting as a Non-Member Stakeholder.
- 9.3 A Non-Member Stakeholder:
- 9.3.1 is not a Member of the Company and has none of the rights enjoyed by a Member Organisation under this Constitution and the Corporations Act;
 - 9.3.2 may with the consent of a majority of Member Organisations have, the right to attend and speak but not vote at any general meeting of the Company;
 - 9.3.3 is not a member of the Board unless elected at a General meeting in accordance with clause 10.7
 - 9.3.4 has the right to attend Board meetings and to speak at Board meetings
 - 9.3.5 subject to the consent of Member Organisations sitting on the Board from time to time, by an ordinary resolution of the Board have , the right to vote at a Board meeting or a series of Board meetings but shall not be considered to be a director and does not have directors' powers unless appointed as a Directors in accordance with clause 10.7
 - 9.3.6 has such other rights not inconsistent with this clause 9 as the Board may determine from time to time.
 - 9.3.7 Cannot be the President or Chairman of the Company.
- 9.4 The Board may determine from time to time that Non-Member Stakeholders will be referred to by some other name or names, provided that any such name could not reasonably be misconstrued as representing that Non-Member Stakeholders are Members or Member Organisations or otherwise enjoy the same rights as the Company's Members Organisations.
- 9.5 There shall not be at any one time, be more than three Non-Member Stakeholders assisting the Company.
- 9.6 Non-Member Stakeholders shall have a term of one (1) year, however are eligible for re-appointment at each annual general meeting provided that any Non Member Stakeholder shall not serve a total of more than six years over the Non-Member Stakeholders life.

Admission as a Non-Member Stakeholder

- 9.7 The Company does not have to give reasons for accepting or rejecting an application for admission as a Non-Member Stakeholder.
- 9.8 If an application for admission as a Non-Member Stakeholder is rejected, any fee paid pursuant to the application must be refunded to the applicant.
- 9.9 If an applicant is admitted as a Non-Member Stakeholder, the Company Secretary must notify the applicant of admission in such form as the Board may determine from time to time and the name and details of the applicant must be entered in a register of Non-Member Stakeholders maintained for this purpose.

Removal

- 9.10 The Company in a General Meeting consisting only of Member Organisation Directors may in their absolute discretion, by ordinary resolution, resolve that a person ceases to be a Non-Member Stakeholder. The Company does not need to provide its reasons for doing so.

10 Board of Directors and Directors Meeting

Board of the Company

- 10.1 The Board of the Company will be comprised of:

A President;

A Vice President;

A Treasurer;

A Secretary; and

Directors;

who shall be elected annually by the Member Organisations at the annual general meeting of Members.

The President will subject to this Constitution, be the Chairperson of all meetings of the Board of Directors from time to time and also the Chairperson of any General Meeting of the Member Organisations from time to time.

Appointment and retirement of Directors

Member Organisations shall have the right to appoint, dismiss and replace its own Director, whilst ever it is a Member Organisation. Each Director

appointed by a Member Organisation shall be called a Member Director. Subject to the rights of the Board to dismiss a Member Director for misconduct, and the provisions of clause 10.10, the Board and/or Members do not have a right to dismiss a Member Director appointed by another Member Organisation. Where a Member Director resigns or becomes ineligible to remain a Member Director, the Member Organisation must without delay appoint a replacement Member Director to represent it and notify the Secretary of the Company of that persons details.

Number of Directors

10.2 The number of Directors must not be less than three nor more than ten, until otherwise determined in accordance with this Constitution. At any one time, there must be a minimum of 3 Member Organisation Directors.

10.3 The Company may by resolution, increase or reduce the number of Directors and may also determine in what rotation (if any) the increased or reduced number is to go out of office.

10.4 Alternate Directors are not permitted.

Qualifications of Directors

10.5 A Member Organisation Director must be a current financial Member of the Member Organisation who has been admitted as a member of the Company.

10.6 Notwithstanding clause 10.6, the Company at a General Meeting, comprising Member Directors only and excluding Non-Member Stakeholder directors, may by ordinary resolution, appoint a Non-Member Stakeholder as a Director of the Board on such terms and conditions as it considers appropriate from time to time, including the right to vote and to perform all the functions of a director of the Company.

10.7 The Company at a General Meeting, comprising solely Member Directors, may by ordinary resolution, dismiss a Non-Member Stakeholder as a Director of the Board without having to provide reasons.

Removal from office

10.8 The Company or Board may not by ordinary resolution remove a Member Director unless a resolution is passed by 75% of the Member Organisation Directors at a General Meeting resolving that such Member Organisation Director is not acting in the best interests of the Company.

Vacation of office

10.9 In addition to the circumstances in which the office of a Director becomes vacant by virtue of the Corporations Act or another provision of this Constitution, the office of Director immediately becomes vacant if any of the

following occurs:

- 10.9.1 The Member Organisation Director or Non-Member Stakeholder Director becomes an insolvent under administration.
- 10.9.2 The Member Organisation Director or Non-Member Stakeholder Director becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health.
- 10.9.3 The Member Organisation Director or Non-Member Stakeholder Director is absent from at least three (3) consecutive Board meetings or at least four (4) Board meetings over a consecutive period of 12 months without the prior written consent of the Board.
- 10.9.4 The Member Organisation Director or Non-Member Stakeholder Director becomes prohibited from being a director by reason of an order made under the Corporations Act.

Subject to the terms of this Constitution, a Member Organisation Director or Non-Member Stakeholder Director holds office until their term expires or their resignation or removal from office.

- 10.10 A Member Organisation Director appointed by a Member Organisation holds office for one (1) year and is eligible for re-appointment each year. A Member Organisation Director appointed by a Member Organisation is only eligible to be a Board Member during their lifetime for a maximum period of nine years.
- 10.11 Where a Member Director resigns or becomes ineligible to be a Member Director, the Member Organisation must immediately appoint a replacement Member Director to represent it and the Board must thereafter confirm that new Member Directors' appointment.
- 10.12 Where a Member Director is unable to attend a Board Meeting, that Member Director on behalf of the Member Organisation who appointed that Member Director, may by written notice to the Company, appoint another Member Director to vote on any proposed motion or resolution, in the manner that the absentee Member Director directs. A Non-member Stakeholder director shall have not have any such rights to delegate their voting rights.

11 Directors' Remuneration – Organisation and Non-Member Stakeholder

Determination of fees

- 11.1 The Company may at each annual general meeting, determine if a stipend or

fee is to be paid to Directors for acting as a Director, for each financial year.

11.2 The Company may at each annual general meeting, determine if a stipend and/or Presidents Honorarium fee is to be paid to the President, for each financial year.

Additional services rendered

11.3 A Director may be paid a fee in return for any extra services actually rendered to the Company in a professional or technical capacity (other than within his or her ordinary duties as a Director):

11.3.1 with the prior approval of the Board; and

11.3.2 where the amount payable does not exceed a commercially reasonable amount.

Payment for expenses

11.4 Each Director must be reimbursed for out-of-pocket expenses reasonably and properly incurred by the Director in connection with Company business (including travel, insurance and accommodation expenses). Alternatively, the Company may pay such amounts on the Director's behalf.

12 Powers of the Board

12.1 The Board may exercise all those powers of the Company as are not, by the Corporations Act or by this Constitution, required to be exercised by the Members in general meetings or otherwise.

13 Proceedings of Directors

Persons entitled to attend a Board Meeting

13.1 Persons entitled to attend Board meetings and participate and vote subject to this Constitution, are the Member Organisation Directors and any other Directors appointed by the Member Organisation Directors at a General Meeting. With the consent of the majority of Member Organisation Directors, any one or more of the Non-Member Stakeholders may attend a Board meeting.

13.2 The Member Organisation Directors may in their discretion permit Non-Member Stakeholders to attend Board Meetings, speak at Board meetings and to vote at Board meetings. This may vary from meeting to meeting. Subject to the rights of appointment conferred in clause 10.7, Non-Member Stakeholders are not Board Members and are not entitled or burdened by the rights, obligations and responsibilities of Directors nor can they exercise the Board's powers.

- 13.3 Any Director may at any time and the Company Secretary must on the requisition of a Director, convene a Board Meeting.

Notice of Board meetings

- 13.4 The person convening a Board meeting must ensure that notice of the Board meeting is given to each Director and where appropriate to Non-Member Stakeholders at least 24 hours before the meeting or at another time determined by Board resolution, except:
- 13.5 All Member Organisation Directors and Non-Member Stakeholder Directors may waive in writing the required period of notice for a particular meeting.
- 13.6 It is not necessary to give a notice of a meeting of Directors to a Member Organisation Director or Non-Member Stakeholder Director who is out of Australia or who has been given leave of absence by the Board.

Mode of meeting for Directors

- 13.7 A Board meeting may be called or held using any technology consented to by all the Directors. The consent may be a standing one. A Director may only withdraw their consent within a reasonable period before the meeting. The Board may otherwise regulate its meetings as they think fit.

Quorum at Board meetings

- 13.8 At a Board Meeting, the number of Member Organisation Directors whose presence is necessary to constitute a quorum, is three (3).
- 13.9 If the number of Member Organisation Directors is reduced below the number necessary for a quorum of Member Organisation Directors, the meeting should reconvene at a subsequent time.

Voting at Board meetings

- 13.10 The Board must determine any questions or resolutions arising at a Board meeting by a majority of votes of Directors present and voting.
- 13.11 Each Member Organisation Director and Non-Member Stakeholder Director shall have one vote by a show of hands or voice or by way of poll.
- 13.12 Each Non-Member Stakeholder shall, where the Member Organisations consents to that person having a vote at a particular meeting, one vote on a show of hands or voice or on a poll. This provision does not apply where the Non-Member Stakeholder has been appointed a director of the Company.

Appointment of Chair

- 13.13 The President of the Company shall be the Chairperson of each Board Meeting.
- 13.14 If at any meeting the Chairperson is not present within ten minutes after the time appointed for the holding of the meeting, or is unwilling to act, the Directors present must choose one of their number to chair that meeting.

Chairperson's vote at Board Meetings

- 13.15 Where there is an equality of votes at a Board Meeting, the Chairperson (or other Director chairing the meeting in accordance with clause 13.8), has a second or casting vote at Board meetings.

Conflict Rules

- 13.16 Directors must declare any conflict of interest to the Board as soon as it becomes known or is apparent. In this regard:
- 13.16.1 The Directors must not have a personal interest in any matter falling within the scope of their service, or enter into any inconsistent obligation with a third party except with the Board's fully informed consent; and
- 13.16.2 The Directors must not use their position to gain an advantage for themselves or a third party; and
- 13.16.3 Directors must not appropriate a company's property for their or a third parties benefit; and
- 13.16.4 Directors must at all times avoid actual, potential or perceived conflicts of interest.

Participation where Director is interested

- 13.17 A Member Organisation Director or Non-Member Stakeholder Director who has a material personal interest in a matter that is being considered at a meeting of Directors must not be present while the matter is being considered at the meeting or vote in respect of that matter or that proposed resolution.
- 13.17.1 Despite the preceding clause a conflicted director may be present and may vote on a matter, if the other Directors who do not have a material personal interest in the matter, have passed a resolution that:
- (a) Identifies the director, the nature and extent of the Director's interest in the matter and its relation to the affairs of the Company;

- (b) States that those directors are satisfied that the interests should not disqualify the Director from voting or being present.

13.17.2 If there are not enough Directors to form a quorum as a result of a Director having a material personal interest, then one or more of the Directors (including those who had a material personal interest in the matter) may call a General Meeting of the Company and the General Meeting can pass a resolution to deal with the matter.

Exercise of rights

13.18 If the Company holds or owns membership, shares or other interests in another body corporate, trust or other entity, the Board may exercise any and all voting rights conferred by the membership, shares or interests in any manner they consider fit.

Advisory Groups and Associates

13.19 The Board may establish one or more advisory Groups or Associate Groups to provide support or assistance or advice and/or recommendations to the Board on specified matters (among any such other functions determined by the Board).

13.20 The Board may, with respect to an Advisory Group or Associate Group:

13.20.1 Specify in writing from time to time the terms of reference and functions of the Advisory Group or Associate Group.

13.20.2 Appoint such persons as they consider appropriate to the Advisory Group or Associate Group (including, if thought fit, one or more Non-Member Stakeholders and/or Directors), and remove any such person from the Advisory Committee at any time by written notice.

13.20.3 Specify the period and conditions (including as to remuneration, if any) of any such appointment to the Advisory Group or Associate Group.

13.20.4 Terminate the Advisory Group or Associate Group at any time.

13.21 The Board must not delegate any of its powers to an Advisory Group or Associate Group and an Advisory Group or Associate Group must not exercise any powers of a Director or the Board.

Proceedings of committees

13.22 Except as provided in a direction of the Board, the meetings and proceedings of a committee formed by the Directors or an Advisory Group or Associate Group must be governed by the provisions of this Constitution, in so far as they are applicable, as if meetings and proceedings of the committee or

Advisory Group or Associate Group are meetings and proceedings of the Board.

Validity of acts of Directors

13.23 All acts taken at a Board meeting or of a committee of Directors or Non-Member Stakeholders or by a person acting as a Director are valid even if it is later discovered that there is a defect in the appointment of a person as a Director or a member of the committee or that they or any of them were disqualified or were not entitled to vote.

Act in Good Faith

13.24 All Member Organisations, Non-Member stakeholders and all directors must act with the utmost good faith and in the best interests of the Company with a view towards achieving the Company's objects and further acknowledge that they have fiduciary obligations when carrying out their duties and functions .

Minutes

13.25 The Board must record minutes of all proceedings of General Meetings, of Board meetings and of committees formed by the Directors to be entered, within one month after the relevant meeting is held, in books kept for this purpose such books may be electronically held and stored.

13.26 The Board must record all minutes, except resolutions in writing treated as determinations of the Board, to be approved by the Chairperson of the meeting at which the proceedings took place or by the Chairperson of the next succeeding meeting.

Resolution in writing

13.27 A resolution in writing signed by all Directors and Non-Member Stakeholders entitled to vote on a resolution is to be treated as a determination of the Board passed at a Board meeting duly convened and held.

13.27.1 A resolution in writing may consist of several documents in like form, each signed by one or more Directors and eligible Non-Member Stakeholders and if so signed, it takes effect on the latest date on which a Director signs one of such documents.

13.27.2 In relation to a resolution in writing a document generated by electronic means which purports to be a copy of a resolution of Directors and/or Non-Member Stakeholders is to be treated as a resolution in writing and a document bearing a copy of a signature is to be treated as signed. For greater clarity, electronic signatures are acceptable.

14 Secretary

- 14.1 The Board may appoint one or more Company Secretaries which may include a Chief Executive Officer and may at any time terminate the appointment or appointments.
- 14.5 The Board may determine the terms and conditions of appointment of a Company Secretary, or any such Chief Executive Officer including remuneration. Any one of the Company Secretaries may carry out any act or deed required by this Constitution, the Corporations Act or by any other statute to be carried out by the Company Secretary of the Company.

15 Indemnity and insurance

Indemnity

- 15.1 Every officer and past officer of the Company is to be indemnified by the Company, to the fullest extent permitted by law, against a liability incurred by that person as an officer of the Company or a subsidiary of the Company, including without limitation legal costs and expenses incurred in defending an action.

Insurance premiums

- 15.2 The Company may resolve to put in place and pay the insurance premium on a contract insuring a person for directors and officeholders liability and who is or has been an officer of the Company to the fullest extent permitted by law.

16 Seals and execution of documents

Custody of Seal

- 16.1 If the Company has one, the Board must provide for the safe custody of the Seal.

Execution of documents

- 16.2 The Company may execute a document by affixing the Seal to the document where the fixing of the Seal is witnessed by any of the following:
- 16.2.1 by two Directors.
- 16.2.2 by a Director and the Company Secretary.
- 16.2.3 by a Director and some other person appointed by the Directors for the purpose.

16.3 The Company may execute a document without the use of a seal if the document is signed by either of the following:

16.3.1 by two Directors.

16.3.2 by a Director and a Company Secretary.

16.3.3 a Director and some other person (for example, the Chief Executive Officer) authorised by the Directors by a resolution of the Board for that purpose.

17 Gift Fund requirements

Company to maintain a Gift Fund

17.1 The Company must maintain a Gift Fund in accordance with this clause 18 for so long as it seeks or has obtained endorsement as a Deductible Gift Recipient (DGR) from the Australian Taxation Office, or the Company is named as a DGR in ITAA 97.

Rules applying to the Gift Fund

17.2 The following rules apply to any Gift Fund established and maintained by the Company:

17.2.1 The Gift Fund must have a name.

17.2.2 The Company must maintain sufficient documents to provide evidence of the Gift Fund's purpose and operations.

17.2.3 The Company must maintain a separate bank account for the Gift Fund.

17.2.4 The following must be credited to the Gift Fund:

(a) All gifts of money or property to the Company for the Principal Purpose (the Company's objects).

(b) All money or property received by the Company because of those gifts.

17.2.5 No other money or property may be credited to the Gift Fund.

17.2.6 The Company must use any gifts, money or property of the kind referred to in clause 18.2.4 only for the Principal Purpose (the Company's objects).

Winding up of Gift Fund

- 17.3 Notwithstanding clause 19, if the Gift Fund is wound up or the Company ceases to be a DGR for any reason, any surplus assets of the Gift Fund remaining after the payment of liabilities attributable to it, must be transferred to a fund, authority or institution to which income tax deductible gifts can be made. For the avoidance of doubt, if a Gift Fund operated by the Company is wound up but the Company remains a DGR and operates any other gift fund in accordance with this clause 18, any surplus assets of the Gift Fund that is being wound up, may be transferred to any other gift fund operated by the Company.

18 Surplus assets on winding up or dissolution

- 18.1 Subject always to clause 18.3, upon the winding up or dissolution of the Company, any remaining property after satisfaction of all debts and liabilities, must not be paid to or distributed among the Members, but will be given or transferred to some other institution or company which satisfies both of the following requirements:

18.1.1 It has objects similar to the objects of the Company, and

18.1.2 Its constituent documents prohibit the distribution of its income and property among its members on terms substantially to the effect of clause 6.1 and 6.2.

- 18.2 This is to be determined by the Members at or before the time of winding up or dissolution of the Company and, in default of any determination, by the Supreme Court of the State or Territory in which the Office is located.

19 Accounts, Audit and Records

Accounts

- 19.1 The Board must cause proper accounting and other records to be kept in accordance with the Corporations Act.

Reports

- 19.2 To the extent required by the Corporations Act, the Board must cause the company to:

19.2.1 Prepare financial reports in accordance with the Corporations Act.

19.2.2 Prepare directors' reports in accordance with the Corporations Act.

19.2.3 Notify each Member of the Member's right to receive reports from the

Company.

19.2.4 Provide members with reports, in a form and within such timeframe as may be required by the Corporations Act.

Audit

19.3 The Board may appoint a registered company auditor. The remuneration of the auditor must be agreed and the auditor's duties regulated in accordance with the Corporations Act.

Rights of inspection

19.4 Subject to the Corporations Act:

19.4.1 The Board may determine whether and to what extent, and at what times and places and under what conditions, the accounting records and other documents of the Company or any of them are open to the inspection of Members other than Directors, and a Member other than a Director does not have the right to inspect any document of the Company except as provided by law or authorised by the Board or by the Company in general meeting.

19.4.2 Despite clause 20.4.1, the Board may refuse access to a document where the Board (acting reasonably) considers that such access would or would be likely to cause the Company to lose the benefit of any form of evidentiary privilege, including legal professional privilege.

20 Notices

Persons authorised to give notices

20.1 A notice by either the Company or a Member in connection with this Constitution may be given on behalf of the Company or Member by a solicitor, or by a Director or Company Secretary of the Company.

20.2 The signature of a person on a notice given by the Company may be written, printed, electronically inserted or stamped.

Method of giving notices

20.3 In addition to the method for giving notices permitted by statute, a notice by the Company or a Member in connection with this Constitution may be given to the addressee by any of the following means:

20.3.1 By delivering it to a street address of the addressee.

20.3.2 By sending it by prepaid ordinary post (airmail if outside Australia) to a

street or postal address of the addressee.
20.3.3 By sending it by email to the email address of the addressee.

Addresses for giving notices to Members

- 20.4 The street address or postal address of a Member is the street or postal address of the Member shown in the Register.
- 20.5 The email address of a Member is the address which the Member may specify by written notice to the Company as the email address to which notices may be sent to the Member.

Address for giving notices to the Company

- 20.6 The street and postal address of the Company is the Office being the registered office of the Company.
- 20.7 The email address of the Company is the email address which the Company may specify by written notice to the Members as the email address to which notices may be sent to the Company.

Time notice of meeting is given

- 20.8 A notice of meeting given in accordance with this Constitution is to be taken as given, served and received at the following times:
- 20.8.1 If delivered in writing to the street address of the addressee, at the time of delivery.
- 20.8.2 If it is sent by post to the street or postal address of the addressee, on the second business day after posting.
- 20.8.3 If sent by email to the email address of the addressee, at the time transmission is completed, unless a not delivered notification is received by the sender.

Persons entitled to notice of meeting

- 20.9 Notice of every general meeting must be given by a method authorised by this Constitution to all of the following persons:
- 20.9.1 Every Member Organisation
- 20.9.2 Every Director.
- 20.9.3 The auditor for the time being of the Company, if any.
- 20.10 No other person is entitled to receive notices of general meetings.

21 Definitions and interpretation

Definitions

21.1 In this Constitution the following definitions apply:

Advisory Group or Associate Group means an advisory group or associate group established by the Board under clause 13.13.

Associated Party means each of the following:

- (a) The Company;
- (b) Any Related Body Corporate of the Company.
- (c) Any other body corporate, trust or entity promoted by the Company or in which the Company has an interest of any kind.

Board means all Directors acting as the board of the Company comprising a Director appointed by each Member Organisation and any other Director appointed by the Company at a General Meeting.

Board Meetings means a meeting of the Board and also means a meeting of Directors.

Chairperson means the Director elected under this Constitution to be President of the Company and who shall preside as Chairperson at Board meetings and general meetings.

Company means National Rural Women's Coalition Limited, comprising Member Organisations.

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

Director means a person occupying the position of a Director of the Company and includes a Member Director appointed by each Member Organisation and any other Director appointed by the Member Organisations at a General Meeting.

DGR means a 'deductible gift recipient' within the meaning of section 30-227 of ITAA 97.

General Meeting means the meeting of Member Organisations as the context requires an Annual General Meeting or an Extraordinary General Meeting to discuss the business of the Company.

Gift Fund means a fund that is maintained for the Principal Purpose.

ITAA 97 means *Income Tax Assessment Act 1997* (Cth).

Member means an Organisation which meets the criteria in clause 3.4 and whose name is entered in the Register as a member of the Company and who represents the interest of the women and girls living in rural, regional and remote Australia.

Member Director means the person appointed by each Member Organisation to represent it at Board meetings and general meetings.

Member Organisation means an organisation admitted as a member of the Company.

Member Representative or **representative of a member** means a Member Director.

Non-Member Stakeholder has the meaning given in clause 9.

Non-Member Stakeholder Director means a Non-Member Stakeholder who has been appointed by an ordinary resolution of the Member Organisations at a General meeting as a Director in accordance with clause 10.7 May be known as an Independent Director

Office means the registered office of the Company.

Person also means an organisation or body corporate or an association.

President means the Chairperson.

Principal Purpose means the purposes of the Company as reflected in the objects of the Company specified in clause 2, or any of those purposes.

Register means the register of Members kept by the Company under the Corporations Act.

Related Body Corporate has the meaning given in the Corporations Act.

Rural Women and Girls means women and girls who live in a rural, regional and remote location. This includes all culturally and linguistically diverse groups without limitation.

Seal means, if the Company has one, the common seal of the Company.

Company Secretary means a person appointed to perform the duties of a secretary of the Company including a CEO.

Interpretation

21.2 In this Constitution, unless the context otherwise requires:

21.2.1 A reference to any law or legislation or legislative provision includes

any statutory modification, amendment or re-enactment, and any subordinate legislation or regulations issued under that legislation or legislative provision, in either case whether before, on or after the date of this Constitution.

- 21.2.2 A reference to any agreement or document is to that agreement or document as amended, novated, supplemented or replaced from time to time.
- 21.2.3 A reference to a clause, part, schedule or attachment is a reference to a clause, part, schedule or attachment of or to this Constitution.
- 21.2.4 Where a word or phrase is given a defined meaning another part of speech or other grammatical form in respect of that word or phrase has a corresponding meaning.
- 21.2.5 A word which indicates the singular indicates the plural, a word which indicates the plural indicates the singular, and a reference to any gender indicates the other genders.
- 21.2.6 An expression importing a natural person includes any company, trust, partnership, joint venture, association, body corporate or public authority.
- 21.2.7 A reference to 'dollars' or '\$' means Australian dollars.
- 21.2.8 References to the word 'include' or 'including' are to be interpreted without limitation.
- 21.2.9 A reference to a time of day means that time of day in the place where the Office is located.
- 21.2.10 A reference to a business day means a day other than a Saturday or Sunday on which banks are open for business generally in the place where the Office is located.
- 21.2.11 Where a period of time is specified and dates from a given day or the day of an act or event it must be calculated exclusive of that day.
- 21.2.12 A term of this Constitution which has the effect of requiring anything to be done on or by a date which is not a business day must be interpreted as if it required it to be done on or by the next business day.

References to this Constitution

- 21.3 A reference to this Constitution, where amended, means this Constitution as so amended.

Replaceable rules

21.4 Each of the provisions of the Corporations Act which would but for this clause apply to the Company as a replaceable rule within the meaning of the Corporations Act are displaced and do not apply to the Company.

Application of Corporations Act

21.5 Unless the context otherwise requires,

21.5.1 An expression used but not defined in this Constitution has the same meaning given in the Corporations Act.

21.5.2 Where an expression referred to in clause 22.5.1 has more than one meaning in the Corporations Act and a provision of the Corporations Act deals with the same matter as the relevant clause of this Constitution, the expression has the same meaning as in that provision.