



Constitution of Coeliac Australia Limited

ACN 096 395 461
ABN 60 103 887 670

A public company limited by guarantee

AS AMENDED BY SPECIAL RESOLUTIONS ON:

22 October 2022

CONSTITUTION OF COELIAC AUSTRALIA

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Preliminary

1. Name of the Company

The name of the Company is Coeliac Australia Limited.

2. Type of Company

The Company is a not-for-profit public company limited by guarantee which is established to be, and to continue as, a Registered Charity.

3. Limited liability of Members

The liability of Members is limited to the amount of the Guarantee.

4. The Guarantee

Each Member must contribute an amount of not more than \$10.00 to the property of the Company if the Company is wound up while the Member is a Member, or within 12 months after the Member stops being a Member, and this contribution is required to pay for the:

- (a) debts and liabilities of the Company incurred before the Member stopped being a Member;
- (b) costs of winding up; and
- (c) any adjustment of the rights and contributories among Members.

5. Definitions

In this Constitution, words and phrases have the meaning set out in **clauses 83 to 85**.

Charitable purposes and powers

6. Objects

The Company's Objects are to pursue the following charitable purposes:

- (a) represent, help and support all people affected by coeliac disease, dermatitis herpetiformis and other associated conditions requiring a gluten free diet;
- (b) be a reliable and trusted source of knowledge on coeliac disease, dermatitis herpetiformis and other associated conditions;
- (c) advocate, educate and increase an understanding of the needs of people with coeliac disease, dermatitis herpetiformis and other associated conditions to government, health professional, community services, food services and the public;
- (d) initiate, encourage and support research into the causes, diagnosis, management and treatments of coeliac disease, dermatitis herpetiformis and other associated conditions;
- (e) encourage the production and distribution of ethically proven goods and services for the welfare and treatment of people with coeliac disease, dermatitis herpetiformis and other associated conditions; and
- (f) to do any other thing ancillary to, and not inconsistent with, the above.

7. Powers

Subject to **clause 8**, the Company has the following powers, which may only be used to carry out its Objects:

- (a) the powers of an individual; and
- (b) all the powers of a company limited by guarantee under the Corporations Act.

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8. Not-for-profit

- 8.1 The Company must not distribute any income or assets directly or indirectly to its Members, except as provided in **clauses 8.2** and **82**.
- 8.2 **Clause 8.1** does not stop the Company from doing the following things, provided they are done in good faith:
- (a) paying a Member for goods or services the Member has provided or expenses the Member has properly incurred at fair and reasonable rates or rates more favourable to the Company; or
 - (b) making a payment to a Member in carrying out the Company's charitable purposes.

9. Amending the Constitution

- 9.1 Subject to **clause 9.2**, the Members may amend this Constitution by passing a Special Resolution.
- 9.2 The Members must not pass a Special Resolution that amends this Constitution if passing it causes the Company to no longer be a Registered Charity.

Members

10. Membership and Register of Members

- 10.1 The Members of the Company are any person that the Board allows to be a Member, in accordance with this Constitution.
- 10.2 The Company must establish and maintain a Register of Members. The Register of Members must be kept by the Secretary and must contain:
- (a) for each current Member:
 - i name;
 - ii residential address, telephone number, electronic mail address (if any);
 - iii any alternative address nominated by the Member for the service of notices;
 - iv class of Membership; and
 - v date the Member was entered onto the Register.
 - (b) for each person who stopped being a Member in the last seven (7) years:
 - i name;
 - ii residential address, telephone number, electronic mail address (if any);
 - iii any alternative address nominated by the Member for the service of notices;
 - iv class of Membership; and
 - v dates the Membership started and ended.

10.3 The Company must give current Members access to their own record held on the Register of Members.

10.4 Information that is accessed from the Register of Members must only be used in a manner relevant to the interests or rights of Members.

11. Who can be a Member

- 11.1 Membership is available to any natural person who:
- (a) agrees to assume the liability to pay the Guarantee;

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- (b) supports the Objects and agrees to comply with the terms of this Constitution, the Charter and code of conduct produced by the Board from time to time;
- (c) lodges an application form as set out in **clause 14**;
- (d) pays any fees which are due pursuant to **clause 17**; and
- (e) satisfies any other requirements of Membership set out in the Charter.

11.2 No Member under the age of eighteen (18) years is entitled to vote on any matter pertaining to the business or functions of the Company or nominate for the position of Director.

12. Membership entitlements not transferable

A right, privilege or obligation which a person has by reason of being a Member is not capable of being transferred to another person, and terminates on cessation of the person's Membership.

13. Classes of Membership

13.1 The Members of the Company shall comprise such classes which are designated by the Directors from time to time and included in the Charter. These classes will include:

- (a) ordinary Member;
- (b) life Member; and
- (c) such other Members and Membership classes as the Board may determine from time to time and include in the Charter.

13.2 The Board may set criteria for Membership, as well as the other rights and benefits of different classes of Membership, from time to time, and these criteria shall be detailed in the Charter.

14. How to apply to become a Member

An application for Membership must be made in the form approved by the Board from time to time, provided that each such application must contain:

- (a) adequate particulars that the applicant meets the criteria for Membership as set out in the Charter and this Constitution;
- (b) the signature of the applicant, or such other form of authentication (electronic or otherwise) approved by the Board from time to time;
- (c) agreement to comply with the Company's Constitution, including paying the Guarantee under **clause 4** if required, as well as the Charter and code of conduct produced by the Board from time to time; and
- (d) agreement to support the Objects.

15. Lodging of applications

An application for Membership, accompanied by requested documentation, any Membership fee and any other joining fees pursuant to **clause 17** must be lodged at the National Office.

16. Directors decide whether to approve Membership

16.1 The Directors must consider an application for Membership within a reasonable time after the application is lodged at the National Office.

16.2 If the Directors approve an application, the Secretary must as soon as possible:

- (a) enter the new Member on the Register of Members; and
- (b) write to the applicant to tell the applicant that the application was approved, and the date that the Membership started (pursuant to **clause 18**).

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- 16.3 If the Directors reject an application, the Secretary must write to the applicant as soon as possible to tell the applicant that the application has been rejected, but does not have to give reasons.
- 16.4 For the avoidance of doubt, the Directors may approve an application even if the application does not state the matters listed in clauses **14(a)** to **14(d)**. In that case, by applying to be a Member, the applicant agrees to those matters.
- 16.5 The Board may delegate its powers to determine whether or not to approve applications for Membership to a Committee or an employee of the Company.

17. Fees, subscriptions and charges

The Board may, by resolution, set fees, subscriptions and other charges to be paid by Members and all such fees, subscriptions and charges must be paid to the Company as and when determined by the Board.

18. When a person becomes a Member

An applicant will become a Member when the applicant is entered on the Register of Members.

19. When a person stops being a Member

A person immediately stops being a Member if the person:

- (a) dies;
- (b) resigns, by writing to the Secretary;
- (c) no longer satisfies the criteria for Membership of the relevant class (unless transferred to another class by the Board);
- (d) is expelled under **clause 21**;
- (e) has not paid any relevant fee, subscription or charge for a period of three (3) months after the due date for payment; or
- (f) has not responded within three (3) months to a written request from the Secretary that the person confirms in writing that the person wants to remain a Member.

Dispute resolution and disciplinary procedures

20. Dispute resolution

- 20.1 The dispute resolution procedure in this **clause 20** 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,
- including disputes regarding fundraising.
- 20.2 A Member must not start a dispute resolution procedure under this **clause 20** in relation to a matter which is the subject of a disciplinary procedure under **clause 21** until the disciplinary procedure under **clause 21** is completed.
- 20.3 The parties involved in a dispute must try to resolve it between themselves within fourteen (14) days of becoming aware it.
- 20.4 If the parties involved in the dispute do not resolve it under **clause 20.3**, they must within fourteen (14) days:
- (a) tell the Directors about the dispute in writing;

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- (b) agree or request that a mediator be appointed; and
- (c) attempt in good faith to settle the dispute by mediation.

20.5 The mediator must:

- (a) be chosen by agreement of the parties to the dispute, or
- (b) where the parties to the dispute do not agree:
 - i for disputes between Members, be a person chosen by the Directors; or
 - ii for other disputes, be a person chosen by either the Commissioner of the ACNC or the President of the Law Society of New South Wales.

20.6 A mediator chosen by the Directors under **clause 20.5(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 any parties to the dispute.

20.7 When conducting the mediation, the mediator must:

- (a) allow the parties to the dispute a reasonable chance to be heard;
- (b) allow the parties to the dispute a reasonable chance to review any written statements;
- (c) ensure that the parties to the dispute are given natural justice; and
- (d) not make any binding determination regarding the dispute.

21. Disciplining Members

21.1 In accordance with this **clause 21**, the Directors may resolve to warn or suspend a Member, or expel a Member from the Company, if the Directors consider that:

- (a) the Member has breached:
 - i this Constitution;
 - ii the Charter; or
 - iii any code of conduct produced by the Board; or
- (b) the Member's behaviour is causing, has caused, or is likely to cause harm to the Company or its Objects or interests.

21.2 At least fourteen (14) days before the Board meeting at which a resolution under **clause 21.1** will be considered, the Secretary must notify the Member in writing:

- (a) that the Board is considering a resolution to warn, suspend or expel the Member;
- (b) that this resolution will be considered at a Board 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.

21.3 Before the Directors pass any resolution under **clause 21.1**, the Member must be given a chance to explain or defend himself or herself by:

- (a) sending the Directors a written explanation before that Board meeting; and/or
- (b) speaking at the meeting.

21.4 After considering any explanation under **clause 21.3**, the Directors may:

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- (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 21.4**); or
- (f) require the matter to be determined at a General Meeting.

21.5 The Directors cannot fine a Member.

21.6 The Secretary must give written notice to the Member of a decision under **clause 21.4** as soon as possible.

21.7 Disciplinary procedures under this **clause 21** must be completed as soon as reasonably practical once the procedures are commenced.

21.8 There will be no liability to the Company or the Board for any loss or injury suffered by a Member as a result of any decision made in good faith under this **clause 21**.

General meetings of members

22. General Meetings called by Board

22.1 The Directors may call a General Meeting.

22.2 Notwithstanding section 111L of the Corporations Act, if Members with at least five per cent (5%) of the votes that may be cast at a General Meeting make a written request to the Company for a General Meeting to be held, the Board must:

- (a) within twenty-one (21) days of the Members' request, give all Members notice of a General Meeting; and
- (b) hold the General Meeting within two (2) months of the Members' request.

22.3 The percentage of votes that Members have (in **clause 22.2**) is to be worked out as at midnight before the Members request the meeting.

22.4 The Members who make the request for a General Meeting must:

- (a) state in the request any resolution to be proposed at the meeting;
- (b) sign the request; and
- (c) give the request to the Company.

22.5 Separate copies of a document setting out the request may be signed by Members if the wording of the request is the same in each copy.

23. General Meetings called by Members

23.1 Notwithstanding section 111L of the Corporations Act, if the Board does not call the meeting within twenty-one (21) days of being requested under **clause 22.2**, fifty per cent (50%) or more of the Members who made the request may call and arrange to hold a General Meeting.

23.2 To call and hold a meeting under **clause 23.1** the Members must:

- (a) as far as possible, follow the procedures for General Meetings set out in this Constitution;

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- (b) call the meeting using the list of Members on the Company's Register, which the Company must provide or otherwise allow access to the Members making the request at no cost; and
- (c) hold the General Meeting within three months after the request was given to the Company.

23.3 The Company must pay the Members who request the General Meeting any reasonable expenses they incur because the Board did not call and hold the meeting pursuant to **clause 22.2**.

24. Annual General Meeting

24.1 Notwithstanding section 111L of the Corporations Act, a General Meeting, called the annual General Meeting, must be held at least once in every calendar year.

24.2 Even if these items are not set out in the notice of meeting, the business of an annual General Meeting may include:

- (a) a review of the Company's activities;
- (b) a review of the Company's finances;
- (c) any Auditor's report;
- (d) the introduction and ratification of the appointment of Directors appointed since the last annual General Meeting; and
- (e) the appointment of Auditors, if any.

24.3 Before or at the annual General Meeting, the Directors must give information to the Members on the Company's activities and finances during the period since the last annual General Meeting.

24.4 The Chair of the annual General Meeting must give Members as a whole a reasonable opportunity at the meeting to ask questions or make comments about the management of the Company.

25. Notice of General Meetings

25.1 Notice of a General Meeting must be given to:

- (a) each Voting Member;
- (b) each Director; and
- (c) the Auditor (if any).

25.2 Notice of a General Meeting must be provided in writing at least twenty-one (21) days before the General Meeting.

25.3 Subject to **clause 25.4**, notice of a General Meeting may be provided fewer than twenty-one (21) days before the General Meeting if, notwithstanding section 111L of the Corporations Act:

- (a) for an annual General Meeting, all the Members entitled to attend and vote at the annual General Meeting agree beforehand, or
- (b) for any other General Meeting, Members with at least ninety-five per cent (95%) of the votes that may be cast at the General Meeting agree beforehand.

25.4 Notice of a General Meeting cannot be provided fewer than twenty-one (21) days before the meeting if a resolution will be moved to:

- (a) remove a Director; or
- (b) remove an Auditor.

25.5 Notice of a General Meeting must include:

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- (a) the place, date and time for the General Meeting (and if the General Meeting is to be held in two (2) or more places, the technology that will be used to facilitate this);
- (b) the general nature of the General Meeting's business;
- (c) if applicable, that a Special Resolution is to be proposed and the words of the proposed Special Resolution;
- (d) notwithstanding section 111L of the Corporations Act, a statement that Members have the right to appoint proxies and that, if a Member appoints a proxy:
 - i the proxy does not need to be a Member of the Company;
 - ii the Proxy Form must be delivered to the Company at the National Office or the address (including an electronic address) specified in the notice of the General Meeting; and
 - iii the Proxy Form must be delivered to the Company at least forty-eight (48) hours before the meeting.

25.6 If a General Meeting is adjourned (put off) for one month or more, the Members must be given new notice of the resumed meeting.

25.7 Any failure to notify in writing any person entitled to receive notice of the General Meeting or failure of a person to receive a written notice shall not affect the validity of the cancellation, the change of venue or the postponement of the General Meeting.

26. Quorum at General Meetings

26.1 No business may be conducted at a General Meeting unless there is a quorum of Members Present at all times during the General Meeting.

26.2 Twenty (20) Members Present shall constitute a quorum for all General Meetings, but if the Company ever has fewer than forty (40) Voting Members, then fifty per cent (50%) of the total number of Voting Members who are Members Present shall constitute a quorum of Members.

26.3 If there is no quorum present within thirty (30) minutes after the starting time stated in the notice of General Meeting, the General Meeting is adjourned to the date, time and place that the Chair specifies. If the Chair does not specify one or more of those things, the General Meeting is adjourned to:

- (a) if the date is not specified – the same day in the next week;
- (b) if the time is not specified – the same time; and
- (c) if the place is not specified – the same place.

26.4 If no quorum is present at the resumed General Meeting within thirty (30) minutes after the starting time set for that General Meeting, the General Meeting is cancelled.

27. Auditor's right to attend meetings

27.1 The Auditor (if any) is entitled to attend any General Meeting and to be heard by the Members on any part of the business of the meeting that concerns the Auditor in the capacity of Auditor.

27.2 The Company must give the Auditor (if any) any communications relating to the General Meeting that a Member of the Company is entitled to receive.

28. Using technology to hold meetings

28.1 The Company may hold a General Meeting at two (2) or more venues using any technology that gives the members as a whole a reasonable opportunity to participate, including to hear and be heard.

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28.2 Anyone using this technology is taken to be present in person at the General Meeting.

29. Chair for general meetings

29.1 The President is entitled to preside as Chair of General Meetings.

29.2 The Members Present at a General Meeting may choose a Director to preside as Chair for a General Meeting if:

- (a) there is no President; or
- (b) the President is not present within thirty (30) minutes after the starting time set for the General Meeting; or
- (c) the President is present but says he or she does not wish to preside as Chair of the meeting; or
- (d) the President has previously notified the Secretary that he or she will not be attending the meeting.

30. Role of the Chair

30.1 The Chair is responsible for the conduct of the General Meeting, and for this purpose must give Members a reasonable opportunity to make comments and ask questions (including to the Auditor (if any)).

30.2 The Chair does not have a casting vote in addition to a deliberative vote at a General Meeting.

31. Adjournment of General Meetings

31.1 If a quorum is present, a General Meeting must be adjourned if a majority of Members Present direct the Chair to adjourn it.

31.2 Only unfinished business may be dealt with at a General Meeting resumed after an adjournment.

Members' resolutions and statements

32. Members' resolutions and statements

32.1 Notwithstanding section 111L of the Corporations Act, Members with at least five per cent (5%) of the votes that may be cast on a resolution may give:

- (a) written notice to the Company of a resolution they propose to move at a General Meeting; and/or
- (b) a written request to the Company that the Company give all of its Members a statement about a proposed resolution or any other matter that may properly be considered at a General Meeting.

32.2 A notice of a Members' Resolution must set out the wording of the proposed Members' Resolution and be signed by the Members proposing the Members' Resolution.

32.3 A request to distribute a Members' Statement must set out the Members' Statement to be distributed and be signed by the Members making the request.

32.4 Separate copies of a document setting out the notice of a Members' Resolution or request for a Members' Statement may be signed by Members if the wording is the same in each copy.

32.5 The percentage of votes that Members have (as described in **clause 32.1**) is to be worked out as at midnight before the request or notice is given to the Company.

32.6 If the Company has been given notice of a Members' Resolution under **clause 32.1(a)**, the resolution must be considered at the next General Meeting held not more than two (2) months after the notice is given.

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32.7 This **clause 32** does not limit any other right that a Member has to propose a resolution at a General Meeting.

33. Company must give notice of proposed resolution or distribute statement

33.1 If the Company has been given a notice or request under **clause 32**:

- (a) in time to send the notice of proposed Members' Resolution or a copy of the Members' Statement to Members with a notice of meeting, it must do so at the Company's cost; or
- (b) too late to send the notice of proposed Members' Resolution or a copy of the Members' Statement to Members with a notice of meeting, then the Members who proposed the resolution or made the request must pay the expenses reasonably incurred by the Company in giving Members notice of the proposed Members' Resolution or a copy of the Members' Statement. However, at a General Meeting, the Members may pass a resolution that the Company will pay these expenses.

33.2 The Company does not need to send the notice of proposed Members' Resolution or a copy of the Members' Statement to Members if:

- (a) it is more than one thousand (1,000) words long;
- (b) the Directors consider it may be defamatory or in breach of a law;
- (c) **clause 33.1(b)** applies, and the Members who proposed the Members' Resolution or made the request for the Members' Statement have not paid the Company enough money to cover the cost of sending the notice of the proposed Members' Resolution or a copy of the Members' Statement to Members; or
- (d) in the case of a proposed Members' Resolution, the Members' Resolution does not relate to a matter that may be properly considered at a General Meeting or is otherwise not a valid resolution able to be put to the Members.

34. Circular resolutions of Members

34.1 Subject to **clause 34.3**, the Directors may put a resolution to the Voting Members to pass a resolution in writing, without a General Meeting being held.

34.2 The Directors must notify the Auditor (if any) as soon as possible that a Circular Resolution has been or will be put to Voting Members and set out the wording of the Circular Resolution.

34.3 Circular Resolutions cannot be used:

- (a) for a resolution to remove an Auditor, to appoint a Director or to remove a Director;
- (b) for passing a Special Resolution; or
- (c) where the Corporations Act or this Constitution requires a meeting to be held.

34.4 A Circular Resolution is passed if all the Voting Members entitled to vote on the resolution sign or agree to the Circular Resolution, in the manner set out in **clause 34.5** or **34.6**.

34.5 Voting Members may sign:

- (a) a single document setting out the Circular Resolution and containing a statement that they agree to the Circular Resolution, or
- (b) separate copies of that document, as long as the wording is the same in each copy.

34.6 The Company may send a Circular Resolution by email to Voting Members and Voting Members may agree by sending a reply email to that effect, including the text of the resolution in their reply.

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Voting at general meetings

35. How many votes a Member has

Each Voting Member has one (1) vote.

36. Challenge to Member's right to vote

36.1 A Member or the Chair may only challenge a person's right to vote at a General Meeting at that General Meeting.

36.2 If a challenge is made under **clause 36.1**, the Chair must decide whether or not the person may vote. The Chair's decision is final.

37. How voting is carried out

37.1 Voting must be conducted and decided by:

- (a) a show of hands;
- (b) a vote in writing; or
- (c) another method chosen by the Chair that is fair and reasonable in the circumstances.

37.2 Before a vote is taken, the Chair must state whether any proxy votes have been received and, if so, how the proxy votes will be cast.

37.3 On a show of hands, the Chair's decision is conclusive evidence of

37.4 the result of the vote.

37.5 The Chair does not need to announce, and the General Meeting minutes do not need to state, the number or proportion of the votes recorded in favour or against on a show of hands.

38. When and how a vote in writing must be held

38.1 Notwithstanding section 111L of the Corporations Act, a vote in writing may be demanded on any resolution instead of or after a vote by a show of hands by:

- (a) at least five Members Present;
- (b) Members Present with at least 5% of the votes that may be passed on the resolution on the vote in writing (worked out as at the midnight before the vote in writing is demanded); or
- (c) the Chair.

38.2 A vote in writing must be taken when and how the Chair directs, unless **clause 38.3** applies.

38.3 A vote in writing must be held immediately if it is demanded under **clause 38.1**:

- (a) for the election of a Chair under **clause 29.2**, or
- (b) to decide whether to adjourn the meeting.

38.4 A demand for a vote in writing may be withdrawn.

39. Appointment of proxy

39.1 Notwithstanding section 111L of the Corporations Act, a Voting Member may appoint a proxy to attend and vote at a General Meeting on the Voting Member's behalf.

39.2 A proxy does not need to be a Member.

39.3 A proxy appointed to attend and vote for a Voting Member has the same rights as the Voting Member to:

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- (a) speak at the meeting;
 - (b) participate in a vote in writing (but only to the extent allowed by the appointment); and
 - (c) join in to demand a vote in writing under **clause 38.1**.
- 39.4 An appointment of proxy must be signed by the Voting Member appointing the proxy and must contain:
- (a) the Voting Member's name and address;
 - (b) the proxy's name or the name of the office held by the proxy; and
 - (c) the meeting(s) at which the appointment may be used.
- 39.5 A proxy appointment may be standing (ongoing).
- 39.6 Proxy Forms must be received by the Company at the address stated in the notice under **clause 25.5** or at the National Office at least forty-eight (48) hours before a meeting.
- 39.7 A proxy does not have the authority to speak and vote for a Voting Member at a meeting while the Voting Member is at the meeting.
- 39.8 Unless the Company receives written notice before the start or resumption of a General Meeting at which a proxy votes, a vote cast by the proxy is valid even if, before the proxy votes, the appointing Voting Member:
- (a) dies;
 - (b) is mentally incapacitated; or
 - (c) revokes the proxy's appointment.
- 39.9 A proxy appointment may specify the way the proxy must vote on a particular resolution.

40. Voting by proxy

- 40.1 A proxy is not entitled to vote on a show of hands (but this does not prevent a person who is attending as a Voting Member, and who also holds a proxy, from voting as a Voting Member on a show of hands).
- 40.2 When a vote in writing is held, a proxy:
- (a) does not need to vote, unless the proxy appointment specifies the way the proxy must vote;
 - (b) if the way they must vote is specified on the Proxy Form, must vote that way; and
 - (c) if the proxy is also a Voting Member or holds more than one proxy, may cast the votes held in different ways.

Directors

41. Number of Directors

- 41.1 The Board shall consist of no fewer than three (3) and no more than nine (9) persons.
- 41.2 Subject to section 201P of the Corporations Act, the Board may by resolution vary the number of Directors holding office from that referred to in **clause 41.1**.

42. Composition of Board

- 42.1 The Board:
- (a) must have a majority of Member Directors; and

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(b) subject to (a), may have Independent Directors,
so long as the number of Directors is within the range referred to in **clause 41**.

43. Eligibility for appointment as a Director

To be eligible to be appointed as a Director a person must:

- (a) be an individual;
- (b) be at least eighteen (18) years old;
- (c) in accordance with **clause 51.4**, be eligible to serve a full term of three (3) years;
- (d) give the Company his or her signed consent to act as a Director of the Company;
and
- (e) not otherwise be ineligible or disqualified from holding office under this Constitution, the Corporations Act or the ACNC Act.

44. Non-eligibility of Auditor

Any current or former Auditor of the Company, or partner or employee or employer of that Auditor, is ineligible to be appointed as a Director.

45. Other offices held by Directors

A Director may not hold any other office or position of profit in the Company except on such conditions as the Directors determine by resolution.

46. Appointment of Independent Directors

The Board may appoint Independent Directors to the Board who are not Members of the Company. These appointees will be appointed on the basis of their skills and experience and on such conditions as are detailed in the Charter from time to time.

47. Appointment of Member Directors

47.1 The Board shall appoint Member Directors to the Board, who must be Members of the Company. Subject to **clause 47.2**, these appointees will be appointed on the basis of their skills and experience and on such conditions as are detailed in the Charter from time to time.

47.2 If Members with at least five percent (5%) of the votes that may be cast at a General Meeting, by no later than two weeks before a Board meeting, nominate in writing a qualified person to become a Member Director and that person consents to such appointment:

- (a) provided that that appointment would not result in a greater number of directors than the maximum permitted under **clause 41**, the Board must appoint that person as a Member Director at the next Board meeting following the receipt of the nomination; and
- (b) if that appointment would result in a greater number of Directors than the maximum permitted under **clause 41.1**, then:
 - i the Board must not appoint the person as a Director at the next Board meeting but, at the next annual General Meeting;
 - ii that person's nomination must be put to the Members for confirmation by resolution;
 - iii if the person's appointment is confirmed, then the Board must appoint that person as a Director at its next meeting and that person will replace a Director whose term of office is next due to expire by the effluxion of time under **clause 51.2**. The replaced Director will cease to be a Director at the end of that meeting. If there are two or more Directors whose term of office

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is due to expire on the same day and no Director chooses to retire, the Director to be replaced shall be determined by lot. If the person's appointment is not confirmed, then the Board need not appoint that person to be a Director at the end of that meeting.

47.3 If the Board appoints a Director, the Company must confirm the appointment by resolution at the next General Meeting of the Company. If the appointment is not confirmed, the person ceases to be a Director at the end of the General Meeting.

48. Casual Vacancies

48.1 Should a casual vacancy occur on the Board, the Board may appoint another person as a Director to fill the casual vacancy as soon as reasonably practicable, such Director to hold office for the balance of the term of the vacating Director.

48.2 If the number or composition of Directors is reduced to fewer than the number or composition required under **clauses 41** and **42.1** due to a casual vacancy or the inability to appoint a replacement Director, the remaining Directors may act as the Board and have the full powers of the Board for up to six months or until the end of the next annual General Meeting, whichever is first.

48.3 If the number of Directors is reduced to fewer than the number required for a quorum, the continuing Directors may act for the purpose of increasing the number of Directors, calling a General Meeting or in emergencies, but for no other purpose.

49. Alternate Directors

Alternate Directors are not permitted.

50. Election of Office Bearers

50.1 The Board must elect, from among the Directors, a:

- (a) President; and
- (b) such other Office Bearers determined by the Board from time to time, at a meeting held immediately after the annual General Meeting each year.

50.2 Office Bearers shall hold office for terms of one (1) year each, but can be re-elected for terms of one (1) year each, provided that an Office Bearer does not hold the Office Bearer position beyond his or her term as a Director.

50.3 Should an Office Bearer vacate that office within his or her term, the Board must, at the next Board meeting following the vacation of office, elect another Director to fill that role for the remainder of the current term.

51. Term of office

51.1 A Director's term of office starts upon the Director's appointment by the Board and ends at the end of the annual General Meeting at which the Director retires.

51.2 Other than in the case of a Director who was appointed under **clause 48** to fill a casual vacancy, each Director shall serve a term of three (3) years from the date of the annual General Meeting immediately preceding the Director's appointment.

51.3 Subject to **clause 43(e)**, at the conclusion of a Director's first term, the Director can serve up to two (2) further terms of three (3) years each.

51.4 Directors may not hold office for more than nine (9) consecutive years.

51.5 Once a Director serves the maximum consecutive term pursuant to **clause 51.4**, that Director is only eligible for reappointment to the Board once a period of at least three (3) years has passed since that Director's last term on the Board.

51.6 If a Members' Resolution is made under **clause 32** to the effect that a Director be removed from that position and if the resolution is passed at the General Meeting at

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which it is considered, then that Director ceases to be a Director at the end of that meeting and may not be re-appointed unless the members at a later general meeting approve such appointment in advance of it taking effect.

51A Transitional

The amendments to **clauses 46, 47 and 51** made in 2022 shall not alter or affect the appointment, term of office or date of retirement of any Director who was in office at or from the date on which a resolution for those amendments was passed at a General Meeting.

52. When a Director stops being a Director

The office of a Director shall become vacant if the Director:

- (a) gives written notice of resignation as a Director to the Company;
- (b) dies;
- (c) is removed as a Director by the Members in accordance with the Corporations Act or clause 51.6;
- (d) in the case of a Member Director, ceases to be a Member of the Company;
- (e) is absent for three (3) consecutive Directors' meetings without approval from the Directors, and the Board resolves that this constitutes resignation;
- (f) fails to comply with **clause 59(e)** relating to disclosure of a conflict of interest and the Board resolves that this justifies the Director's resignation; or
- (g) becomes ineligible to be a Director of the Company under the Corporations Act or the ACNC Act.

Powers of Directors

53. Powers of Directors

53.1 The Directors are responsible for managing and directing the activities of the Company to achieve the Objects.

53.2 The Directors may use all the powers of the Company except for powers that, under the Corporations Act or this Constitution, may only be used by Members or the Company in General Meeting.

53.3 The Directors must decide on the responsible financial management of the Company including:

- (a) any suitable written delegations of power under **clause 54**; and
- (b) how money will be managed, such as how electronic transfers, negotiable instruments or cheques must be authorised and signed or otherwise approved.

54. Delegation of Directors' powers

54.1 The Directors may delegate any of their powers and/or functions to a Committee, a Director, an employee of the Company or any other person, as they consider appropriate.

54.2 A delegation of the Board's powers and/or functions must be recorded in the Company's minute book.

55. Committee powers and meetings

55.1 The Board may form and delegate any of its powers to a Committee consisting of such Directors and/or other persons as it thinks fit and may from time to time revoke such delegation.

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- 55.2 The Board has the power to require any Committee to have all decisions made by that Committee ratified by the Board.
- 55.3 A Committee must in exercise of the powers delegated to it conform to any directions and restrictions that may be imposed on it by the Board. A power so exercised shall be taken to be exercised by the Board.
- 55.4 The meetings and proceedings of any Committee consisting of more than one person will be governed by the provisions for regulating the meetings and proceedings of the Board contained in this Constitution.
- 55.5 A minute of all the proceedings and decisions of every Committee shall be made, entered and signed in the same manner in all respects as minutes of proceedings of the Board are required by the Corporations Act and this Constitution to be made entered and signed. A copy of such Committee minutes shall be tabled at the next Board meeting.
- 55.6 The Board shall establish Terms of Reference for each Committee, and the rules for meetings and proceedings of any Committee, as well as the election and/or appointment of members of that Committee, will be included in its Terms of Reference. The Terms of Reference may be included in the Charter.

56. [Intentionally blank]

57. Payments to Directors

- 57.1 The Company must not pay fees to a Director for acting as a Director.
- 57.2 The Company may:
- (a) pay a Director for work done for the Company, other than as a Director, if the amount is no more than a reasonable fee for the work done; or
 - (b) reimburse a Director for expenses properly incurred by the Director in connection with the affairs of the Company.
- 57.3 Any payment made under **clause 57.2** must be approved by the Board.
- 57.4 The Company may pay premiums for insurance indemnifying Directors, as allowed for by law (including the Corporations Act) and this Constitution.

58. Execution of documents

Without limiting the manner in which the Company may execute a document, including as permitted under section 126 of the Corporations Act, the Company may execute any agreement, deed or other document without using a common seal if the document is signed by:

- (a) two (2) Directors; or
- (b) a Director and the Secretary.

Duties of Directors

59. Duties of Directors

The Directors must comply with their duties as directors under legislation and common law (judge-made law), and with the duties described in governance standard 5 of the ACNC Regulations, which are:

- (a) to exercise their powers and discharge their duties with the degree of care and diligence that a reasonable individual would exercise if the individual were a Director of the Company;
- (b) to act in good faith in the best interests of the Company and to further the Objects;

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- (c) not to misuse their position as Directors;
- (d) not to misuse information they gain in their role as Directors;
- (e) to disclose any perceived or actual material conflicts of interest in the manner set out in **clause 60**;
- (f) to ensure that the financial affairs of the Company are managed responsibly; and
- (g) not to allow the Company to operate while it is insolvent.

60. Conflicts of interest

60.1 A Director must disclose the nature and extent of any actual or perceived material conflict of interest in a matter that is being considered at a meeting of Directors (or that is proposed in a circular resolution):

- (a) to the other Directors; and
- (b) if all of the Directors have the same conflict of interest, to the Members at the next General Meeting, or at an earlier time if reasonable to do so.

60.2 The disclosure of a conflict of interest by a Director must be recorded in the minutes of the meeting.

60.3 Each Director who has a material personal interest in a matter that is being considered at a meeting of Directors (or that is proposed in a Circular Resolution) must not, except as provided under **clause 60.5**:

- (a) be present at the meeting while the matter is being discussed;
- (b) vote on the matter;
- (c) sign or countersign any document relating to that contract or arrangement or proposed contract or arrangement; or
- (d) vote in respect of, or in respect of any matter arising out of, the contract or arrangement or proposed contract or arrangement.

60.4 A Director who is prohibited from voting on a matter under **clause 60.3** may still be counted in determining whether there is a quorum present at any meeting of the Board considering that contract or arrangement or proposed contract or arrangement.

60.5 A Director may still be present and vote if:

- (a) the Director's interest arises because the Director is a Member of the Company, and the other Members have the same interest;
- (b) all of the Directors have the same conflict of interest, they resolve to disclose that conflict to the Members in accordance with paragraph 60.1(b) and they resolve that the matter requires a decision to be made by the Board before their conflict can be disclosed to the Members;
- (c) the Director's interest relates to an insurance contract that insures, or would insure, the Director against liabilities that the Director incurs as a Director of the Company (see **clause 80**);
- (d) the Director's interest relates to a payment by the Company under **clause 79**, or any contract relating to an indemnity that is allowed under the Corporations Act;
- (e) the Australian Securities and Investments Commission makes an order allowing the Director to vote on the matter; or
- (f) the Directors who do not have a material personal interest in the matter pass a resolution that:
 - i identifies the Director, the nature and extent of the Director's interest in the matter and how it relates to the affairs of the Company; and

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- ii says that those Directors are satisfied that the interest should not stop the Director from voting or being present.

Directors' meetings

61. When the Directors meet (Board meeting)

The Directors may decide how often, where and when they meet.

62. Calling Board meetings

62.1 A Director may call a Board meeting by giving reasonable notice to all of the other Directors.

62.2 A Director may give notice in writing or by any other means of communication that has previously been agreed to by all of the Directors.

63. Chair for Directors' meetings

63.1 The President is entitled to preside as Chair at Board meetings.

63.2 The Directors at a Board meeting may choose a Director to be the Chair for that meeting if:

- (a) there is no President; or
- (b) the President is not present within thirty (30) minutes after the starting time set for the meeting; or
- (c) the President is present but does not want to act as Chair of the meeting; or
- (d) the President has previously notified the Secretary that he or she will not be attending the meeting.

64. Quorum at Directors' meetings

64.1 Unless the Directors determine otherwise, the quorum for a Board meeting is:

- (a) a majority (more than 50%) of the total number of Directors; and
- (b) a majority (more than 50%) of the Directors present at the Board meeting are Member Directors.

64.2 A quorum must be present for the whole Board meeting in order for any business to be transacted.

65. Using technology to hold Board meetings

65.1 The Board may hold its meetings by using any technology (such as video or teleconferencing) that is agreed to by all of the Directors.

65.2 The Directors' agreement under clause 65.1 may be a standing (ongoing) one.

65.3 A Director may only withdraw their consent under clause 65.1 within a reasonable period before the meeting.

66. Passing resolutions at Board meetings

A resolution must be passed by a majority of the votes cast by Directors present (whether in person or by permitted technology) and entitled to vote on the resolution.

67. Voting by Chair at Board meetings

In case of an equality of votes on a resolution at a Board meeting the Chair will have a second or casting vote on that resolution in addition to a deliberative vote.

68. Circular resolutions of Directors

68.1 The Directors may pass a Circular Resolution in writing without a Directors' meeting being held.

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68.2 A Circular Resolution is passed if all the Directors entitled to vote on the resolution sign or otherwise agree to the resolution in the manner set out in **clause 68.3** or **clause 68.4**.

68.3 Each Director may sign:

- (a) a single document setting out the Circular Resolution and containing a statement that the Director agrees to the Circular Resolution; or
- (b) separate copies of that document, as long as the wording of the Circular Resolution is the same in each copy.

68.4 The Company may send a Circular Resolution by email to the Directors, and the Directors may agree to the Circular Resolution by sending a reply email to that effect, including the text of the resolution in their reply.

68.5 A Circular Resolution is passed when the last Director signs or otherwise agrees to the resolution in the manner set out in **clause 68.3** or **clause 68.4**.

68.6 A Circular Resolution cannot be used for a resolution to remove a Director from the Board.

69. Validation of acts of Directors

All acts done:

- (a) at any meeting of the Board; or
- (b) by any person acting as a Director,

shall, even if it is discovered afterwards that there was a defect in the appointment or continuance in office of any such Director or person or that they or any of them were disqualified or were not entitled to vote, be as valid as if every such person had been duly appointed or had continued in office and was duly qualified to be a Director and had been entitled to vote.

Secretary

70. Appointment and role of Secretary

70.1 The Company must have at least one Secretary, who may also be a Director.

70.2 A Secretary must be appointed by the Directors (after giving the Company a signed consent to act as Secretary of the Company) and may be removed by the Directors.

70.3 The Directors must decide the terms and conditions under which the Secretary is appointed, including any remuneration.

70.4 The role of the Secretary includes:

- (a) maintaining a Register of the Company's Members, and
- (b) maintaining the minutes and other records of General Meetings (including notices of meetings), Directors' meetings and Circular Resolutions.

Minutes and records

71. Minutes and records

71.1 The Company must, within one month of the General Meeting or Circular Resolution of Members occurring, or the notice or statement being sent, make and keep the following records:

- (a) minutes of proceedings and resolutions of General Meetings;
- (b) minutes of Circular Resolutions of Members;
- (c) a copy of a notice of each General Meeting; and

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- (d) a copy of a Members' Statement distributed to Members under **clause 32.1(b)**.
- 71.2 The Company must, within one month of the Board meeting or Circular Resolution of the Board occurring, make and keep the following records:
- (a) minutes of proceedings and resolutions of Board meetings (including meetings of any Committees); and
 - (b) minutes of Circular Resolutions of Directors.
- 71.3 To allow Members to inspect the Company's records:
- (a) the Company must give a Member access to the records set out in **clause 71.1**; and
 - (b) the Directors may authorise a Member to inspect other records of the Company, including records referred to in **clause 71.2** and **clause 72.1**.
- 71.4 The Directors must ensure that minutes of a General Meeting or a Directors' meeting are signed within a reasonable time after the meeting by:
- (a) the Chair of the meeting, or
 - (b) the Chair of the next meeting.
- 71.5 The Directors must ensure that minutes of the passing of a Circular Resolution (of members or Directors) are signed by a Director within a reasonable time after the Circular Resolution is passed.

72. Financial and related records

- 72.1 The Company must make and keep written financial records that:
- (a) correctly record and explain its transactions and financial position and performance; and
 - (b) enable true and fair financial statements to be prepared and to be audited.
- 72.2 The Company must also keep written records that correctly record its operations.
- 72.3 The Company must retain its records for at least seven (7) years.
- 72.4 The Directors must take reasonable steps to ensure that the Company's records are kept safe.

Charter

73. Coeliac Australia Limited Charter

- 73.1 The Board will adopt a Charter in respect of its responsibilities under this Constitution and consistent with generally accepted principles of good governance.
- 73.2 Without detracting from the generality of the foregoing, the Charter will include but is not limited to including:
- (a) the roles and responsibilities of Directors;
 - (b) matters reserved to the Board;
 - (c) the roles and responsibilities of the Chief Executive Officer, the Office Bearers and the Secretary of the Company, including
 - (d) the Board's reporting requirements with respect to the operations of the Company;
 - (e) the roles and responsibilities (including the Terms of Reference) of the Committees established by the Board;

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- (f) the procedures and processes for the effective functioning of the Board and Committees;
- (g) the ethical behaviour of Board members;
- (h) the basis on which the Charter would be regularly reviewed;
- (i) the rights and privileges that shall be accorded to all classes of Membership;
- (j) [INTENTIONALLY BLANK]
- (k) the establishment of different categories of Membership and admission prerequisites and to the setting of Membership and other dispensations or the waiving of fees and conditions; and
- (l) such other things as would promote good governance and the responsible stewardship of the Company.

73.3 Members and Directors must comply with the Charter.

73.4 A resolution of the Board, passed by no less than seventy-five per cent (75%) of those Directors present and entitled to vote at the meeting who vote on the resolution, is required to change the Charter.

73.5 In the event of any inconsistency between the Constitution and the Charter, the Constitution shall prevail.

Notice

74. What is notice

74.1 Anything written to or from the Company under any clause in this Constitution is written notice and is subject to **clauses 75 to 77**, unless specified otherwise.

74.2 **Clauses 75 to 77** do not apply to a notice of proxy under **clause 39**.

75. Notice to the Company

Written notice or any communication under this Constitution may be given to the Company, the Directors or the Secretary by:

- (a) delivering it to the Company's National Office;
- (b) posting it to the Company's National Office or to another address chosen by the Company for notice to be provided;
- (c) sending it to an email address or other electronic address notified by the Company to the Members as the Company's email address or other electronic address; or
- (d) sending it to the fax number notified by the Company to the Members as the Company's fax number.

76. Notice to Members

76.1 Written notice or any communication under this Constitution may be given to a Member:

- (a) in person;
- (b) by posting it to, or leaving it at the address of the Member in the Register of Members or an alternative address (if any) nominated by the Member for service of notices;
- (c) sending it to the email or other electronic address of the Member in the Register (if any) or any other electronic address nominated by the Member as an alternative address for service of notices (if any);

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- (d) sending it to the fax number nominated by the Member as an alternative address for service of notices (if any); or
- (e) if agreed to by the Member, by notifying the Member at an email or other electronic address nominated by the Member, that the notice is available at a specified place or address (including an electronic address).

76.2 If the Company does not have an address for the Member, the Company is not required to give notice in person.

77. When notice is taken to be given

A notice:

- (a) delivered in person, or left at the recipient's address, is taken to be given on the day it is delivered;
- (b) sent by post, is taken to be given on the third (3rd) Business Day after it is posted with the correct payment of postage costs;
- (c) sent by email, fax or other electronic method, is taken to be given on the Business Day after it is sent; and
- (d) given under **clause 76.1(e)** is taken to be given on the Business Day after the notification that the notice is available is sent.

Financial year

78. Company's financial year

The Company's financial year is from 1 July to 30 June, unless the Board passes a resolution to change the financial year.

Indemnity, insurance and access

79. Indemnity

79.1 The Company indemnifies each officer of the Company out of the assets of the Company, to the relevant extent, against all losses and liabilities (including costs, expenses and charges) incurred by that person as an officer of the Company.

79.2 In this **clause 79**, 'officer' means a Director, Treasurer or Secretary and includes a Director, Treasurer or Secretary after ceasing to hold that office.

79.3 In this **clause 79**, 'to the relevant extent' means:

- (a) to the extent that the Company is not precluded by law (including the Corporations Act) from doing so; and
- (b) for the amount that the officer is not otherwise entitled to be indemnified and is not actually indemnified by another person (including an insurer under an insurance policy).

79.4 The indemnity is a continuing obligation and is enforceable by an officer even though that person is no longer an officer of the Company.

80. Insurance

To the extent permitted by law (including the Corporations Act), and if the Directors consider it appropriate, the Company may pay or agree to pay a premium for a contract insuring a person who is or has been an officer of the Company against any liability incurred by the person as an officer of the Company.

81. Directors' access to documents

81.1 A Director has a right of access to the financial records of the Company at all reasonable times.

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- 81.2 If the Directors agree, the Company must give a Director or former Director access to:
- (a) certain documents, including documents provided for or available to the Directors; and
 - (b) any other documents referred to in those documents.

Winding up

82. Distribution of surplus assets

- 82.1 If any surplus remains following the winding up of the Company, that will be given or transferred to another institution(s) or corporation(s) which has (have)
- (a) objects which are similar to the Objects and is charitable;
 - (b) a constitution which requires its income and property to be applied in promoting its objects;
 - (c) a constitution which prohibits it from paying or distributing its income and property amongst its members to an extent at least as great as imposed on the Company by **clause 8**; and
 - (d) DGR endorsement.
- 82.2 [INTENTIONALLY BLANK]
- 82.3 The identity of the corporation(s) or institution(s) referred to in **clause 82.1** is to be determined:
- (a) by the Board; or
 - (b) if the Board does not decide or does not wish to decide, then by the Members, in writing at or before the time of dissolution and failing such determination being made, by application to the Supreme Court of New South Wales for determination.
- 82.4 In the event that the Company ever has its endorsement as a DGR revoked, the Company must transfer all remaining gifts, deductible contributions and any money received in respect of such gifts and contributions to another DGR(s) which is charitable at law, such DGR(s) to be determined by the Board, or failing the Board, the Members, and failing such determination being made by either the Board or the Members, by application to the Supreme Court of New South Wales for determination.

Definitions and interpretation

83. Definitions

In this Constitution:

ACNC means Australian Charities and Not-for-profits Commission;

ACNC Act means Australian Charities and Not-for-profits Commission Act 2012 (Cth);

ACNC Regulations means Australian Charities and Not-for-profits Commission Regulation 2013 (Cth);

Alternate Director means a person of a Director's choosing who sits on the Board in that Director's place in the event that the Director cannot attend a meeting;

Auditor means a person (if any) appointed as an auditor of the Company;

Board means the Directors acting as the board of Directors of the Company;

Business Day means a day on which trading banks are open for business in New South Wales, other than a Saturday or a Sunday;

Chair means the person holding that office under this Constitution and includes any

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assistant or acting chair;

Charter means the policy document referred to in **clause 73** that complements and is not inconsistent with this Constitution and contains a set of rights, responsibilities and obligations that pertain to the functioning of the Company, its Board and Committees;

Chief Executive Officer has the same meaning as in section 295A(4) of the Corporations Act;

Circular Resolution means, in relation to the Members, a resolution referred to in **clause 34.1**, and in relation to the Board, a resolution referred to in **clause 68.1**;

Committee means a committee established in accordance with **clause 55**;

Company means Coeliac Australia Limited;

Constitution means this Constitution as amended from time to time and a reference to a clause is a reference to a clause of this Constitution;

Corporations Act means Corporations Act 2001 (Cth);

DGR means a deductible gift recipient as defined by the law;

Director means a Director of the Company;

General Meeting means a general meeting of Members of the Company;

Guarantee means the guarantee amount referred to in **clause 4**;

Independent Director means a Director appointed in accordance with **clause 46.1**;

Member means a natural person admitted as a Member under any class of membership referred to in the Charter and admitted under the terms of clause 16, and Membership has the corresponding meaning;

Member Director means a Director appointed in accordance with **clause 47**;

Member Present means, in connection with a General Meeting, a Voting Member present in person, or by proxy at the venue or venues for the meeting;

Members' Resolution means a resolution referred to in **clause 32.1(a)**;

Members' Statement means a statement referred to in **clause 32.1(b)**; National Office means the address listed as the National Office on the Company's website (www.coeliac.org.au), and which, for the avoidance of doubt, is not necessarily the registered office for the time being of the Company;

Objects means the objects of the Company set out in **clause 6**; Office Bearer means a person holding any of the offices specified in **clause 50.1**;

President means the Director appointed as the president in accordance with **clause 50.1(a)**;

Proxy Form means a form referred to in **clause 39.4**;

Register means the register of Members to be kept pursuant to the Corporations Act;

Registered Charity means a charity that is registered under the ACNC Act;

Registration means registration of the Company as company by the Australian Securities and Investments Commission;

Replaceable Rules means the replaceable rules applicable to a public company limited by guarantee set out in the Corporations Act;

Secretary means an individual appointed under **clause 70** as a Secretary of the Company and includes an acting Secretary and a person appointed by the Board to perform all or any of the duties of a Secretary of the Company;

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Special Resolution means a resolution passed by no less than seventy- five per cent (75%) of those present and entitled to vote at the meeting who vote on the resolution;

Terms of Reference means those terms of reference for Committees as determined in the Charter;

Voting Member means a Member who:

- (a) is part of a Membership class which carries voting rights at General Meetings;
- (b) is at least eighteen (18) years old; and
- (c) has no outstanding Membership fees on the date of the General Meeting or the date on which the Member signs the Circular Resolution (as the case may be).

84. Reading this Constitution with the Corporations Act

84.1 This Constitution displaces the Replaceable Rules to the extent that it is inconsistent with any Replaceable Rules.

84.2 While the Company is a Registered Charity, the ACNC Act and the Corporations Act override any clauses in this Constitution which are inconsistent with those Acts.

84.3 If the Company is not a Registered Charity (even if it remains a charity), the Corporations Act overrides any clause in this Constitution which is inconsistent with that Act.

84.4 A word or expression that is defined in the Corporations Act or used in that Act and covering the same subject, has the same meaning as in this Constitution.

85. Interpretation

In this Constitution, unless the context otherwise requires :

- (a) the words 'including', 'for example', or similar expressions mean that there may be more inclusions or examples than those mentioned after that expression;
- (b) the singular includes the plural and vice versa;
- (c) each gender includes the other gender;
- (d) the word person means a natural person and any partnership, association, body or entity whether incorporated or not;
- (e) the words 'writing' and 'written' include any other mode of representing or reproducing words, figures, drawings or symbols in a visible form;
- (f) where any word or phrase is defined, any other part of speech or other grammatical form of that word or phrase has a cognate meaning;
- (g) a reference to any clause or schedule is to a clause or schedule of this Constitution;
- (h) a reference to any statute, proclamation, rule, code, regulation or ordinance includes any amendment, consolidation, modification, re-enactment or reprint of it or any statute, proclamation, rule, code, regulation or ordinance replacing it;
- (i) an expression used in a particular Part or Division of the Corporations Act that is given by that Part or Division a special meaning for the purposes of that Part or Division has, unless the contrary intention appears, in any clause that deals with a matter dealt with by that Part or Division the same meaning as in that Part or Division; and
- (j) headings do not form part of or affect the construction of interpretation of this Constitution.