

Corporations Act 2001

A Company Limited by Guarantee

Women in Super
ACN 106 995 680

Constitution of Women in Super

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Constitution of Women in Super

1 Interpretation

1.1 Definitions

In this Constitution unless expressed or implied to the contrary:

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

Auditor means the auditor of the Company.

Board means the Directors acting collectively as a body.

Business Day means a day that is not a Saturday, Sunday or public holiday in Victoria.

Chair means the person appointed as chair and national spokesperson for the Company in accordance with this Constitution.

CMSF means the company (since deregistered) known as Conference of Major Superannuation Funds (CMSF) Pty Ltd ACN 050 329 612.

Code of Ethics means a code of ethics established by the Board under clause 24.

Company means the company established under this Constitution and includes that company by whatever name it may be known from time to time.

Constitution means this constitution.

Deputy Chair means the person or persons appointed as deputy chair for the Company in accordance with this Constitution.

Director means a director of the Company.

Gift Fund means the gift fund described in clause 9.

Member means a member of the Company.

Mother's Day Classic is a walk/run held annually on Mother's Day to raise money for breast cancer research, as more fully described in this Constitution.

Office means the registered office of the Company.

Ordinary Resolution has the same meaning as in the Act.

Secretary means the person appointed to perform the duties of a secretary of the Company in accordance with this Constitution.

Special Resolution has the same meaning as in the Act.

State Committee means each State committee established in accordance with this Constitution by the Members in the respective State.

Territory Committee means each Territory committee established in accordance with this Constitution by the Members in the respective Territory.

1.2 Construction

In this Constitution, unless the context requires otherwise:

- (a) words importing the singular include the plural and vice versa;
- (b) a reference to a statute, ordinance, code or other law includes regulations and other statutory instruments under it and consolidations, amendments, re-enactments or replacements of any of them;
- (c) a reference to a person includes a firm, a body corporate, an unincorporated association or an authority;
- (d) a reference to "\$" or "dollars" or "AUD" is a reference to Australian dollars; and
- (e) words and expressions defined in the Act have the same meaning in this Constitution in relation to the same subject matter.

1.3 Headings

Headings and sub-headings are included for reference only and do not affect the interpretation of this Constitution.

2 Name

The name of the Company is Women in Super.

3 History and objects of the Company

3.1 History

- (a) The Company was first established as an unincorporated association by CMSF in 1994 as a not for profit organisation to provide a forum for and enhance the opportunities of women employed in the superannuation and financial services industry.
- (b) The Company now operates nationally and also promotes charitable activities notably the Mother's Day Classic.

3.2 Objects

The objects for which the Company is established are to undertake a range of activities that promote the following socially beneficial, benevolent and otherwise charitable purposes:

- (a) to provide education, training and support (including in business, professional and personal matters) to women involved in the superannuation industry and to provide them with opportunities to develop broader business, professional and personal networks;

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- (b) to provide and/or facilitate the provision of education to the community generally, particularly women, to increase their knowledge of the superannuation industry and their participation in superannuation;
 - (c) to support and encourage the appointment of women as trustees or on trustee boards of superannuation funds and the participation of women in the superannuation industry;
 - (d) to investigate and voice the superannuation needs of women in the community and the superannuation industry to government, politicians, those developing superannuation products and services, unions, employer organisations, trustees, regulators, the business community, others of influence and the community generally;
 - (e) to promote the Mother's Day Classic; and
 - (f) any purpose ancillary to the above objects.

4 Powers of the Company

The Company has the powers set out in the Act but only to the extent necessary or convenient for or incidental to the Company's objects. Without limitation the Company may for the sole purpose of carrying out its objects:

- (a) enter into contracts;
- (b) raise capital, funds and invite contributions, grants, distributions of income and gifts from any person and on any terms;
- (c) acquire property, whether real or personal, on any terms including without limitation by way of purchase, lease or exchange;
- (d) act as trustee or joint and several trustee for any trust; and
- (e) appoint a person as the Company's attorney or agent with such powers and on such terms as the Company thinks fit.

5 Additional powers

The Company has the powers set out in the Act but only to the extent necessary or convenient to carry out or incidental to carrying out the Company's objects.

6 Income and property

6.1 Solely for objects

Except as provided otherwise in this Constitution, the income and property of the Company must be applied solely towards promoting the Company's objects and no part of its income or property may be paid, transferred or distributed directly or indirectly to any of the Members or Directors.

6.2 Permitted payments

Despite anything else to the contrary in this Constitution, the Company may make payments approved by the Board to its Members or Directors for:

- (a) out of pocket expenses incurred by a Director in performing a duty as a Director;
- (b) services rendered to the Company by a Director or a Member in a professional capacity other than in the capacity as a Director where:
 - (i) the provision of the services has the prior written approval of the Board; and
 - (ii) the amount payable is a reasonable sum having regard to usual arm's length commercial terms;
- (c) goods supplied to the Company by a Member in the ordinary and usual course of business;
- (d) reasonable and proper interest on money borrowed from a Member;
- (e) reasonable and proper rent for premises let by a Member to the Company; and
- (f) all other payments made to Directors, subject to the approval of all Directors.

7 Liability of Members

The liability of Members is limited.

8 Guarantee

- (a) Every Member agrees to contribute an amount of \$1 to the property of the Company if the Company is wound up while she is a Member.
- (b) The sum required to be contributed by the Member under this clause 8 will be for:
 - (i) payment of the Company's debts and liabilities incurred before the Member ceased to be a Member;
 - (ii) the costs, charges and expenses of winding up; and
 - (iii) the adjustment of the rights of the contributories among themselves.

9 Establishment and operation of Gift Fund

9.1 Maintaining Gift Fund

The Company may maintain for its objects a Gift Fund:

- (a) to identify and record gifts of money or property for those objects;

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- (b) to identify and record any money received by the Company because of gifts made to the Gift Fund;
 - (c) to which any money received by the Company because of those gifts is to be credited; and
 - (d) that does not receive, identify or record any other money or property.

9.2 Limits on use of Gift Fund

The Company must use the following only for its objects:

- (a) gifts made to the Gift Fund; and
- (b) any money received because of those gifts.

9.3 Winding up

- (a) On the winding up of the Gift Fund any surplus assets of the Gift Fund must be transferred to a fund, authority or institution:
 - (i) which is charitable at law;
 - (ii) the constitution of which prohibits distributions or payments to its members and directors (if any); and
 - (iii) gifts to which are deductible under Subdivision 30-BA of the Income Tax Assessment Act 1997.
- (b) The identity of the fund, authority or institution referred to in clause 9.3(a) must be decided by the Board.
- (c) Where gifts to a fund, authority or institution are deductible only if, among other things, the conditions set out in the relevant table item in Subdivision 30-BA of the *Income Tax Assessment Act 1997* are satisfied, a transfer under this clause 9.3 to that fund, authority or institution must be made in accordance with or subject to those conditions.

10 Membership

10.1 Admission of Members

The Members are (subject to cessation of membership in accordance with this Constitution) such persons as the Board may admit as Members from time to time upon receipt of an application for membership in accordance with this Constitution.

10.2 Application for membership

- (a) Applications for membership of the Company must be made in writing or by electronic means in such form and including such information as the Board prescribes from time to time.
- (b) Applications must be directed to the Company at such physical or electronic address as the Board prescribes from time to time.

10.3 Determination of application for membership

Applications for membership of the Company will be considered and determined in accordance with rules prescribed by the Board from time to time. Such rules may include the delegation of authority to any person or persons appointed by the Board to consider and determine applications. The Board and/or its delegate/s may accept or reject an application in its or their absolute discretion. The Company is not required to give any reason for rejection of an application.

10.4 Notice to applicant

The Secretary must ensure that written notice of acceptance or rejection is given to each applicant in writing or by electronic means in accordance with rules prescribed by the Board from time to time.

10.5 Ceasing to be a Member

- (a) A person ceases to be a Member if:
 - (i) the person resigns as a Member;
 - (ii) the person dies;
 - (iii) the Member's annual Company membership fee has become due and is unpaid at the expiration of two months from the due date; or
 - (iv) the person is expelled in accordance with this Constitution.
- (b) The Company must as soon as is practicable after receiving written notice of a Member's resignation, non-renewal of membership or death, or after the expulsion of a Member, notify the State or Territory Committee for the State or Territory in which the former Member ordinarily resides or resided.

10.6 Resignation

A Member may, at any time by giving written notice to the Company including by electronic means, resign as a Member provided that any amount owed by the Member to the Company, at the time of resignation under this Constitution, shall remain due and payable.

10.7 Expulsion

- (a) The Board may expel a Member from the Company if:
 - (i) the Member fails to comply with any of the provisions of this Constitution;
 - (ii) in the reasonable opinion of the Board, the Member has failed to adhere to the Code of Ethics (if any); or
 - (iii) the Member conducts herself in a manner that the Board reasonably considers to be prejudicial or otherwise injurious to the Company including without limitation to the character or reputation of the Company.
- (b) If the Board intends to consider any proposal to expel a Member from the Company, the Board must give the Member concerned a full and fair opportunity to attend the relevant Board meeting at which the proposal for expulsion will be

considered and to make an oral submission to it or otherwise provide a written submission to the Board prior to its meeting.

10.8 Register of Members

- (a) The Company must keep and maintain a register of Members in accordance with the Act.
- (b) The Company must as soon as is practicable after admitting a person as a Member provide the State or Territory Committee for the State or Territory in which that Member ordinarily resides with the name and address of the Member and such other details regarding the Member as are recorded by the Company in the register of Members.
- (c) A State or Territory Committee must only use such membership details for the purposes of conducting the activities of the Committee and activities of the Company.
- (d) Neither the Company nor any State or Territory Committee may provide the register of Members or any information contained in the register to third parties other than with the consent of the relevant Member or Members or as permitted under applicable privacy legislation.

10.9 Membership fees

- (a) The annual Company membership fees shall be such sum or sums as the Board determines from time to time. The Board may in its absolute discretion determine different fees to apply to different groups of Members, including without limitation groups of Members all of whom are employed by the same employer or group of employers.
- (b) The annual Company membership fees shall be payable at such time and in such manner as the Board determines from time to time.

10.10 Minimum eligibility criteria

- (a) No person may be admitted as a Member, unless that person is a woman employed or otherwise active in the superannuation or financial services sector, however, the Board may, in its absolute discretion, determine to admit particular persons from time to time who do not or may not satisfy these requirements.
- (b) On admission, a Member is deemed to agree to adhere to the Code of Ethics (if any).

11 General meetings

11.1 General meetings

Subject to the Act:

- (a) the Board may call and arrange to hold a general meeting whenever it thinks fit; and
- (b) the Board may determine that a general meeting is to be held wholly or partly using virtual meeting technology, in lieu of or in addition to being held at one or more physical venues.

11.2 Annual general meetings

An annual general meeting of the Company must be held in accordance with the Act.

11.3 Extraordinary general meetings

General meetings of the Company other than annual general meetings are called extraordinary general meetings.

11.4 Notice of general meetings

- (a) The Board may convene a general meeting by giving notice in accordance with this clause 11.4.
- (b) Notice of general meetings must:
 - (i) be given to every Member entitled to vote except a Member who has not given the Company a valid address (including physical, electronic or other) in Australia for the service of notices;
 - (ii) be given to every Director;
 - (iii) be in writing, including by electronic means;
 - (iv) specify the date, time and place of the meeting; and
 - (v) unless otherwise provided under the Act, specify the general nature of the business to be transacted at the meeting.

11.5 Validation of meetings on short notice

Notice of a general meeting may be called by shorter notice than is provided by this Constitution if all Members entitled to receive notice of the meeting agree to that short notice.

11.6 Attendance at meeting

For the purpose of securing the widest participation in the activities of the Company and the carrying out of the Company's objects, the Board may from time to time invite persons who are not Members to attend any annual general meeting or any extraordinary general meeting of the Company but without the right to vote.

12 Proceedings at general meetings

12.1 Business of annual general meetings

The ordinary business of an annual general meeting includes:

- (a) the receipt and consideration of accounts and reports of the Board and the Auditor;
- (b) the election of Directors; and
- (c) any other business required under the Act to be transacted at annual general meetings.

12.2 Special business

All business transacted at extraordinary general meetings and at annual general meetings other than the ordinary business of an annual general meeting is deemed special business.

12.3 Quorum

- (a) The quorum for a general meeting is ten Members in person.
- (b) No item of business may be transacted at a general meeting except for the adjournment of the meeting unless a quorum is present when the meeting proceeds to business.

12.4 Procedure if no quorum

If a quorum is not present after 15 minutes from the time appointed for the meeting:

- (a) if the meeting was convened by the Board, the meeting will be adjourned to the same time and place in the following week and if at the adjourned meeting, no quorum is present, the meeting will be dissolved; and
- (b) if the meeting was convened at the request of Members, the meeting will be dissolved.

12.5 Chair

The Chair will take the chair at every general meeting. If there is no Chair or the Chair is not present at the time appointed for the meeting or is unwilling to take the chair a Deputy Chair may take the chair. If there is no Deputy Chair or no Deputy Chair present at the time appointed for the meeting or willing to take the Chair then Members present must elect as chairperson of the meeting:

- (a) one of the other Directors who is present and willing to act; or
- (b) if no Director present at the meeting is willing to act, a Member who is present and willing to act.

12.6 Adjournment of general meetings

The chairperson of a general meeting may, with the consent of the meeting, adjourn the meeting. If the meeting is adjourned for more than 30 days, notice of the adjournment must be given to all Members entitled to receive notice of general meetings. No business may be transacted at the adjourned meeting except the unfinished business from the earlier meeting of which notice was given.

13 Voting at general meetings

13.1 Voting

Except where by law a resolution requires a special majority, questions arising at a general meeting must be decided by a simple majority of votes cast by Members present at the meeting. Such a decision is for all purposes a decision of the Members.

13.2 Show of hands

- (a) Every question put to a general meeting is to be decided by a show of hands.
- (b) The chairperson of a meeting may declare that a resolution has, on a show of hands, been carried, carried unanimously, carried by a particular majority or lost.
- (c) The entry to this effect in the minute book is conclusive evidence of the fact.

13.3 Demanding a poll

A poll may be demanded before or on the declaration of the result of a show of hands by:

- (a) the chairperson; or
- (b) at least two Members present in person or by proxy.

13.4 Casting vote

If there is an equality of votes the chairperson of the meeting will have a casting vote in addition to any other vote to which she is entitled.

13.5 Members' entitlement to vote

- (a) Votes may be given personally or by duly appointed proxy.
- (b) A Member may appoint a proxy (who must be a Member) to attend and vote at general meetings on behalf of the original Member.
- (c) That proxy is not entitled to vote at the general meeting if the principal is present and votes at that general meeting.
- (d) Every Member present at a general meeting in person or by proxy is entitled to only one vote in aggregate whether on a show of hands or if a poll is taken, provided that:
 - (i) on a show of hands, if an individual is attending as a proxy for one or more Members, that individual will only have one vote; and
 - (ii) on a poll:
 - (A) each Member present in person or by proxy has one vote; and
 - (B) a person that holds multiple proxies has one vote for each proxy.
- (e) The chairperson of the meeting may decide questions relating to the qualification of any voter and the decision is final and binding.

13.6 Instruments of proxy

Instruments of proxy, appointing representatives must be in writing. The instrument of proxy must be deposited at the Office at least 24 hours before the time of holding the meeting at which the proxy proposes to vote.

13.7 Authority of proxy

A vote given in accordance with the terms of an instrument appointing a proxy is valid

despite the revocation of the instrument or of the authority under which the instrument was executed, if the Company has not received written notice of the revocation by the time and at the place at which the instrument appointing the proxy is required to be received under clause 13.6.

14 Chair

- (a) 'The Board may appoint one of the Directors appointed under clause 15.2(a) as Chair'
- (b) The Chair is the authorised national spokesperson for the Company. The Chair may delegate this authority. Any delegation or revocation of authority must be made by the Chair by written notice to the Board.
- (c) The Board may appoint one or more Directors to act as Deputy Chair. The Deputy Chair can exercise some or all of the Chair's powers as the Board sees fit. The Board may revoke this appointment at any time.

15 Board

15.1 Number and qualification of Directors

- (a) The Company must have at least five and not more than fourteen Directors unless determined otherwise in accordance with 15.1(b) of this Constitution.
- (b) The Company may by Special Resolution vary the minimum or maximum number of Directors.
- (c) No person may hold office as a Director unless that person is a Member.

15.2 Composition of the Board

The Board must comprise (subject to there being a State or Territory Committee in the respective State or Territory):

- (a) up to four other Directors nominated by the Board;
- (b) two Directors appointed from the candidates nominated by the State Committee for Victoria;
- (c) two Directors appointed from the candidates nominated by the State Committee for New South Wales; and
- (d) six Directors each one of whom is nominated by a State and Territory Committee other than Victoria and New South Wales (with the objective that there will be at least one Director nominated by each such State and Territory Committee).

15.3 Appointment of Directors

Directors will be appointed for:

- (a) a term of three years; or
- (b) such other term as the Board may determine, with the objective of ensuring that the terms of office of the Directors are appropriately staggered,

by Ordinary Resolution of the Members at the appropriate annual general meeting of the Company.

15.4 Appointment to fill casual vacancy

- (a) Where a casual vacancy arises among the Directors, that casual vacancy shall be filled, within the period of ninety days from the date upon which the casual vacancy occurred, as follows:
 - (i) where the Director who has ceased to hold office was nominated by the Board, the casual vacancy will be filled by a nominee by the Board; and
 - (ii) where the Director who has ceased to hold office was nominated by a State or Territory Committee, the casual vacancy will be filled by a nominee from the State or Territory Committee which nominated the Director who ceased to hold office.
- (b) The replacement Director shall only have the same tenure as the person whom that appointee replaced and provided further that the total number of Directors shall not at any time exceed the maximum number fixed in accordance with this Constitution.

15.5 Removal of Directors

- (a) Directors who were nominated by the Board may be removed from the Board by resolution of the Members.
- (b) Directors who were nominated by a State or Territory Committee (**Relevant Committee**) may be removed from the Board by Special Resolution of the Members who ordinarily reside in the State or Territory of the Relevant Committee or by resolution of the Members.

15.6 Vacation of office

The office of a Director becomes vacant if the Director:

- (a) ceases to be a Member;
- (b) becomes an insolvent under administration or makes any arrangement with her creditors;
- (c) becomes of unsound mind or a person whose person or estate is liable to be dealt with under any law relating to mental health;
- (d) resigns, retires or is removed from the office of Director; or
- (e) ceases to be or is prohibited from being a Director pursuant to the Act or this Constitution.

16 Remuneration of Directors

16.1 Remuneration and expenses

Subject to this Constitution, a Director is not entitled to any remuneration for her services as a Director but is to be paid out of the funds of the Company all reasonable expenses incurred in connection with the business of the Company as approved by the Board.

17 Interests of Directors

17.1 Declaration of interest

Every Director who has a material personal interest in a contract or arrangement, and every Director who holds any office or possesses any property which may directly or indirectly create a conflict with that Director's duties or interests, must declare the fact and the nature, character and extent of the conflict or potential conflict as required by the Act.

17.2 Secretary to record declarations

The Secretary of the meeting must record in the minutes any declaration made by a Director in accordance with this clause 17.2 or clause 17.1.

17.3 When a Director may vote

A Director who has a material personal interest in a matter that is being considered at a meeting of the Board may, upon determination of those Directors who do not have an interest in that matter:

- (a) vote on that matter (or in relation to a proposed resolution specified in the Act); and
- (b) be present while the matter (or the proposed resolution of that kind) is being considered at the meeting,

only in circumstances specified in the Act.

18 Alternate Directors

18.1 Appointment of alternate Directors

- (a) Each Director may appoint:
 - (i) in the case of a Director nominated by the Board, any person nominated by the Board; and
 - (ii) in the case of a Director who was nominated by a State or Territory Committee, any person nominated by the State or Territory Committee which nominated the Director,

to act as an alternate Director in her place for any period which the Director thinks fit.

- (b) An alternate Director may be removed or suspended from office by the Board.
- (c) The instrument appointing or removing an alternate Director must be in writing duly executed by the Director and served on the Board.

18.2 Status of alternate Director

An alternate Director:

- (a) is competent to exercise all powers and duties of the Director at all times when the Director who appointed her is not available;
- (b) is entitled to receive notice of all Board meetings and if the appointor is not present at the meeting, the alternate Director may attend and vote at that meeting;
- (c) ceases to hold office immediately upon the appointor ceasing to be a Director; and
- (d) is not entitled to remuneration from the Company.

19 Powers and duties of Directors

19.1 Management of business of Company

- (a) The Directors are responsible for managing the Company's business and affairs and may exercise to the exclusion of the Company in general meeting all the Company's powers which are not required by the Act or by this Constitution to be exercised by the Company in general meeting.
- (b) Without limiting clause 19.1(a) the Directors may exercise all the Company's powers to:
 - (i) borrow or otherwise raise money;
 - (ii) charge any property or business of the Company; and
 - (iii) issue debentures or give any other security for a debt, liability or obligation of the Company or of any other person.
- (c) The Board may delegate any of its powers to a sub-committee consisting of such Directors and such other persons (if any) as the Board thinks fit. Any sub-committee so formed:
 - (i) must conform to any regulations that may be imposed on it by the Board;
 - (ii) may meet and adjourn as it thinks proper;
 - (iii) may elect a chairperson of its meetings.
- (d) The Board may establish such advisory groups as it may in its absolute discretion consider to be desirable, for the purpose of providing advice, specialist expertise

and/or guidance to the Board and/or to any of its sub-committees. Any advisory group so formed:

- (i) shall be known by whatever name the Board determines;
- (ii) shall consist of such persons as the Board appoints; and
- (iii) must conform to any regulations that may be imposed on it by the Board.

20 Proceedings of meetings of the Board

20.1 Chair

The Chair will chair all meetings of the Board, save that if the Chair is not present at the time appointed for the meeting or is unwilling to take the chair then a Deputy Chair may take the chair. If no Deputy Chair is present at the time appointed for the meeting or willing to take the chair then the remaining Directors must elect one of their number to take the chair.

20.2 Meetings

- (a) The Directors may meet together, adjourn and otherwise regulate their meetings as they think fit.
- (b) Any Director may convene a meeting of the Board.
- (c) Five Directors entitled to vote who between them were nominated by at least four State or Territory Committees constitute a quorum at meetings of the Board unless the Board otherwise determines.
- (d) The contemporaneous linking together by telephone or other electronic means of a sufficient number of Directors to constitute a quorum constitutes a meeting of the Board.
- (e) A meeting conducted by telephone or other electronic means will be deemed to be held at the place agreed on by the Directors attending that meeting, provided at least one of the Directors present at the meeting was at that place for the duration of the meeting.
- (f) All the provisions in this Constitution relating to Board meetings apply, so far as they can and with any necessary changes, to Board meetings conducted by telephone or other electronic means.

20.3 Voting

Questions arising at a meeting of the Board must be decided by a majority of votes. If there is an equality of votes, the Chair has a second or casting vote. Each Director or alternate Director present in person and eligible to vote is entitled to one vote.

20.4 Written resolution without meeting

Despite anything else in this Constitution, a resolution of the Board will be validly passed if a statement in writing, including statements sent by electronic means, setting out the resolutions is signed by a majority of Directors (including any duly appointed alternate Directors) and will be deemed to have been passed at a meeting of the Board, on the day on which the last Director signed the statement.

20.5 Defect in appointment

All acts done at meetings of the Board are valid and effective even if it is later realised that there was a defect in the appointment of a Director or of a person acting as Director or if any of them were disqualified or not entitled to vote.

21 State and Territory Committees

- (a) The Members who usually reside in a particular State or Territory may establish a State or Territory Committee as the case may be, by Special Resolution of the Members who ordinarily reside in that State or Territory. The Board must convene a general meeting of those Members for the purposes of proposing the requisite Special Resolution within three months after the date on which there are at least five Members in the relevant State or Territory.
- (b) Each State Committee or Territory Committee will be responsible, in consultation and liaison with the Board, for the management of the activities of the Company in that State or Territory, and will comprise at least five Members, but not more than fifteen Members, or such other number as the Board may determine from time to time, who ordinarily reside in that State or Territory.
- (c) The Board may delegate any of its powers to a State or Territory Committee as it thinks fit other than the power to delegate.
- (d) State and Territory Committees must:
 - (i) be made up of a representative number of a cross section of industry representatives for example: from superannuation funds, industry associations and service providers;
 - (ii) subject to clause 21(b), make recommendations to the Board regarding:
 - (A) the number of Members to comprise the Committee; and
 - (B) the positions that these representatives hold, for example. chair, secretary and treasurer;
 - (iii) hold an election every three years for positions on the Committee ensuring terms of office are appropriately staggered;
 - (iv) nominate persons for appointment as Directors pursuant to clause 15.2, nominate persons for appointment as alternate Directors pursuant to clause 18.1(a)(ii) and appoint persons to fill casual vacancies among the Directors pursuant to clause 15.4(a);
 - (v) not state policy positions publicly either written or verbally without prior agreement from the Board or the Chair; and
 - (vi) act in accordance with all Company policies and procedures.
- (e) State and Territory Committees may establish sub-committees to assist the Committees in the undertaking of their activities, with such membership as they think fit. A State or Territory Committee that establishes a sub-committee must as soon as is practicable notify the Company of that establishment, and of the names

of the members and of the role that the sub-committee is to undertake, and must as soon as is practicable notify the Company of any changes in any such details. Notification to the Company must be in writing, including by electronic means.

22 Secretary

- (a) The Company must have at least one Secretary.
- (b) The Secretary must be a person appointed by the Board upon the terms and conditions as the Board thinks fit.

23 Mother's Day Classic

- (a) The Mother's Day Classic is an annual walk/run event promoted and supported by the Company held annually on Mother's Day to raise funds for breast cancer research.
- (b) The Mother's Day Classic event is supported by all States and Territories which have a State Committee or a Territory Committee.

24 Code of Ethics

- (a) The Board may establish a Code of Ethics which sets out the values of the Company and the ethical standards to which Members are required to adhere.
- (b) The Board may amend the Code of Ethics from time to time.

25 Minutes of meetings

25.1 Secretary to enter minutes

The Secretary must cause minutes to be entered in the minute book provided by the Company, within one month after the relevant meeting, which include:

- (a) all appointments of officers;
- (b) the names of all persons present at each meeting of the Board;
- (c) the resolutions and proceedings of all meetings of the Company and of all meetings of the Board; and
- (d) all declarations made or notices given by a Director of her interest in a contract or proposed contract with the Company and of her office or property as a result of which a conflict of duty or interest may arise.

25.2 Minutes to be signed

Minutes of a meeting signed by the chairperson of that meeting or of the next succeeding meeting will be prima facie evidence of the matters stated in those minutes.

25.3 Minute book

The books containing the minutes of general meetings may be kept in any manner permitted by the Act and must be kept at the office or principal place of business of the Company and made available for inspection by Members.

26 Statutory registers

The Company must keep the registers as required by the Board or by the Act.

27 Accounts

27.1 Accounting records

The State and Territory Committees must keep proper books of account in accordance with the Act and accepted accounting standards. The books of account must be kept at the Office or other place as the relevant State or Territory Committee think fit.

27.2 Statutory accounts

The Board must cause to be made out for each financial year or part year of the Company a profit and loss account that gives a true and fair view of the profit or loss of the Company for that financial year and a balance sheet that gives a true and fair view of the state of affairs of the Company for that financial year.

27.3 Inspection of books

The accounting records of the Company must be open to inspection by the Directors. Members who are not Directors are not entitled to inspect accounting records unless authorised by statute, the Board or the Company in general meeting.

27.4 Retention of books

The Company must retain all accounting records for the minimum period required by law or longer if the Board so determines.

27.5 Application of Company funds by State and Territory Committees

- (a) The Board may establish rules dealing with the holding and expenditure of Company funds by State and Territory Committees as the Board thinks fit.
- (b) Each State Committee and Territory Committee must comply with any rules established by the Board under clause 27.5(a).

28 Auditor

- (a) The Auditor must be appointed and may be removed and their remuneration, rights and duties must be regulated in accordance with the Act.
- (b) The Directors must cause a report by the Auditor on the accounts of the Company to be made every twelve months and submitted to the Board in the manner and within the time frame required to permit the Board to comply with the provisions which regulate the audit of the accounts of the Company.

29 Notices

29.1 Service

The Company may serve a notice on a Member by:

- (a) delivering to the Member personally;
- (b) sending it to the Member's electronic address, if the Member has nominated one to the Company for receipt of notices; or
- (c) posting it by pre-paid ordinary mail to the Member's registered address:

29.2 When notice taken as given

A notice is taken as given by the Company and received by the Member:

- (a) if delivered, at the time of delivery;
- (b) if sent electronically, on the next Business Day; and
- (c) if posted, on the second Business Day after it was posted.

29.3 Entitlement to receive notice of general meetings

Notice of every general meeting must be given to either:

- a. personally;
- b. by sending it by post to the address of the Member recorded in the register of members or the alternative address (if any) nominated by the Member; or
- c. by sending it to the electronic address (if any) nominated by the Member.'

30 Indemnity

30.1 Persons to whom indemnity applies

Clause 30 applies to:

- (a) each person who is or has been a Director or alternate Director;

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- (b) each person who is or has been a member of a State Committee, a Territory Committee or an advisory group established under clause 19.1(d); and
 - (c) any other officers or former officers of the Company that the Board decides in each case.

30.2 Indemnity

- (a) The Company must:
 - (i) indemnify; and
 - (ii) if requested by a person to whom this clause 30 applies, enter into a deed indemnifying,

on a full indemnity basis and to the full extent permitted by law, each person to whom clause 30 applies for all losses or liabilities incurred by the person as an officer of the Company as a result of executing her office including but not limited to a liability for negligence or for reasonable costs and expenses incurred:

- (iii) in defending proceedings whether civil or criminal, in which judgement given in favour of the person or in which the person is acquitted; or
 - (iv) in connection with an application, in relation to those proceedings, in which the courts grant relief to the person under the Act.
- (b) The Company may enter into any insurance policy on such terms and conditions as the Board approves for the purpose of providing indemnity for any person to whom this clause 30 applies against any liability or loss incurred by the person as an officer of the Company, including but not limited to, a liability for negligence or for reasonable costs and expenses incurred in defending proceedings, whether civil or criminal and whatever their outcome.

31 Winding up

- (a) If, upon the winding up or dissolution of the Company, there remains, after satisfaction of all its debts and liabilities, any property of the Company, this property must only be given or transferred to an institution:
 - (i) which is charitable at law; and
 - (ii) the constitution of which prohibits distributions or payments to its Members and Directors.
- (b) The identity of the institution must be decided by the Members by Ordinary Resolution at or before the time of winding up or dissolution of the Company and if the Members cannot decide, by the Supreme Court of Victoria.

32 Amendments to Constitution

This Constitution may be amended from time to time by a Special Resolution carried at any general meeting.