

Dated 10 November

2018

Constitution

for

Donate 2 Educate

Date:

2018

1. Definitions and Interpretation

1.1 Definitions

In this Constitution, unless the context otherwise requires:

CEO means Chief Executive Officer who is charged with the oversight of the day to day running of the Charity.

Charity means the charitable Institution called Donate 2 Educate pursuant to this Constitution.

Board means the Advisory Board of the Charity.

Director means a person who is a member of the Board of the Charity

Committee means the Working Committee of the Charity.

Committee Member means a Member of the Working Committee.

Business Day means a day other than a Saturday, Sunday or public holiday in Brisbane, Queensland.

Law means the legislation governing the operation of the Charity.

Member means a member of the Charity.

Register means the Register of Members of the Charity.

Secretary means any person appointed to perform the duties of a secretary of the Charity and includes any two or more secretaries appointed as joint secretaries.

1.2 Interpretation

In this Constitution, unless the context otherwise requires:

- (a) the singular include the plural and vice versa;
- (b) a gender includes the other gender;
- (c) if a word or phrase is defined, its other grammatical forms have a corresponding meaning;
- (d) the meaning of general words is not limited by specific examples introduced by 'includes', 'including', 'for example', 'such as' or similar expressions;
- (e) a reference to a document, including the Constitution, is to the document or instrument as amended, varied, novated, supplemented or replaced from time to time;
- (f) a person includes:
 - (i) the person's successors, transferees, assigns and if a person is an individual, includes executors and personal legal representatives;

- (ii) an individual, a partnership, a corporation or other corporate body, a joint venture, a firm, a trust, an association (whether incorporated or not), a government and a government authority or agency;
- (g) a reference to a statute, code or other law includes regulations and other instruments under it and consolidations, amendments, re-enactments or replacements of any of them;
- (h) if the day on or by which something must be done is not a Business Day, that thing must be done on the next Business Day.
- (i) words or expressions contained in the Constitution shall be interpreted in accordance with the provisions of *The Acts Interpretation Acts 1954 to 1960*; and of the Law as in force at the date at which the Constitution becomes binding on the Charity,

and if any doubt shall arise as to the proper construction or meaning of any part of the Constitution or of any expression used in it, the decision of the Board shall be final and conclusive provided such decision be reduced to writing and recorded in the minute book of the proceedings of the Board.

2. Charity Details

2.1 Name and Principal Office

- (a) The name of the Charity is **Donate 2 Educate**.
- (b) The Principal Office of the Charity shall be in such place in Queensland as the Board may from time to time appoint.

2.2 Objects

The objects for which the Charity is established are:

- (a) To collect donated items (from various schools, community groups and other organisations) that are no longer of use to that organisation but still in a usable condition and to distribute these donations to schools, other child centered groups or community groups in low socio-economic or needy environments, either overseas or in Australia in order to facilitate learning and to avoid wasting usable items by recycling these resources.
- (b) To enter into any arrangements with any government, authority, organization or individual that may seem conducive to the Charity's objectives or any of them and to obtain from any such government, authority, organization or individual any rights privileges and concessions which the Charity may think desirable to obtain and to carry out exercise and comply with any such arrangements rights privileges and concessions.
- (c) To acquire by purchasing taking on a lease or otherwise lands and buildings and any other property real or personal (including intellectual property) which the Board may think proper to acquire and to hold and to use such property and to resell under lease or sublet surrender turn to account or dispose of the same or any part thereof and to erect any buildings for the purposes of the Charity and to maintain improve alter or add to any buildings.
- (d) Generally to purchase, take on lease, exchange, hire or otherwise acquire any property and any rights or privileges which the Board may think necessary or convenient for the purposes of the business of the Charity or the furtherance of the objectives of the Charity.

- (e) To invest and deal with the moneys of the Charity not immediately required in such manner as may from time to time be determined by the Board.
- (f) To raise money by donation and to grant any rights and privileges to subscribers.
- (g) To draw make accept endorse discount execute and issue cheques, promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments as decided by the Board.

2.3 Mission Statement

Donate 2 Educate's mission statement is to collect mainly donated items including teaching resources, child-centered games, classroom equipment and any other items considered appropriate, and to distribute these items to needy groups both overseas and within Australia in order to recycle reusable items, that would otherwise go to land fill. This Not for Profit Volunteer Organisation would like to see valuable resources that are no longer wanted by schools and other organisations going to schools that cannot afford to purchase these resources or to other needy groups.

2.4 Application of Income and Property

The income and property of the Charity shall be applied solely towards the promotion of the objectives of the Charity as set forth in the Constitution, and no portion of it shall be transformed directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to the persons who at the time are or have been Committee Members or Members, or to any of them, or to any person claiming through any of them. Provided that nothing in the Constitution shall prevent the payment in good faith of remuneration to any staff or servants of the Charity or to any Committee Member, Member or other person in return for any services actually rendered to the Charity. In addition, nothing in the Constitution contained shall be construed so as to prevent the repayment to any Member or Committee Member of out of pocket expenses, money, interest on money lent, reasonable and proper charges for goods hired by the Charity or reasonable and proper rent for premises demised or let to the Charity.

2.5 Winding Up or Dissolution

- (a) If upon dissolution of the Charity there remains after satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed amongst any person who at any time are or have been Committee Members or Members, or to any of them but shall be handed over to some organization or organizations having objects similar to the objects of the Charity but which prohibits the distribution of its or their income and property amongst its or their Members while at the same time being a fund, authority or institution approved by the Commissioner of Taxation as a public benevolent institution for the purposes of income tax, sales tax and fringe benefits tax, such organization or organizations to be determined by the Members at or before the time of dissolution or failing such determination by the Members, by a Court of competent jurisdiction.
- (b) The Charity shall be dissolved in the event of the Membership being less than three persons. It may be dissolved upon the vote of a two-thirds majority of the Members present at a general meeting convened to consider the question.
- (c) Every Member undertakes to contribute to the assets of the Charity in the event of the same being wound up during the time that he or she is a Member, for payment of its debts

and liabilities contracted before the time at which he or she ceases to be a Member, and of the costs, charges and expenses of dissolving the Charity, and for the adjustment of the rights of the contributories amongst themselves. In such circumstances that total amount required to be contributed by each Member shall not exceed ten dollars (\$10).

3. Members

3.1 First Members

The first Members of the Charity shall be the signatories to the Constitution.

3.2 Registration

For the purpose of registration the number of First Members shall not exceed 100.

3.3 Admission to Membership

- (a) In addition to the first Members such other persons as may be hereafter admitted to Membership in accordance with the Constitution shall be entered in the Register and shall be Members of the Charity unless and until such Membership is determined by virtue of the powers contained in the Constitution.
- (b) A person's eligibility for admission as a Member of the Charity shall be determined by a majority of the members of the Working Committee.
- (c) Every applicant for Membership shall apply in such form and manner pay such fees at such times in such manner and to such person as the Working Committee may from time to time prescribe and shall agree that if admitted as a Member he or she will be bound by the provisions of the Constitution.
- (d) The Working Committee may in its discretion and without being required to assign any reason refuse to accept any application for admission to Membership.

3.4 Qualification for Membership

- (a) The member must be over the age of eighteen,
- (b) Eligible to vote in the federal government election of the Commonwealth of Australia,
- (c) Must be contactable by email as no provision can be made to contact the member by mail or phone to give notice of AGM or EGM's.

3.5 Honorary Members

Any person not being a Member who has rendered such services to the Charity as would in the opinion of the Board entitle him or her to the distinction or upon whom the Board desires to confer such distinction because of his or her knowledge and experience in pursuits connected with the profession of education or with the objectives of the Charity may be admitted by the Board as an honorary Member. The name of the Member shall thereupon be entered in the Register. An honorary Member shall be entitled to all the privileges of Membership (except the right to receive notices of meetings of the Charity and the right to vote) without payment of any application fee or annual subscription.

3.6 Foundation Board Members

- (a) The Members of the Board of the Charity will be the following persons who will be the Foundation Directors of the Charity:
 - (i) Heidi Clauscen
 - (ii) Ann-Maree Eames
 - (iii) Louise Duce
 - (iv) Therese Evers
 - (v) Rosemary Irons
 - (vi) (invite Heather Lye)
- (b) No qualification for Membership is required by the Foundation Board Directors.
- (c) No application fee is payable by a Foundation Member or Director.
- (d) No annual subscription is payable by a Foundation Member and subsequent Members or Directors.
- (e) Foundation Members must otherwise comply with the Constitution.

3.7 Resignation and Removal of Members

- (a) Any Member desirous of resigning his or her Membership shall forward his or her written resignation to the Secretary, which resignation must be accepted by the Working Committee at the next ensuing Board meeting.
- (b) If, in the opinion of the Board, a Member is guilty of misconduct prejudicial to the interests of the Charity, the Board may by a resolution of the majority of them remove that person as a Member.

3.8 Register of Members

A Register shall be kept in accordance with the Law.

4. General Meetings

4.1 Classes of General Meetings

- (a) An annual general meeting of the Charity (AGM) shall be held in accordance with the provisions of the Law. All general meetings other than the annual general meetings shall be called extraordinary general meetings, (EGMs).
- (b) Any Director may whenever he or she thinks fit convene an extraordinary general meeting, and extraordinary general meetings shall be convened on such requisition or in default may be convened by such person as provided by the Law.
- (c) All business shall be special that is transacted at an extraordinary general meeting and also all that is transacted at any annual general meeting, with the exception of the consideration

of the accounts, balance sheets, and the report of the Directors and/or Committee Members and auditors, the election of Committee Members in the place of those retiring and the appointment and fixing of the remuneration of the auditors.

4.2 Notices

- (a) Subject to the provisions of the Law relating to special resolutions and agreements for shorter notice, 10 Business Days' notice at the least (exclusive of the day on which the notice is served or deemed to be served, but inclusive of the day for which notice is given) specifying the place the day and the hour of meeting and in case of special business and general nature of that business shall be given to such persons as are entitled to receive such notices from the Charity.
- (b) A notice will only be given by the Charity to the Members by email as supplied by him or her to the Charity for the giving of notices to him or her upon application for Membership of the Charity. Where a notice is sent by email, service of the notice shall be deemed to be effected especially in the case of a notice of any meetings.
- (c) Notice of every general meeting shall be given to:
 - (i) every Member except those Members who have not supplied to the Charity an email address for the giving of notices to them;
 - (ii) every Committee Member of the Charity;
 - (iii) the auditor for the time being of the Charity.
- (d) No other persons shall be entitled to receive notices of general meetings.

4.3 First Annual General Meeting

- (a) The first annual general meeting of Members shall be held within 18 months following the signing of the Constitution of the Charity.
- (b) Notwithstanding anything aforesaid, at the first annual general meeting of the Members, no more than five persons shall be elected to the Board. They shall be nominated and seconded in writing and shall be endorsed with the consent of the nominee and shall be lodged with the Charity Secretary no later than one month prior to the date set for the first annual general meeting.

4.4 Proceedings at General Meetings

- (a) No business shall be transacted at any general meeting unless a quorum of Members is present at the time when the meeting proceeds to a business. Save as otherwise provided 5 members in number plus one member present in person shall be a quorum. For the purposes of this clause Member includes a person attending as a proxy.
- (b) If within half an hour of the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of Members, shall be dissolved and in any other case shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Directors may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the Members present (being not less than two) shall be a quorum.

- (c) The chairman, if any, of the Board, shall preside as chairman at every general meeting of the Charity, or if there is no such chairman, or if he or she is not present within 15 minutes after the time appointed for the holding of the meeting or is unwilling to act, the Members present shall elect one of their number to be chairman of the meeting.
- (d) The chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for 25 Business Days or more, notice of an adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
- (e) At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:
 - (i) by the chairman;
 - (ii) by at least three Members present in person or by proxy.
- (f) Unless a poll is so demanded, a declaration by the chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book containing the minutes of the proceedings of the Charity shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution. The demand for a poll may be withdrawn.
- (g) If a poll is duly demanded it shall be taken in such manner and either at once or after an interval or adjournment or otherwise as the chairman directs, and the result of the poll shall be the resolution of the meeting at which the poll was demanded but a poll demanded on the election of a chairman or on a question of adjournment shall be taken forthwith.
- (h) In the case of an equality of votes, whether on a show of hands, or on a poll, the chairman of the meeting at which the show of hands takes place or at which the poll is demanded shall not be entitled to a second or casting vote, and the question shall be deemed to have been determined in the negative.
- (i) At meetings of Members each Member entitled to vote may vote in person or by proxy or other duly authorised representative and on a show of hands every person present who is a Member or a representative of a Member shall have one vote, and on a poll every Member present in person or by proxy or other duly authorised representative shall have one vote.
- (j) No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the chairman of the meeting, whose decision shall be final and conclusive.
- (k) The instrument appointing a proxy shall be in writing (in the common or usual form) under the hand of the appointor or of his or her attorney duly authorised in writing. A proxy shall be deemed to confer authority to demand or join in demanding a poll.

5. Board

5.1 Membership of the Board

Membership of the Board shall comprise 6 persons being Directors, of whom no more than 3 persons may be Committee Members. The Chief Executive Officer of the Charity will be a Director of the Board.

5.2 Election and retirement of Directors

- (a) At least once in every calendar year there shall be convened by the Board at a time and place to be determined by the Board an annual general meeting.
- (b) At the first annual general meeting all six Directors shall be elected. At subsequent Annual General Meetings a minimum of one and a maximum of two Directors shall retire from office, and re-nominate for election or retire from the Board of the Charity.
- (c) The Directors to retire at an annual general meeting other than the first annual general meeting are those who have been longest in office since their last election, but, as between persons who became Directors on the same day, those to retire shall (unless they otherwise agree among themselves) be determined by lot.
- (d) At each annual general meeting there shall be elected to the Board such number of persons as are necessary to fill casual vacancies the Board caused by the retirement of any such Directors, prior to the completion of their terms of membership on the Board or caused by the retirement of any Director.
- (e) If between annual general meetings vacancies arising from Directors retiring, the casual vacancy on the Board thus resulting may be filled by the Board co-opting any person to the Board and any such Co-opted Committee Member shall have the same entitlements and powers as if he or she had been elected by Members provided that he or she shall retire from the Board at the date of the next annual general meeting following the date on which he or she was co-opted to the Board.
- (f) Any person retiring from the Board at the completion of his or her term of membership on the Board as a Committee Member Committee Member retiring from the Board pursuant to clause 5.2(e) shall be eligible for re-election as a Committee Member at an annual general meeting.

5.3 First Board

- (a) The first initial members of the Board of the Charity are:
 - (i) Heidi Clauscen, Chief Executive Officer/ Chairman
 - (ii) Ann-Maree Eames
 - (iii) Louise Duce
 - (iv) Teresa evers
 - (v) Rosemary Irons
 - (vi) (invite Heather Lye)

- (b) The Board shall meet at least six times per year at such time and location as they determine.
- (c) The Board will have the powers delegated to it by the Board from time to time.
- (d) The Board may from time to time in its sole discretion remove or replace a member of the Board.

5.4 Removal of Committee Members

- (a) The Charity may by ordinary resolution remove any Committee Member before the expiration of his or her period of office, and may by an ordinary resolution appoint another person in his or her stead, the person so appointed shall be subject to retirement at the same time as if he or she had become a Committee Member on the day on which the Committee Member in whose place he or she is appointed was last elected a Committee Member.
- (b) The office of Committee Member shall become vacant if the Committee Member:
 - (i) ceases to be a Committee Member by virtue of the Law;
 - (ii) becomes bankrupt or makes any arrangement or composition with his or her creditors generally;
 - (iii) becomes prohibited from being a Committee Member by reason of any order made under the Law;
 - (iv) becomes of unsound mind, or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
 - (v) resigns his or her office by notice in writing to the Charity;
 - (vi) for more than 1 month is absent without permission of the Committee Members from meetings of the Committee Members held during that period; or
 - (vii) is directly or indirectly interested in any contract or proposed contract with the Charity and fails to declare the nature of his or her interest in the manner required by the Law.

5.5 Remuneration of Committee Members

The Committee Members will not be paid any travelling, hotel and other expenses properly incurred by them in attending and returning from meetings of the Working Committee Members or any committee of the Committee Members of general meetings of the Charity or in connection with the business of the Charity and shall not otherwise be entitled to any remuneration in consideration for their services as Working Committee Members.

5.6 Powers and Duties of Committee Members

- (a) The business of the Charity shall be managed by the Committee Members but specifically by the CEO, who may pay all expenses incurred in the promoting and registering of the Charity, and may exercise all such powers of the Charity as are not, by the Law or by this Constitution, required to be exercised by the Charity in general meeting. These payments MUST be disclosed to the Board before payment.

- (b) The CEO may exercise all the powers of the Charity to borrow money and to mortgage or charge its undertaking and property, or any part thereof, and to issue debentures and other securities whether outright or as security for any debt, liability, or obligation of the Charity or of any third party but only with the written approval of the Board.
- (c) The CEO of the Charity may exercise all the powers of the Charity in relation to any official seal for use outside Queensland and in relation to branch registers.
- (d) The CEO may from time to time by power of attorney appoint any corporation, firm or person or body of persons, whether nominated directly or indirectly by the Committee Members, to be the attorney or attorneys of the Charity for such purposes and with such powers, authorities and directions (not exceeding those vested in or exercisable by the Committee Members under this Constitution) and for such period and subject to such conditions as they may think fit, and any such powers of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney to delegate all or any of the powers, authorities, and discretion vested in him or her, but only with the written approval of the Board.
- (e) All cheques, promissory notes, drafts, bills of exchange, and other negotiable instruments, and all receipts for money paid to the Charity shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, by the CEO and one other committee member or in such other manner as the Board from time to time may determine.
- (f) The Committee Members shall cause minutes to be made:
 - (i) of all appointments of officers;
 - (ii) of names of Committee Members present at all meetings of the Charity and of the Committee Members: and
 - (iii) of all proceedings at all meetings of the Charity.
- (g) Such minutes shall be signed by the chairman of the meeting at which the proceedings were held or by the chairman of the next succeeding meeting.

5.7 Chairman of the Board and Deputy Chairman

- (a) At the first Board meeting following each annual general meeting the Board shall elect from among the members of the Board one person to the office of chairman of the Board.
- (b) At any Board meeting any Committee Member shall be entitled to move at any time that the office of chairman of the Board be declared vacant. If such a motion is carried the Board shall forthwith elect from among the Board members one person to the office of the chairman of the Board.
- (c) In the event that a Committee Member at a Board meeting moves that the office of chairman of the Board be declared vacant all other business before the meeting including the consideration of or further consideration of any motion that may be before the meeting shall be suspended until the motion that the office of chairman of the Board be declared vacant has been carried and a new chairman has been elected, or has been defeated, or has been withdrawn, or has lapsed through want of a seconder to the motion.
- (d) The Board may from time to time elect from the members of the Board one person to the office of deputy chairman of the Board.

- (e) At any Board meeting any Committee Member shall be entitled to move that the office of deputy chairman of the Board be declared vacant. If such a motion is carried the Board may forthwith elect from among the members of the Board one person to the office of the deputy chairman of the Board.

5.8 Secretary of the Charity

- (a) There shall be a Secretary or joint Secretaries of the Charity who shall be appointed by the Board from time to time and who may be removed from his or her office and his or her appointment terminated by the Board.
- (b) The Secretary of the Charity shall, under the control of the Board, be responsible for all the correspondence of the Board and shall be responsible for providing Secretarial services for all its meetings. He or she shall have such other powers and duties as may be vested in him or her by Board resolution.
- (c) The Secretary to the Charity shall not, by virtue of that office alone, be responsible for the correspondence of, nor the provision of Secretarial services for, the Charity or for any Board or subcommittee.

5.9 Proceedings of the Board

- (a) The Committee Members may meet together for the dispatch of business adjourn and otherwise regulate their meetings as they think fit. A Committee Member may at any time and the Secretary shall on the requisition of a Committee Member summon a meeting of the Committee Members.
- (b) Subject to this Constitution questions arising at any meeting of Committee Members shall be decided by a majority of votes and a determination by a majority of Committee Members shall for all purposes be deemed a determination of the Committee Members. In case of an equality of votes the chairman of the meeting shall not have a second or casting vote and the question be deemed to have been determined in the negative.
- (c) A Committee Member shall not vote in respect of any contract or proposed contract with the Charity in which he or she is interested, or any matter arising out of that interest, and if he or she does so vote his or her vote shall not be counted.
- (d) Any Committee Member with the approval of the majority of other Committee Members may appoint any person (whether a Member of the Charity or not) to be alternate or substitute Committee Member in his or her place during such period as he or she thinks fit. Any person while he or she so holds office as an alternate or substitute Committee Member shall be entitled to notice of meetings of the Committee Members and to attend and vote accordingly, and to exercise all the powers of the appointer in his or her place. An alternate or substitute Committee Member shall ipso facto vacate office if the appointor vacates office as a Committee Member or removes the appointee from office. Any appointment or removal under this clause shall be effected by notice in writing to the Board and to the relevant alternate or substitute under the hand of the Committee Member making same.
- (e) At any meetings of the Board the chairman of the Board, or in his or her absence, the deputy chairman of the Board (if one has been appointed) or, in the absence of both such persons, a Director elected from among the Directors present, shall be chairman of the meetings.

- (f) 2 Directors present shall constitute a quorum of the Board.
- (g) The Board shall cause to be regularly entered, in books provided for the purpose, minutes of the proceedings of its meetings and the names of those present at such meetings. The minutes of any meeting signed by the chairman of the succeeding meeting shall be conclusive evidence of the transactions recorded in such minutes.
- (h) All acts done by any meeting of the Committee Members or Directors at Board Meetings or by any person acting as a Committee Member or Director shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such Committee Member, Director or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Committee Member or Director.
- (i) A resolution in writing, signed by all the Committee Members for the time being entitled to receive notice of a meeting of the Committee Members, shall be as valid and effectual as if it had been passed at a meeting of the Committee Members duly convened and held.

5.10 Teleconference Meeting of Committee Members or Director

- (a) For the purpose of this Constitution the contemporaneous linking together in oral communication by telephone, audiovisual or other instantaneous means (telecommunication meeting) of a number of the Committee Members not less than a quorum is deemed to constitute a meeting of the Committee Members. All the provisions of this Constitution relating to a meeting of the Committee Members apply to a telecommunication meeting in so far as they are not inconsistent with the provisions of this clause. The following provisions apply to a telecommunication meeting:
 - (i) all the Committee Members for the time being entitled to receive notice of a meeting of the Committee Members (including any alternate Committee Member) are entitled to notice of a telecommunication meeting; and
 - (ii) all the Committee Members participating in the meeting must be linked by telephone, audiovisual or other instantaneous means for the purpose of the meeting;
 - (iii) notice of the meeting may be given on the telephone or other electronic means;
 - (iv) each of the Committee Members taking part in the meeting must be able to hear and be heard by each of the other Committee Members taking part at the commencement of the meeting and each Committee Member so taking part is deemed for the purposes of the Constitution to be present at the meeting; and
 - (v) at the commencement of the meeting each Committee Member must announce his or her presence to all the other Committee Members taking part in the meeting.
- (b) If the Secretary is not present at a telecommunication meeting one of the Committee Members present must take minutes of the meeting.
- (c) A Committee Member may not intentionally leave a telecommunication meeting by disconnecting his or her telephone, audiovisual or other communication equipment unless that Committee Member has previously notified the chairperson of the meeting.
- (d) A Committee Member is conclusively presumed to have been present and to have formed part of a quorum at all times during a telecommunication meeting unless that Committee

Member has previously obtained the express consent of the chairperson to leave the meeting.

- (e) A minute of the proceedings of a telecommunication meeting is sufficient evidence of the proceedings and of the observance of all necessary formalities if the minute is certified to be a correct minute by the chairperson of the meeting.

6. Accounts etc

6.1 Funds

- (a) All moneys when received on account of the Charity by the Board shall be paid into the account of the Charity at its bankers opened by the Board.
- (b) All cheques etc shall be accepted, made, drawn or endorsed on behalf of the Charity by two Committee Members provided that the Board by minuted resolution notified to the Charity's bankers has authorised those Committee Members to accept, make, draw or endorse bills of exchange, promissory notes or other negotiable instruments on behalf of the Charity.
- (c) The Board may authorise the operation of any account with its banks which it considers necessary and it may authorise any Committee Member or Members to sign or endorse any negotiable instrument drawn on such accounts under such conditions as it may prescribe from time to time.
- (d) Cheques or other negotiable instruments paid by the bankers of the Charity for collection requiring the endorsements of the Charity may be endorsed by any Committee Member appointed from time to time by the Board for the purpose.

6.2 Budgets

- (a) Prior to the commencement of each calendar year, the Board shall cause to be prepared, in a format it shall determine, operating and capital income and expenditure budgets and cash flow forecasts for the forthcoming year.
- (b) The Board shall consider and adopt, with or without amendment, the budgets and cash flow forecasts prepared pursuant to clause 6.2(a) and the adoption thereof shall be conclusive evidence that all policy implications within such budgets and cash flow forecasts have been adopted by the Board.

6.3 Consideration of Accounts

At each annual general meeting the accounts of the Charity for the previous year ended 31 December shall be received and considered.

6.4 Audits of Accounts

- (a) The accounts of the Charity for each year ended 31 December shall be examined and reported on by one or more auditors.
- (b) The auditors of the Charity shall be appointed by the members provided that no person may be appointed auditor unless he or she is a member of the Charity of Chartered Accountants in Australia or the Australian Society of Certified Practising Accountants, holding a current practising certificate and is a registered company auditor and provided

that no person who is a Committee Member of the Charity may be appointed auditor of the Charity.

- (c) The auditors shall hold office until their successors are appointed and they shall be eligible for reappointment.
- (d) The Board shall fill any casual vacancy in the office of auditor but while any such vacancy continues the surviving or continuing auditor or auditors (if any) may act.
- (e) The Board shall fix the remuneration of auditors.

6.5 Dissolution

If upon dissolution of the Charity there remains after satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid to or distributed amongst any persons who at any time are or have been Committee Members, Members, or to any of them but shall be handed over to some organisation or organisations having objects similar to the objects of the Charity and which prohibits the distribution of its or their income and property amongst its or their members and also is a fund, authority or institution approved by the Commissioner of Taxation as a public benevolent institution for the purposes of income tax, sales tax and fringe benefits tax such organisation or organisations to be determined by the Members at or before the time of the dissolution and failing such determination by the Members by a court of competent jurisdiction.

7. General Provisions

7.1 Indemnity

Every Committee Member, principal, agent, auditor, secretary and other officer for the time being of the Charity shall be indemnified out of the assets of the Charity against any liability for any judgment and for any liability incurred by him or her in defending any proceedings, whether civil or criminal, whether or not a judgment is given in his or her favour or in which he or she is convicted or acquitted or in connection with any application under the Law in respect of any negligence default breach of duty or breach of trust, to the extent that the proceeding arose out of his or her position as Committee Member, principal, agent, auditor, secretary and other officer.

7.2 Alteration of Constitution

The Constitution, or any other clauses for the time being in force, may be altered, rescinded or repealed and new clauses may be made by the Charity in general meeting in the manner prescribed by the Law. Nothing whether contained in the clauses for the time being in force or otherwise howsoever shall be construed as implying or creating any privilege, priority or right in favour of any Member so as to limit the power of the Charity at any time to alter, rescind or repeal the same and to make new clauses in their place.

7.3 Signing

The persons whose names are written below are the subscribers to the Constitution and agree to the Constitution.

[Member]

.....
 Signature

 Full name

 Address

 Occupation

[Member]]

.....
 Signature

 Full name

 Address

 Occupation

[Member]

.....
 Signature

 Full name

 Address

 Occupation

[Member]

.....
 Signature

 Full name

 Address

 Occupation

[Member]

.....
Signature

.....
Full name

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Address

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Occupation