

# **CONSTITUTION OF BASIC INCOME AUSTRALIA LIMITED**

Australian Company Number (ACN) 664402582  
Australian Business Number (ABN) 68 664402582

A company limited by guarantee

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## Preliminary

### 1. Name of the company

The name of the **company** is  
Basic Income Australia Limited (the **company**).

### 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 charity.

### 3. Limited liability of ordinary members

The liability of ordinary members is limited to the amount of the guarantee in clause 4.

### 4. The guarantee

Each member must contribute an amount not more than \$10 (the guarantee) to the property of the **company** if the **company** is wound up while the member is a member, or within 12 months after they stop 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, or
- (b) costs of winding up.

### 5. Definitions

In this constitution, words and phrases have the meaning set out in clauses 70 and 72.

## Charitable purposes and powers

### 6. Object

The **company's** object is to pursue the following charitable purpose(s):

#### 6.1 Main Object

- (a) to promote the adoption of a Universal Basic Income (UBI) within Australia, specifically, the **policy** referenced in clause 7 which though providing for universal payment, targets the net benefit to those who need it most by offsetting the UBI against welfare payments and by recovering a set percentage of the UBI based on earned income.
  - i. specifically, the **policy** referenced in clause 7 which though providing for universal payment, targets the net benefit to those who need it most by offsetting the UBI against welfare payments and by recovering a set percentage of the UBI based on earned income.
  - ii. to help particularly the sick, disabled, or otherwise unfortunate,
  - iii. to recognise a basic human right to sufficient money to survive in an economy where survival depends upon access to money, thereby helping people who otherwise have little or no money to feel under less financial stress; to remove the stigma of having to be a supplicant for welfare; leaving people free to better themselves and their family; while maintaining a progressive tax system (including a flat % tax on spending combined with a UBI),
- (b) recognizing that a UBI tackles only the demand side, the **company** will advocate for government and non-government services to continue to be provided, such as public health (mental and physical), and education, legal aid and emergency services, as well as life skills and tools to help disadvantaged

people thrive, not simply survive. While ensuring that the adoption of a UBI is not used to reduce these services.

- (c) for the purposes of education around a UBI, the company may support the development of debate and educational materials relating to various financial models and parameters including: varied payment amounts, tests of conditionality, taxation models, income thresholds, demographic targets, legislative changes and lobbying strategies

## 6.2 Related Objects

- (a) to provide a new economic tool to help keep the labour market in dynamic balance as automation, virtualization and artificial intelligence transform the job landscape to ensure everyone who does not have a paid job, has sufficient to live on, so they are not disadvantaged by not having a paid job.
- (b) to provide a graduated increase in income for low-paid workers, at no cost to employers, thereby reducing cost-push inflation pressures
- (c) to raise the recognition of all forms of work, including care-work, childcare, housework, community services, and cultural activities as worthy contributions to society which entitle them to a share in society's resources,
- (d) to ensure that all people are treated equally and fairly without any form of discrimination based on race, creed, skin colour, ethnicity, national origin, religion, sex, sexual orientation, gender expression, marital or relationship status, age, height, weight, physical or mental ability, or any other distinction deemed unreasonable.
- (e) to improve and simplify the tax and social welfare system of Australia to the benefit of all Australians, permanent residents, and legitimate refugees to Australia who are disadvantaged.
- (f) to provide members and other persons as decided by the directors with a range of services, and products, to promote the adoption of a UBI within Australia.

## 7. Powers

Subject to clause 8, the **company** has the following powers, which may only be used to carry out its purpose(s) set out in clause 6:

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

In pursuing its purpose (but without limiting its purpose in any way), the **company** may do all of the things set out in paragraphs (a) to (i).

- (a) (Selection of form of UBI) Following extensive research and consideration by Basic Income Australia advocacy group (which was the forerunner to the **company**), the group has prepared a formal 115 page UBI policy document. This policy is detailed on the basicincomeaustralia.com website at: <https://basicincomeaustralia.com/resources/Long%20Form%20Policy.pdf>.

It is also encapsulated in a series of videos posted on the Basic Income Australia YouTube channel at:

[https://www.youtube.com/channel/UCGIHzSj\\_Ynn\\_dNTZrSkjEdw?app=desktop](https://www.youtube.com/channel/UCGIHzSj_Ynn_dNTZrSkjEdw?app=desktop)

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- i. To the extent there is any inconsistency between the long form document and the videos, the content of the videos will prevail, with the Long Form document to be amended accordingly prior to formal adoption.
  - ii. The policy will be formally adopted by the **company** at its first directors meeting, at which time it will become the **policy** of the **company**
  - iii. Following its formal adoption, members may continue to debate the policy provisions and to amend the policy at any time through a vote of ordinary members at a duly constituted policy meeting which for this purpose shall be conducted in accord with the requirements of a general meeting.
- (b) (Promotion and advocacy) The **company** may promote and advocate:
  - i. for the **policy** among the community, political parties, and interest groups.
  - ii. for the protection and welfare of the members as a whole and of the public of Australia, including matters relating to:
    - (A) a balanced and integrated welfare system provide by government, state and federal, within Australia; and
    - (B) alternative welfare services provided by non-governmental agencies
  - iii. for matters relating to sustainable living services;
  - iv. for reasonable and just legislation, regulations, taxation/subsidies, and consumer protection, especially in relation to reducing poverty and increasing social justice; and
- (c) for all educational and research activities including those relevant to the pursuits of the **company** and members as a whole.
- (d) (Work with other bodies) The **company** may enter into reciprocal and other working arrangements with any body having objectives not incompatible with those of the **company**.
- (e) (Charities) The **company** may aid and support, whether financially or otherwise, charities and institutions of a public character and a related purpose.
- (f) (Provide services and products) The **company** may:
  - i. provide advice, assistance, services and products in connection with strengthening social welfare;
  - ii. provide loyalty or reward programs; and
  - iii. provide all forms of publications, including maps, reports and periodicals.
- (g) (Manage web sites and other electronic media). The **company** will at its first directors meeting resolve to take over ownership and management of the following resources:
  - i. Basic Income Australia web site: [basicincomeaustralia.com](http://basicincomeaustralia.com), and
  - ii. The YouTube channel of Basic Income Australia at [https://www.youtube.com/channel/UCGIHzSj\\_Ynn\\_dNTZrSkjEdw](https://www.youtube.com/channel/UCGIHzSj_Ynn_dNTZrSkjEdw)
  - iii. Basic Income Australia Discord Channel
- (h) (Accept donations) subject to the **company** being registered as a charity by the Australian Charities and Not-for-profits Commission, and in compliance with

the relevant Australian Federal Taxation and State Laws, the **company** may accept donations from the public to spend in pursuit of its objects.

- (i) (General) The **company** may:
  - i. do anything else permitted by the law to pursue and implement the **company's** purpose; and
  - ii. do anything incidental to its purpose, or to the pursuit of its purpose.

## 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 69.
- 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 they have provided or expenses they have 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 purpose(s).

## 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 charity.

## Members

### 10. Membership and register of members

- 10.1 The members of the **company** are:
  - (a) **initial members**, and
  - (b) any other person that the directors allow to be a member, in accordance with this constitution.
- 10.2 The company has two classes of Members:
  - (a) ordinary members
  - (b) affiliate members
- 10.3 The **company** must establish and maintain registers of ordinary and affiliate members. The registers of members must be kept by the secretary and must contain:
  - (a) for each current member:
    - i. name
    - ii. address
    - iii. any alternative address nominated by the member for the service of notices, which may be an email address, and
    - iv. date the member was entered on to the register.
    - v. in the case of ordinary members, the date on which each annual subscription is paid

- (b) for each person who stopped being a member in the last 7 years:
  - i. name
  - ii. address
  - iii. any alternative address nominated by the member for the service of notices, and
  - iv. dates the membership started and ended.
- 10.4 The **company** must give current members access to the registers of members.
- 10.5 Information that is accessed from the registers 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 A person who supports the purposes of the **company** and who pays the annual **ordinary member subscription** determined by the directors from time to time is eligible to apply to be an **ordinary member** of the **company** under clause 12
- 11.2 A person who elects not to pay the annual ordinary member subscription but who wishes to participate in the activities of the **company** is eligible to apply to be an **affiliate member** of the **company**
- 11.3 A person must be at least 18 years of age to be an ordinary member.
- 11.4 In this clause, 'person' means an individual or incorporated body.
- 11.5 If the directors do not determine any fee for membership, all persons applying may apply to be ordinary members
- 11.6 If directors subsequently decide to impose a subscription fee, all ordinary members ongoing membership will be subject to clause 14.3

### 12. How to apply to become a member

- 12.1 A person (as defined in clause 11.3) may apply to become a member of the **company** by writing to the secretary stating that they:
  - (a) want to become an ordinary or affiliate member
  - (b) support the purpose(s) of the **company**, and
  - (c) agree to comply with the **company's** constitution, including paying the guarantee under clause 4 if required, and other conditions that the directors may from time to time decide.
  - (d) (Pay application fee) a member must pay the application fee for membership of the relevant class of membership, as the directors from time to time decide.
  - (e) (Pay subscription fees) a person electing to become an ordinary member must pay an annual subscription fee as the directors from time to time decide
- 12.2 In writing includes submission of a form via basicincomeaustralia.com, or via email, or other usual methods of writing as determined by the directors.

### 13. Directors decide whether to approve membership

- 13.1 The directors must consider an application for membership within a reasonable time after the secretary receives the application.
- 13.2 If the directors approve an application, the secretary must as soon as possible:
  - (a) enter the new member on the appropriate register of members, and
  - (b) write to the applicant to tell them that their application was approved, their class of membership, and the date that their membership started (see clause 14).



- 13.3 If the directors reject an application, the secretary must write to the applicant as soon as possible to tell them that their application has been rejected, but does not have to give reasons.
- 13.4 For the avoidance of doubt, the directors may approve an application even if the application does not state the matters listed in clauses 12(a), 12(b) or 12(c). In that case, by applying to be a member, the applicant agrees to those three matters.

#### **14. When a person becomes a member**

Other than **initial members**, an applicant will become a member when they are entered on either one of the registers of ordinary members or affiliate members.

- 14.1 If directors have determined that an application fee and/or ordinary membership fee are payable, until the application fee and/or ordinary membership fee are paid, the member will be appointed to the class of affiliate member.
- 14.2 The name of any member whose application is approved will be transferred to the register of ordinary members with effect from the date on which their application fee and/or annual subscription is paid.
- 14.3 Any ordinary member who fails to pay their annual subscription by the due date in any year will be automatically deemed to have applied to become an affiliate member on the day following the due date. In this case, the name of the member will be removed from the register of ordinary members and be entered on the affiliate register until the subscription is paid, at which time the member's name will be returned to the register of ordinary members with effect from the date of payment of the subscription, unless they otherwise cease to be a member in accord with clause 15.
- 14.4 If no application fee and/or subscription fees have been set by directors, the member will be appointed as an ordinary member. In this case, clause 14.3 will apply to any subsequent requirement for ordinary members to pay fees.
- 14.5 The processes set out in clauses 13 and 14 may be automated, subject to a director confirming them via an appropriate software interface
- 14.6 Upon becoming a member, they agree to abide by any code of conduct issued by the directors from time to time. In the absence of any code, they agree to always treat each other with respect, while permitting open discussion and constructive criticism.

#### **15. When a person stops being a member**

A person immediately stops being a member if they:

- (a) die
- (b) are wound up or otherwise dissolved or deregistered (for an incorporated member)
- (c) resign, by writing to the secretary
- (d) are expelled under clause 17, or
- (e) have not responded within three months to a written request from the secretary that they confirm in writing that they want to remain a member.

## **Dispute resolution and disciplinary procedures**

#### **16. Dispute resolution**

- 16.1 The dispute resolution procedure in this clause applies to disputes (disagreements) under this constitution between a member or director and:
- (a) one or more members

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

## 17. Disciplining members

- 17.1 In accordance with this clause, the directors may resolve to warn, suspend or expel a member from the **company** if the directors consider that:
  - (a) the member has breached this constitution, or
  - (b) the member's behaviour is causing, has caused, or is likely to cause harm to the **company**.
- 17.2 At least 14 days before the directors' meeting at which a resolution under clause 17.1 will be considered, the secretary must notify the member in writing:
  - (a) that the directors are considering a resolution to warn, suspend or expel the member
  - (b) that this resolution will be considered at a directors' meeting and the date of that meeting
  - (c) what the member is said to have done or not done
  - (d) the nature of the resolution that has been proposed, and
  - (e) that the member may provide an explanation to the directors, and details of how to do so.

- 17.3 Before the directors pass any resolution under clause 17.1, the member must be given a chance to explain or defend themselves by:
- (a) sending the directors a written explanation before that directors' meeting, and/or
  - (b) speaking at the meeting.
- 17.4 After considering any explanation under clause 17.3, the directors may:
- (a) take no further action
  - (b) warn the member
  - (c) suspend the member's rights as a member for a period of no more than 12 months
  - (d) expel the member
  - (e) refer the decision to an unbiased, independent person on conditions that the directors consider appropriate (however, the person can only make a decision that the directors could have made under this clause), or
  - (f) require the matter to be determined at a **general meeting**.
- 17.5 The directors cannot fine a member.
- 17.6 The secretary must give written notice to the member of the decision under clause 17.4 as soon as possible.
- 17.7 Disciplinary procedures must be completed as soon as reasonably practical.
- 17.8 There will be no liability for any loss or injury suffered by the member as a result of any decision made in good faith under this clause.

## General meetings of ordinary members

### 18. General meetings called by directors

- 18.1 The directors may call a **general meeting of ordinary members**.
- 18.2 If ordinary members with at least 20% 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 directors must:
- (a) within 21 days of the members' request, give all ordinary members notice of a **general meeting**, and
  - (b) hold the **general meeting** within 2 months of the members' request.
- 18.3 The percentage of votes that ordinary members have (in clause 18.2) is to be worked out as at midnight before the ordinary members request the meeting.
- 18.4 The ordinary 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**.
- 18.5 Separate copies of a document setting out the request may be signed by ordinary members if the wording of the request is the same in each copy.

### 19. General meetings called by ordinary members

- 19.1 If the directors do not call the meeting within 21 days of being requested under clause 18.2, 50% or more of the ordinary members who made the request may call and arrange to hold a **general meeting**.

- 19.2 To call and hold a meeting under clause 19.1 the ordinary members must:
- (a) as far as possible, follow the procedures for **general meetings** set out in this constitution
  - (b) call the meeting using the list of ordinary members on the **company's** member register, which the **company** must provide to the ordinary members making the request at no cost, and
  - (c) hold the **general meeting** within three months after the request was given to the **company**.
- 19.3 The **company** must pay the ordinary members who request the **general meeting** any reasonable expenses they incur because the directors did not call and hold the meeting.

## 20. Annual general meeting of ordinary members

- 20.1 A **general meeting of ordinary members**, called the annual **general meeting**, must be held:
- (a) within 18 months after registration of the **company**, and
  - (b) after the first annual **general meeting**, at least once in every calendar year.
- 20.2 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 election of directors, and
  - (e) the appointment and payment of auditors, if any.
- 20.3 Before or at the annual **general meeting**, the directors must give information to the ordinary members on the **company's** activities and finances during the period since the last annual **general meeting**.
- 20.4 The chairperson of the annual **general meeting** must give ordinary members as a whole a reasonable opportunity at the meeting to ask questions or make comments about the management of the **company**.

## 21. Notice of general meetings of ordinary members

- 21.1 Notice of a **general meeting** must be given to:
- (a) each ordinary member entitled to vote at the meeting
  - (b) each director, and
  - (c) the auditor (if any).
- 21.2 Notice of a **general meeting** must be provided in writing at least 21 days before the meeting.
- 21.3 Subject to clause 21.4, notice of a meeting may be provided less than 21 days before the meeting if:
- (a) for an annual **general meeting**, all the ordinary members entitled to attend and vote at the annual **general meeting** agree beforehand, or
  - (b) for any other **general meeting**, ordinary members with at least 95% of the votes that may be cast at the meeting agree beforehand.
- 21.4 Notice of a meeting cannot be provided less than 21 days before the meeting if a resolution will be moved to:
- (a) remove a director
  - (b) appoint a director in order to replace a director who was removed, or

- (c) remove an auditor.
- 21.5 Notice of a **general meeting** must include:
  - (a) the place, date, and time for the meeting (and if the meeting is to be held in two or more places, the technology that will be used to facilitate this)
  - (b) the general nature of the meeting's business
  - (c) if applicable, that a **special resolution** is to be proposed and the words of the proposed resolution
  - (d) a statement that ordinary members have the right to appoint proxies and that, if an ordinary 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 its registered address, or the address (including an electronic address) specified in the notice of the meeting, and
    - iii. the proxy form must be delivered to the **company** at least 48 hours before the meeting.
- 21.6 If a **general meeting** is adjourned (put off) for one month or more, the members must be given new notice of the resumed meeting.

## 22. Quorum at general meetings

- 22.1 For a **general meeting** to be held, at least 3 ordinary members (a quorum) must be present (in person, by proxy or by representative) for the whole meeting. When determining whether a quorum is present, a person may only be counted once (even if that person is a representative or proxy of more than one member).
- 22.2 No business may be conducted at a **general meeting** if a quorum is not present.
- 22.3 If there is no quorum present within 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 chairperson specifies. If the chairperson does not specify one or more of those things, the 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.
- 22.4 If no quorum is present at the resumed meeting within 30 minutes after the starting time set for that meeting, the meeting is cancelled.
- 22.5 For the avoidance of doubt, no affiliate member may attend or vote at a general meeting of ordinary members, unless appointed as a proxy for an ordinary member in accord with this constitution

## 23. Auditor's right to attend meetings

- 23.1 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.
- 23.2 The **company** must give the auditor (if any) any communications relating to the **general meeting** that an ordinary member of the **company** is entitled to receive.

## 24. Representatives of members

- 24.1 An incorporated ordinary member may appoint as a representative:
  - (a) one individual to represent the ordinary member at meetings and to sign circular resolutions under clause 31, and

- (b) the same individual or another individual for the purpose of being appointed or elected as a director.
- 24.2 The appointment of a representative by an ordinary member must:
  - (a) be in writing
  - (b) include the name of the representative
  - (c) be signed on behalf of the ordinary member, and
  - (d) be given to the **company** or, for representation at a meeting, be given to the chairperson before the meeting starts.
- 24.3 A representative has all the rights of an ordinary member relevant to the purposes of the appointment as a representative.
- 24.4 The appointment may be standing (ongoing).

#### **25. Using technology to hold meetings**

- 25.1 The **company** may hold a **general meeting** at two or more venues using any technology that gives the ordinary members as a whole a reasonable opportunity to participate, including to hear and be heard.
- 25.2 Anyone using this technology is taken to be present in person at the meeting.

#### **26. Chairperson for general meetings**

- 26.1 The **elected chairperson** is entitled to chair **general meetings**.
- 26.2 The ordinary members present and entitled to vote at a **general meeting** may choose a director or ordinary member to be the chairperson for that meeting if:
  - (a) there is no **elected chairperson**, or
  - (b) the **elected chairperson** is not present within 30 minutes after the starting time set for the meeting, or
  - (c) the **elected chairperson** is present but says they do not wish to act as chairperson of the meeting.

#### **27. Role of the chairperson**

- 27.1 The chairperson is responsible for the conduct of the **general meeting**, and for this purpose must give ordinary members a reasonable opportunity to make comments and ask questions (including to the auditor (if any)).
- 27.2 If there is an equality of votes (whether on a show of hands or on a poll) the chairperson is entitled to a casting vote. That casting vote is in addition to any votes the chairperson is entitled to as an ordinary member or as the proxy, attorney or representative of an ordinary member.
- 27.3 Nothing in this constitution is to be taken to limit the powers that the law confers on the chairperson.

#### **28. Adjournment of meetings**

- 28.1 If a quorum is present, a **general meeting** must be adjourned if a majority of **ordinary members present** direct the chairperson to adjourn it.
- 28.2 Only unfinished business may be dealt with at a meeting resumed after an adjournment.

## Ordinary members' resolutions and statements

### 29. Ordinary members' resolutions and statements

- 29.1 Ordinary members with at least 20% 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** (ordinary members' resolution), and/or
  - (b) a written request to the **company** that the **company** give all of its ordinary members a statement about a proposed resolution or any other matter that may properly be considered at a **general meeting** (ordinary members' statement).
- 29.2 A notice of an ordinary members' resolution must set out the wording of the proposed resolution and be signed by the ordinary members proposing the resolution.
- 29.3 A request to distribute an ordinary members' statement must set out the statement to be distributed and be signed by the ordinary members making the request.
- 29.4 Separate copies of a document setting out the notice or request may be signed by ordinary members if the wording is the same in each copy.
- 29.5 The percentage of votes that ordinary members have (as described in clause 29.1) is to be worked out as at midnight before the request or notice is given to the **company**.
- 29.6 If the **company** has been given notice of an ordinary members' resolution under clause 29.1(a), the resolution must be considered at the next **general meeting** held more than two months after the notice is given.
- 29.7 This clause does not limit any other right that an ordinary member has to propose a resolution at a **general meeting**.

### 30. Company must give notice of proposed resolution or distribute statement

- 30.1 If the **company** has been given a notice or request under clause 29:
- (a) in time to send the notice of proposed ordinary members' resolution or a copy of the ordinary 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 ordinary members' resolution or a copy of the ordinary members' statement to ordinary members with a notice of meeting, then the ordinary members who proposed the resolution or made the request must pay the expenses reasonably incurred by the **company** in giving ordinary members notice of the proposed ordinary members' resolution or a copy of the ordinary members' statement. However, at a **general meeting**, the ordinary members may pass a resolution that the **company** will pay these expenses.
- 30.2 The **company** does not need to send the notice of proposed ordinary members' resolution or a copy of the ordinary members' statement to ordinary members if:
- (a) it is more than 1 000 words long
  - (b) the directors consider it may be defamatory
  - (c) clause 30.1(b) applies, and the ordinary members who proposed the resolution or made the request have not paid the **company** enough money to cover the cost of sending the notice of the proposed ordinary members'

- resolution or a copy of the ordinary members' statement to ordinary members, or
- (d) in the case of a proposed ordinary members' resolution, the 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 ordinary members.

### **31. Circular resolutions of ordinary members**

- 31.1 Subject to clause 31.3, the directors may put a resolution to the ordinary members to pass a resolution without a **general meeting** being held (a circular resolution).
- 31.2 The directors must notify the auditor (if any) as soon as possible that a circular resolution has or will be put to ordinary members, and set out the wording of the resolution.
- 31.3 Circular resolutions cannot be used:
- (a) for a resolution to remove an auditor, appoint a director or remove a director
  - (b) for passing a **special resolution**, or
  - (c) where the **Corporations Act** or this constitution requires a meeting to be held.
- 31.4 A circular resolution is passed if all the ordinary members entitled to vote on the resolution sign or agree to the circular resolution, in the manner set out in clause 31.5 or clause 31.6.
- 31.5 Ordinary members may sign:
- (a) a single document setting out the circular resolution and containing a statement that they agree to the resolution, or
  - (b) separate copies of that document, as long as the wording is the same in each copy.
- 31.6 The **company** may send a circular resolution by email to ordinary members and ordinary members may agree by sending a reply email to that effect, including the text of the resolution in their reply.

## **Voting at general meetings of ordinary members**

### **32. How many votes an ordinary member has**

Each ordinary member has one vote.

### **33. Challenge to member's right to vote**

- 33.1 A member or the chairperson may only challenge a person's right to vote at a **general meeting** at that meeting.
- 33.2 If a challenge is made under clause 33.1, the chairperson must decide whether or not the person may vote. The chairperson's decision is final.

### **34. How voting is carried out**

- 34.1 Voting must be conducted and decided by:
- (a) a show of hands
  - (b) a vote in writing, or
  - (c) another method chosen by the chairperson that is fair and reasonable in the circumstances.
- 34.2 Before a vote is taken, the chairperson must state whether any proxy votes have been received and, if so, how the proxy votes will be cast.
- 34.3 On a show of hands, the chairperson's decision is conclusive evidence of the result of the vote.



- 34.4 The chairperson and the meeting minutes do not need to state the number or proportion of the votes recorded in favour or against on a show of hands.

**35. When and how a vote in writing must be held**

- 35.1 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 **ordinary members present**
  - (b) **ordinary members present** with at least 20% 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 chairperson.
- 35.2 A vote in writing must be taken when and how the chairperson directs, unless clause 35.3 applies.
- 35.3 A vote in writing must be held immediately if it is demanded under clause 35.1:
- (a) for the election of a chairperson under clause 26.2, or
  - (b) to decide whether to adjourn the meeting.
- 35.4 A demand for a vote in writing may be withdrawn.

**36. Appointment of proxy**

- 36.1 An ordinary member may appoint a proxy to attend and vote at a **general meeting** on their behalf.
- 36.2 A proxy does not need to be a member.
- 36.3 A proxy appointed to attend and vote for an ordinary member has the same rights as the ordinary member to:
- (a) speak at the meeting
  - (b) vote 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 35.1.
- 36.4 An appointment of proxy (proxy form) must be signed by the ordinary member appointing the proxy and must contain:
- (a) the ordinary member's name and address
  - (b) the **company's** name
  - (c) the proxy's name or the name of the office held by the proxy, and
  - (d) the meeting(s) at which the appointment may be used.
- 36.5 A proxy appointment may be standing (ongoing).
- 36.6 Proxy forms must be received by the **company** at the address stated in the notice under clause 21.5(d) or at the **company's** registered address at least 48 hours before a meeting.
- 36.7 A proxy does not have the authority to speak and vote for an ordinary member at a meeting while the ordinary member is at the meeting.
- 36.8 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 ordinary member:
- (a) dies
  - (b) is mentally incapacitated
  - (c) revokes the proxy's appointment, or
  - (d) revokes the authority of a representative or agent who appointed the proxy.

36.9 A proxy appointment may specify the way the proxy must vote on a particular resolution.

### 37. Voting by proxy

37.1 A proxy is not entitled to vote on a show of hands (but this does not prevent an ordinary member appointed as a proxy from voting as an ordinary member on a show of hands).

37.2 When a vote in writing is held, a proxy:

- (a) does not need to vote, unless the proxy appointment specifies the way they 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 an ordinary member or holds more than one proxy, may cast the votes held in different ways.

## Directors

### 38. Number of directors

The **company** must have at least three and no more than nine directors.

### 39. Election and appointment of directors

39.1 The initial directors are the people who have agreed to act as directors and who are named as proposed directors in the application for registration of the **company**.

39.2 Apart from the initial directors and directors appointed under clause 39.5, the ordinary members may elect a director by a resolution passed in a **general meeting**.

39.3 Each of the directors must be appointed by a separate resolution, unless:

- (a) The ordinary members present have first passed a resolution that the appointments may be voted on together, and
- (b) no votes were cast against that resolution.

39.4 A person is eligible for election as a director of the **company** if they:

- (a) are an ordinary member of the **company**, or a representative of an ordinary member of the **company** (appointed under clause 24)
- (b) are nominated by two ordinary members or representatives of ordinary members entitled to vote (unless the person was previously elected as a director at a **general meeting** and has been a director since that meeting),
- (c) give the **company** their signed consent to act as a director of the **company**, and
- (d) are not ineligible to be a director under the **Corporations Act** or the **ACNC Act**.

39.5 The directors may appoint a person as a director to fill a casual vacancy or as an additional director if that person:

- (a) is an ordinary member of the **company**, or a representative of an ordinary member of the **company** (appointed under clause 24)
- (b) gives the **company** their signed consent to act as a director of the **company**, and
- (c) is not ineligible to be a director under the **Corporations Act** or the **ACNC Act**.

- 39.6 If the number of directors is reduced to fewer than three or is less than the number required for a quorum, the continuing directors may act for the purpose of increasing the number of directors to three (or higher if required for a quorum) or calling a **general meeting**, but for no other purpose.

#### 40. Election of chairperson

The directors must elect a director as the **company's elected chairperson**.

#### 41. Term of office

- 41.1 At each annual **general meeting**:
- (a) any director appointed by the directors to fill a casual vacancy or as an additional director must retire, and
  - (b) at least one-third of the remaining directors must retire.
- 41.2 The directors who must retire at each annual **general meeting** under clause 41.1(b) will be the directors who have been longest in office since last being elected. Where directors were elected on the same day, the director(s) to retire will be decided by lot unless they agree otherwise.
- 41.3 Other than a director appointed under clause 39.5, a director's term of office starts at the end of the annual **general meeting** at which they are elected and ends at the end of the annual **general meeting** at which they retire.
- 41.4 Each director must retire at least once every three years.
- 41.5 A director who retires under clause 41.1 may nominate for election or re-election, subject to clause 41.6.
- 41.6 A director who has held office for a continuous period of nine years or more may only be re-appointed or re-elected by a **special resolution**

#### 42. When a director stops being a director

A director stops being a director if they:

- (a) give written notice of resignation as a director to the **company**
- (b) die
- (c) are removed as a director by a resolution of the ordinary members
- (d) stop being an ordinary member of the **company**
- (e) are a representative of an ordinary member, and that ordinary member stops being an ordinary member
- (f) are a representative of an ordinary member, and the ordinary member notifies the **company** that the representative is no longer a representative
- (g) are absent for 3 consecutive directors' meetings without approval from the directors, or
- (h) become ineligible to be a director of the **company** under the **Corporations Act** or the **ACNC Act**.

## Powers of directors

#### 43. Powers of directors

- 43.1 The directors are responsible for managing and directing the activities of the **company** to achieve the purposes set out in clause 6.
- 43.2 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 ordinary members.

- 43.3 The directors must decide on the responsible financial management of the **company** including:
- (a) any suitable written delegations of power under clause 44, and
  - (b) how money will be managed, such as how electronic transfers, negotiable instruments or cheques must be authorised and signed or otherwise approved.
- 43.4 The directors cannot remove a director or auditor. Directors and auditors may only be removed by an ordinary members' resolution at a **general meeting**.

#### **44. Delegation of directors' powers**

- 44.1 The directors may delegate any of their powers and functions to a committee, a director, an employee of the **company** (such as a chief executive officer) or any other person, as they consider appropriate.
- 44.2 The delegation must be recorded in the **company's** minute book.

#### **45. Payments to directors**

- 45.1 The **company** must not pay fees to a director for acting as a director.
- 45.2 The **company** may:
- (a) pay a director for work they do 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**.
- 45.3 Any payment made under clause 45.2 must be approved by the directors.
- 45.4 The **company** may pay premiums for insurance indemnifying directors, as allowed for by law (including the **Corporations Act**) and this constitution.

#### **46. Execution of documents**

The **company** may execute a document without using a common seal if the document is signed by:

- (a) two directors of the **company**, or
- (b) a director and the secretary.

## **Duties of directors**

#### **47. 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 regulations made under the **ACNC Act** 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 they were a director of the **company**
- (b) to act in good faith in the best interests of the **company** and to further the charitable purpose(s) of the **company** set out in clause 6
- (c) not to misuse their position as a director
- (d) not to misuse information they gain in their role as a director
- (e) to disclose any perceived or actual material conflicts of interest in the manner set out in clause 48
- (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.

#### **48. Conflicts of interest**

- 48.1 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, or
  - (b) if all of the directors have the same conflict of interest, to the ordinary members at the next **general meeting**, or at an earlier time if reasonable to do so.
- 48.2 The disclosure of a conflict of interest by a director must be recorded in the minutes of the meeting.
- 48.3 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 clauses 48.4:
- (a) be present at the meeting while the matter is being discussed, or
  - (b) vote on the matter.
- 48.4 A director may still be present and vote if:
- (a) their interest arises because they are an ordinary member of the **company**, and the other ordinary members have the same interest
  - (b) their 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 66)
  - (c) their interest relates to a payment by the **company** under clause 65 (indemnity), or any contract relating to an indemnity that is allowed under the **Corporations Act**
  - (d) the Australian Securities and Investments Commission (ASIC) makes an order allowing the director to vote on the matter, or
  - (e) 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
    - (ii) says that those directors are satisfied that the interest should not stop the director from voting or being present.

## **Directors' meetings**

#### **49. When the directors meet**

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

#### **50. Calling directors' meetings**

- 50.1 A director may call a directors' meeting by giving reasonable notice to all of the other directors.
- 50.2 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.

**51. Chairperson for directors' meetings**

- 51.1 The **elected chairperson** is entitled to chair directors' meetings.
- 51.2 The directors at a directors' meeting may choose a director to be the chairperson for that meeting if the **elected chairperson** is:
- (a) not present within 30 minutes after the starting time set for the meeting, or
  - (b) present but does not want to act as chairperson of the meeting.

**52. Quorum at directors' meetings**

- 52.1 Unless the directors determine otherwise, the quorum for a directors' meeting is a majority (more than 50%) of directors.
- 52.2 A quorum must be present for the whole directors' meeting.

**53. Using technology to hold directors' meetings**

- 53.1 The directors may hold their meetings by using any technology (such as video or teleconferencing) that is agreed to by all of the directors.
- 53.2 The directors' agreement may be a standing (ongoing) one.
- 53.3 A director may only withdraw their consent within a reasonable period before the meeting.

**54. Passing directors' resolutions**

- 54.1 A directors' resolution must be passed by a majority of the votes cast by directors present and entitled to vote on the resolution.
- 54.2 Anything done at any directors' meeting or a committee meeting, or by anyone acting as a director, is as valid as if every director or committee member had been duly appointed or had duly continued in office and was qualified or eligible to be a director or committee member and was entitled to vote even if it is discovered afterwards that:
- (a) there was some defect in any one of their appointment, election or continuance in office; or
  - (b) any one of them was disqualified or not entitled to vote.

**55. Circular resolutions of directors**

- 55.1 The directors may pass a circular resolution without a directors' meeting being held.
- 55.2 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 55.3 or clause 55.4.
- 55.3 Each director may sign:
- (a) a single document setting out the resolution and containing a statement that they agree to the resolution, or
  - (b) separate copies of that document, as long as the wording of the resolution is the same in each copy.
- 55.4 The **company** may send a circular resolution by email to the directors and the directors may agree to the resolution by sending a reply email to that effect, including the text of the resolution in their reply.
- 55.5 A circular resolution is passed when the last director signs or otherwise agrees to the resolution in the manner set out in clause 55.3 or clause 55.4.

## Secretary

### 56. Appointment and role of secretary

- 56.1 The **company** must have at least one secretary, who may also be a director.
- 56.2 A secretary must be appointed by the directors (after giving the **company** their signed consent to act as secretary of the **company**) and may be removed by the directors.
- 56.3 The directors must decide the terms and conditions under which the secretary is appointed, including any remuneration.
- 56.4 The role of the secretary includes:
  - (a) maintaining the registers 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

### 57. Minutes and records

- 57.1 The **company** must, within one month, make and keep the following records:
  - (a) minutes of proceedings and resolutions of **general meetings**
  - (b) minutes of circular resolutions of ordinary members
  - (c) a copy of a notice of each **general meeting**, and
  - (d) a copy of an ordinary members' statement distributed to ordinary members under clause 30.
- 57.2 The **company** must, within one month, make and keep the following records:
  - (a) minutes of proceedings and resolutions of directors' meetings (including meetings of any committees), and
  - (b) minutes of circular resolutions of directors.
- 57.3 To allow ordinary members to inspect the **company's** records:
  - (a) the **company** must give an ordinary member access to the records set out in clause 57.1, and
  - (b) the directors may authorise an ordinary member to inspect other records of the **company**, including records referred to in clause 57.2 and clause 58.1.
- 57.4 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 chairperson of the meeting, or
  - (b) the chairperson of the next meeting.
- 57.5 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 resolution is passed.

### 58. Financial and related records

- 58.1 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.
- 58.2 The **company** must also keep written records that correctly record its operations.
- 58.3 The **company** must retain its records for at least 7 years.

- 58.4 The directors must take reasonable steps to ensure that the **company's** records are kept safe.

## By-laws

### 59. By-laws

- 59.1 The directors may pass a resolution to make by-laws to give effect to this constitution.
- 59.2 Members and directors must comply with by-laws as if they were part of this constitution.

## Notice

### 60. What is notice

- 60.1 Anything written to or from the **company** under any clause in this constitution is written notice and is subject to clauses 61 to 63, unless specified otherwise.
- 60.2 Clauses 61 to 63 do not apply to a notice of proxy under clause 36.6.

### 61. 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** registered office
- (b) posting it to the **company's** registered 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.

### 62. Notice to members

- 62.1 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 nominated by the member as an alternative address for service of notices (if any)
  - (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).
- 62.2 If the **company** does not have an address for the member, the **company** is not required to give notice in person.



### 63. 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 fifth 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 62.1(e) is taken to be given on the business day after the notification that the notice is available is sent.

## Financial year

### 64. Company's financial year

The **company's** financial year is from 1 July to 30 June, unless the directors pass a resolution to change the financial year.

## Indemnity, insurance and access

### 65. Indemnity

- 65.1 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**.
- 65.2 In this clause, 'officer' means a director or secretary and includes a director or secretary after they have ceased to hold that office.
- 65.3 In this clause, '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).
- 65.4 The indemnity is a continuing obligation and is enforceable by an officer even though that person is no longer an officer of the **company**.

### 66. 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**.

### 67. Directors' access to documents

- 67.1 A director has a right of access to the financial records of the **company** at all reasonable times.
- 67.2 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

It is anticipated that the **company** will be wound up upon adoption of a UBI by the parliament of Australia in accord with the **policy** of the **company**, as amended from time to time.

### 68. Surplus assets not to be distributed to members

If the **company** is wound up, any **surplus assets** must not be distributed to a member or a former member of the **company**, unless that member or former member is a charity described in clause 69.1.

### 69. Distribution of surplus assets

- 69.1 Subject to the **Corporations Act** and any other applicable Act, and any court order, any **surplus assets** that remain after the **company** is wound up must be distributed to one or more charities that are registered with the Australian Tax Office as a Deductible Gift Recipient:
- (a) with charitable purpose(s) similar to, or inclusive of, the purpose(s) in clause 6, and
  - (b) which also prohibit the distribution of any **surplus assets** to its members to at least the same extent as the **company**.
- 69.2 The decision as to the charity or charities to be given the **surplus assets** must be made by a **special resolution** of ordinary members at or before the time of winding up. If the ordinary members do not make this decision, the **company** may apply to the Supreme Court to make this decision.

## Definitions, interpretation and law

### 70. Definitions

In this constitution:

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

**company** means the **company** referred to in clause 1

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

**elected chairperson** means a person elected by the directors to be the **company's** chairperson under clause 40

**general meeting** means a meeting of ordinary members and includes the annual **general meeting**, under clause 20.1

**initial member** means a person who is named in the application for registration of the **company**, with their consent, as a proposed member of the **company**

**ordinary member** means a person who is registered on the register of ordinary members and whose annual subscription is up to date

**affiliate member** means a person who is a member who has elected not to pay an annual subscription and who is registered on the register of affiliated members

**members** means all members, unless the context is otherwise.

**member present** means, in connection with a **general meeting**, an **ordinary member present** in person, by representative or by proxy at the venue or venues for the meeting

**policy** means the UBI **policy** adopted by the **company**, as amended from time to time in accord with the constitution

**registered charity** means a charity that is registered under the **ACNC Act**

**special resolution** means a resolution:

- i. of which notice has been given under clause 21.5(c), and
- ii. that has been passed by at least 75% of the votes cast by **ordinary members present** and entitled to vote on the resolution, and

**surplus assets** means any assets of the **company** that remain after paying all debts and other liabilities of the **company**, including the costs of winding up.

## 71. Reading this constitution with the Corporations Act

- 71.1 The replaceable rules set out in the **Corporations Act** do not apply to the **company**.
- 71.2 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.
- 71.3 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.
- 71.4 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.

## 72. Interpretation

- (a) In this constitution, unless the context indicates a contrary intention:
- (b) the words ‘includes’, ‘including’ and ‘for example’, or similar expressions mean that there may be more inclusions or examples than those mentioned after that expression, and
- (c) reference to an Act includes every amendment, re-enactment, or replacement of that Act and any subordinate legislation made under that Act (such as regulations).
- (d) The headings used in this constitution do not form part of or affect the construction or interpretation of this constitution.
- (e) words importing persons include companies, corporations, any association, body or entity whether incorporated or not and vice versa;
- (f) words denoting any gender include all genders;
- (g) words importing the singular include the plural and vice versa;
- (h) the words “writing” and “written” include printing, lithography, photography, typewriting, electronic representation and any other mode of representing or reproducing words in a visible form;
- (i) all monetary amounts are in Australian currency;
- (j) references to any legislation or to any section or provision of any legislation include any statutory modification, replacement or re-enactment of it or any statutory provision substituted for it, any ordinances, by-laws, regulations and other statutory instruments issued under it and any determination, exemption or modification made pursuant to it;
- (k) a reference to this constitution includes any amendment or variation of it, and includes any annexures or schedules to it;
- (l) a reference to time refers to time in the city of Melbourne in Victoria;
- (m) the word “month” means calendar month and the word “year” means 12 calendar months;
- (n) a reference to writing includes any communication sent by post, fax transmission or electronic means. A signature to a written notice need not be handwritten;

- (o) if any word or phrase is defined, any other part of speech or other grammatical form of that word or phrase has a cognate meaning; and

**73. Governing law and jurisdiction**

- (a) This constitution is governed by the laws of Victoria.
- (b) Each member submits to the non-exclusive jurisdiction of the courts in New South Wales.

**74. Severance**

- (a) Any clause of, or the application of any clause of, this constitution which is prohibited in any place is, in that place, ineffective to the extent of that prohibition.
- (b) Any clause of, or the application of any clause of, this constitution which is void, illegal or unenforceable in any place does not affect the validity, legality or enforceability of that clause in any other place or of the remaining clauses in that or any other place.