

**Nomination for membership to  
Murray City Country Coast GP Training Limited  
ACN 606 813 441**

Greg McMeel  
Company Secretary  
Murray City Country Coast GP Training Limited

(company/organisation) \_\_\_\_\_ wishes to nominate the following individual for membership of Murray City Coast GP Training, as our company/organisation's representative:

**Nominee Name:** \_\_\_\_\_

of \_\_\_\_\_ (nominee address)

**Signed:** \_\_\_\_\_ (company/organisation authorised representative)

**Name:** \_\_\_\_\_ **Position:** \_\_\_\_\_  
(company/organisation authorised representative)

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**Application for membership to Murray City Country Coast GP Training Limited**

I, \_\_\_\_\_ (nominee name)

of \_\_\_\_\_ (nominee address)

hereby submit this application to become a member of MCCC GP Training Limited. As a member of MCCC GP Training I agree to:

- Support the vision and mission of MCCC GP Training Limited (as detailed overleaf).
- Be bound by the Constitution of MCCC GP Training Limited (see Appendix A). Attention is drawn to Section 3 of the constitution regarding membership, in particular item 9 regarding member rights and obligations.
- Disclose all Conflicts of Interest that may impact on my eligibility to be a member of MCCC GP Training Limited (please complete declaration).

**Signed:** \_\_\_\_\_ **Name:** \_\_\_\_\_  
(nominated company/organisation representative)

**Contact details –**

**Email:** \_\_\_\_\_ **Telephone:** \_\_\_\_\_

Scan and email to: [greg.mcmeel@mccc.com.au](mailto:greg.mcmeel@mccc.com.au)

## Vision

Enhancing community health and wellbeing through leadership in general practice education, training, research and workforce development.

## Mission

Provide high quality education and training programs for GP registrars, junior doctors interested in careers as GPs and, where relevant, other general practice professionals.

Partner with practices to support integration of education, training, research and clinical governance as core elements of quality general practice.

Partner with universities, primary health networks, hospitals, state and federal governments and communities to plan for sustainable general practice workforces in our region.

## Values

- Respect
- Compassion
- Integrity
- Responsibility
- Innovation

## Conflict of interest declaration

The following interests\* in corporations, partnerships, businesses or other organisations that may be relevant to the activities of MCCC GP Training Limited (eg. directorships of public companies, interests in contracts to which MCCC GP Training Limited is a party, any other actual or potential conflict of interest or duty) are declared:

<b>Sources of income</b>	
<b>Membership of boards and committees (including directorships of public companies)</b>	
<b>Interest &amp; positions in corporations, partnerships, businesses or other organisations</b>	
<b>Interests &amp; positions in trade unions &amp; professional or business associations</b>	
<b>Interests in contracts to which MCCC GP Training Limited is a party</b>	
<b>Any other actual or potential conflict of interest or duty</b>	

I agree to formally advise MCCC GP Training Limited, as soon as practicable, of any change in circumstances that affects the accuracy of this declaration.

**Signed:** \_\_\_\_\_ **Name:** \_\_\_\_\_

**Date:** \_\_\_\_\_

*\* A member's interests include those of an associate or close relative.*



# Murray City Country Coast GP Training Limited

ABN 37 606 813 441

## CONSTITUTION

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**PART 2 – NAME, OBJECT AND POWERS**

**2. Name**

The name of the company is “Murray City Country Coast GP Training Limited”.

**3. Object**

- 3.1 The object of the company is to promote the prevention and control of diseases in human beings through the provision of general practice education and training and related services, principally in western Victoria.
- 3.2 For the purpose of clause 3.1, the Board may by regulation\* more specifically define western Victoria.

**4. Legal Capacity and Powers**

- 4.1 The company has:
  - (a) the legal capacity and powers of an individual, and
  - (b) all the powers of an incorporated body.See section 124 of the Corporations Act.
- 4.2 The company may only:
  - (a) exercise its powers; and
  - (b) use its income and assets (including any surplus);for:
  - (c) its object, and
  - (d) purposes incidental or ancillary to its object.

**5. Not For Profit**

- 5.1 The company must not distribute any surplus, income or assets directly or indirectly to its members.
- 5.2 Clause 5.1 does not prevent the company from paying its members:
  - (a) reimbursement for expenses properly incurred by them, and
  - (b) for goods supplied and services provided by them,

if this is done in good faith on terms no more favourable than if the member were not a member.

**PART 3 – MEMBERSHIP**

**6. Stakeholder Organisations**

- 6.1 Any organisation that:
  - (a) participates in the training programs provided by the company;
  - (b) supports the object of the company; and
  - (c) wishes to appoint a representative to be a member of the company;is eligible to be a stakeholder organisation of the company.
- 6.2 The Board may by regulation\* approve an eligible organisation as a stakeholder organisation.
- 6.3 The names of all stakeholder organisations must be listed in the regulations\*.
- 6.4 The Board may by regulation\* withdraw its approval of an organisation as a stakeholder organisation if:
  - (a) the organisation requests by writing\* to the company; or
  - (b) the organisation is no longer eligible to be a stakeholder organisation.

**7. Members**

- 7.1 The members of the company are the representatives of the stakeholder organisations.
- 7.2 The representatives of the stakeholder organisations:
  - (a) are appointed by the stakeholder organisation they represent writing\* to the company;
  - (b) may only be appointed by the stakeholder organisation:
    - (i) after consultation with the company, and
    - (ii) with the approval of the Board; and
  - (c) may be removed at any time by that stakeholder organisation writing\* to the company.

- 7.3 If the Board approves the representative of a stakeholder organisation, the name and other details of the member must be entered in the register of members.
- 7.4 Members may resign by writing\* to the company.
- 7.5 For the purposes of this clause, an appointment, removal or resignation takes effect when it is received by the company.

## 8. Register of Members

The Board must ensure that a register of members is kept in which are entered:

- (a) the name of each member,
- (b) the name of the stakeholder organisation that member represents,
- (c) the address for notices last given by the member,
- (d) the date of becoming a member, and
- (e) in the case of former members – the date of ceasing to be a member.

See section 169 of the Corporations Act.

## 9. Rights and Obligations

- 9.1 The rights of members are not transferable, and end when the member ceases to be a member in accordance with clause 11.
- 9.2 By becoming and remaining members, members agree to support the object of the company.
- 9.3 Members must at all times comply with the constitution and regulations\*.
- 9.4 This constitution is an enforceable contract between the company and each member.

See section 140 of the Corporations Act.

## 10. Liability

- 10.1 The liability of members is limited to the amount specified in clause 10.2.
- 10.2 If the company is wound up, each member undertakes to contribute up to \$10 to the company's property.
- 10.3 In clause 10.2, "member" includes a former member who was a member at any time during the year ending on the day of the commencement of the winding up, subject to clause 10.4.

- 10.4 Former members need not contribute in respect of a debt or liability of the company contracted after they ceased to be a member.

## 11. Cessation

- 11.1 Members cease to be members on:
- (a) removal as a representative by the stakeholder organisation that appointed them,
  - (b) withdrawal of the approval of the stakeholder organisation that appointed them by the Board; or
  - (c) resignation, expulsion or death.
- 11.2 If a member ceases to be a member, the date of ceasing to be a member must be entered in the register of members.

## 12. Discipline

- 12.1 The Board may by resolution passed by an absolute majority\* reprimand, suspend or expel a member for:
- (a) failing to comply with the constitution or regulations\*; or
  - (b) conduct prejudicial to the company.
- 12.2 The Board must not pass a resolution under clause 12.1 unless the member has been:
- (a) informed of what it is alleged the member has done; and
  - (b) given a reasonable opportunity to be heard.
- 12.3 The company may not fine members.
- 12.4 Without limiting clause 37.4, the Board may delegate its powers under this clause to a discipline committee appointed by the Board.
- 12.5 The members of the discipline committee need not be directors or members of the company.
- 12.6 Clauses 12.1 and 12.2 apply to the discipline committee in the same way as the Board.

## 13. Grievance Procedure

- 13.1 The grievance procedure in this clause applies to disputes under this constitution between:
- (a) a member and another member, and
  - (b) a member and the Board or the company.

- 13.2 The parties must first attempt to resolve the dispute themselves.
- 13.3 If the parties are unable to resolve the dispute, the Board must appoint a conciliator and arbitrator (in this clause, “conciliator”).
- 13.4 The conciliator:
- (a) must not have a personal interest in the dispute;
  - (b) must not be biased in favour of or against any party;
  - (c) may be a member or former member; and
  - (d) if possible, must be appointed with the agreement of all parties.
- 13.5 The conciliator must conduct a conciliation at which each party is given a reasonable opportunity to be heard.
- 13.6 The parties must in good faith attempt to resolve the dispute by conciliation.
- 13.7 The conciliator may during, and must at the end of, the conciliation attempt to resolve the dispute by agreement between the parties.
- 13.8 If the conciliator is unable to resolve the dispute by agreement between the parties, the conciliator must determine the respective rights and obligations under this constitution of the parties and any other members.
- 13.9 A determination of a conciliator under clause 13.8 is binding on the parties and all members.
- 13.10 A party may appoint another person to act on its behalf in the grievance procedure.
- 13.11 The State, Territory and Commonwealth Acts applying to commercial arbitrations do not apply to the grievance procedure in this clause.

## **PART 4 – GENERAL MEETINGS**

### **14. Annual General Meeting**

- 14.1 The Board must convene\* an annual general meeting to be held:
- (a) at least once in each calendar year, and
  - (b) within 5 months after the end of the company’s financial year.

As under section 250N of the Corporations Act.

- 14.2 The Board must send members copies of the financial report and auditor’s report for the last financial year referred to in clause 55 with the notice of the annual general meeting.

Compare section 316A of the Corporations Act.

- 14.3 The Board must lay before the annual general meeting the financial report and auditor’s report.

As under section 317 of the Corporations Act.

- 14.4 The ordinary business of the annual general meeting is:

(a) to verify the minutes of:

(i) the last annual general meeting, and

(ii) any special general meetings since the last annual general meeting;

(b) to consider the financial report and auditor’s report (including questions and comments from members on the management of the company); and

As under section 250S of the Corporations Act.

(c) to elect 2 directors in accordance with clause 24.

- 14.5 The annual general meeting may only consider other business of which notice has been given in accordance with clause 16.2(c).

### **15. Special General Meetings**

- 15.1 The Board may convene\* a special general meeting.

- 15.2 The Board must convene\* a special general meeting if requested by members on the same basis as under the Corporations Act.

See section 249D of the Corporations Act.

- 15.3 Members may themselves convene\* a special general meeting on the same basis as under the Corporations Act.

See section 249F of the Corporations Act.

- 15.4 Special general meetings may only consider business of which notice has been given in accordance with clause 16.2(c).

## 16. Notice

16.1 At least 21 days notice in writing\* of general meetings must be given to:

- (a) each member,
- (b) each director who is not a member, and
- (c) the company's auditor.

As under sections 249H(1), 249J(1) and 249K of the Corporations Act.

16.2 The notice must state:

- (a) the date, time and place (or places) of the meeting,
- (b) if the meeting is to be held at more than 1 place – the technology that will be used,
- (c) the general nature of each item of business to be considered, and
- (d) if a special resolution\* is to be proposed:
  - (i) the proposed resolution, and
  - (ii) that it is intended that the resolution be proposed as a special resolution\*.

As under section 249L(1) of the Corporations Act.

16.3 The notice must include under clause 16.2(c) any business that any member has requested in writing\* be considered at least 14 days before the notice is sent.

16.4 The notice must also include:

- (a) a statement that:
  - (i) members have the right to appoint a proxy to attend, speak and vote instead of the member in accordance with clause 17, and
  - (ii) proxies must be members, and

Compare section 249L(1) of the Corporations Act.

- (b) a copy of clauses 17.

16.5 The notice may (but need not) include a form of appointment for the purposes of clauses 16.4 and 17.

16.6 If a general meeting is adjourned for 1 month or more, new notice of the resumed meeting must be given.

16.7 Despite clause 16.1, the accidental omission to give notice of the meeting to a person entitled to notice, or the non-receipt of notice of the meeting by a person entitled to notice does not invalidate the meeting.

Compare section 1322(3) of the Corporations Act.

## 17. Proxies

17.1 Members entitled to vote at the general meeting may appoint any other member as a proxy.

Compare section 249X(1) of the Corporations Act.

17.2 Appointments of proxies must be:

- (a) in writing\*, naming the member (or members, in order) appointed;
- (b) sealed by, or signed on behalf of, the member making the appointment; and
- (c) sent to the company or given to the chair of the meeting before the commencement of the meeting.

17.3 Appointments of proxies are valid if they contain the information required by clause 17.2.

Compare section 250A(1) of the Corporations Act.

17.4 Proxies may exercise all the rights of members at general meetings.

## 18. Use of Technology

General meetings may be held at more than 1 place, provided that the technology used enables each person present at all places the meeting is held to communicate clearly and simultaneously with every other such person.

## 19. Quorum

19.1 The quorum for consideration of the ordinary business of the annual general meeting is the presence in person of at least 5 members entitled to vote.

19.2 The quorum for the consideration of all other business at general meetings is the presence in person or by proxy of a majority of members entitled to vote.

19.3 If a quorum is not present within 30 minutes from the time of the meeting of which notice has been given, the meeting must not proceed.

## 20. Chairing

- 20.1 The Chair is entitled to chair general meetings.
- 20.2 If the Chair is not present, or does not wish to chair the meeting, the Deputy Chair is entitled to chair.
- 20.3 If neither the Chair nor the Deputy Chair is present, or if neither wishes to chair the meeting, the meeting must elect another member to chair.
- 20.4 The chair of the meeting does not have a casting vote.

## 21. Voting

- 21.1 All members are entitled to vote at general meetings, except those whose voting rights have been suspended under clause 12.1.
- 21.2 Each member has 1 vote.
- 21.3 Members may vote in person or by proxy.
- 21.4 Voting is by show of hands, unless a poll is demanded.
- 21.5 Proxies are not entitled to vote on a show of hands (but this does not prevent members appointed as proxies from voting as members on a show of hands).
- 21.6 If an equal number of votes are cast for and against a proposed resolution or amendment, the chair of the meeting must declare the proposed resolution or amendment lost.
- 21.7 A challenge to a right to vote:
- (a) may only be made at the meeting; and
  - (b) must be determined by the chair of the meeting, whose decision is final.

## 22. Poll

- 22.1 Any person entitled to vote (including proxies and the chair of the meeting) may demand a poll on any resolution, other than a resolution concerning:
- (a) the election of the chair of the meeting, or
  - (b) the adjournment of the meeting.
- 22.2 The poll may be demanded:
- (a) before a vote is taken,
  - (b) before the voting results on a show of hands are declared, or
  - (c) immediately after the voting results on a show of hands are declared.

- 22.3 The poll must be taken when and in the manner the chair of the meeting directs.
- 22.4 On a poll, proxies:
- (a) need not cast any or all of their votes as proxies, unless they are the chair of the meeting;
  - (b) may cast their votes in different ways; and
  - (c) if:
    - (i) they do cast votes as proxies; and
    - (ii) the appointment of proxy specifies the way the proxy is to vote on a proposed resolution;must vote that way.
- 22.5 A demand for a poll may be withdrawn.

## PART 5 – DIRECTORS AND COMPANY SECRETARY

### 23. Number and Type

- 23.1 The company has between 6 and 10 directors:
- (a) 6 elected directors – 2 elected each year under clause 24, with staggered 3 year terms; and
  - (b) up to 4 co-opted directors – appointed under clause 26.
- 23.2 The company does not have:
- (a) alternate directors, or
  - (b) a managing director.

### 24. Election

- 24.1 Each annual general meeting must elect 2 directors.
- 24.2 Only members entitled to vote at the annual general meeting are eligible to be elected as directors.
- 24.3 Full-time employees of the company are not eligible to be elected as directors.
- 24.4 A director who has held office for 3 consecutive terms (not including part of a term filled as a casual vacancy) is not eligible to be re-elected without a break of at least 3 years.
- 24.5 The chair of the meeting must call for nominations.

24.6 Candidates must:

- (a) be nominated and seconded by 2 other members entitled to vote; and
- (b) give the company a signed consent to act as a director of the company.

See section 201D of the Corporations Act.

24.7 If there are only 2 nominations, the chair of the annual general meeting must declare those candidates elected.

24.8 If there are more than 2 nominations, a ballot must be held at the annual general meeting in accordance with clause 25.

24.9 If there are fewer than 2 nominations, the chair of the annual general meeting must declare any candidate who has nominated elected, and the Board must fill the remaining vacancy or vacancies in accordance with clause 27.8.

**25. Ballot**

25.1 The chair of the meeting must appoint a returning officer to conduct the ballot (who may be the chair of the meeting).

25.2 The candidates may each make a short speech in support of their election.

25.3 The election must be by secret ballot.

25.4 The returning officer must give each member and proxy present a ballot paper for each vote they are entitled to cast.

25.5 The ballot paper must list the names of the candidates in an order decided by lot.

25.6 Voters must cross off the names of those candidates they do not wish to vote for, leaving the names of those candidates they do wish to vote for.

25.7 Voters must cross off sufficient names so that the number of candidates whose names have not been crossed off is 2 or fewer.

25.8 Ballot papers that do not comply with clause 25.7 are informal.

25.9 Each formal ballot paper where the name of a candidate has not been crossed off counts as 1 vote for that candidate.

25.10 The returning officer must declare elected the 2 candidates who receive the most votes, subject to clause 25.11.

25.11 If 2 or more candidates receive the same number of votes, and 1 or 2 but not all of those candidates are to be elected, the returning officer must decide by lot which is to be elected.

**26. Co-option**

26.1 The Board may:

- (a) at its first meeting after each annual general meeting, and
- (b) at any subsequent meeting, co-opt up to 4 additional directors.

26.2 Only individuals who:

- (a) have relevant experience and expertise;
- (b) are not full-time employees of the company; and
- (c) give the company a signed consent to act as a director of the company; and

See section 201D of the Corporations Act.

are eligible to be co-opted.

26.3 The Board may by resolution decide when the term of office of a co-opted director is to begin and end. However, each term of a co-opted director must not be longer than 3 years.

26.4 A director who has been co-opted for 6 consecutive years is not eligible to be co-opted again without a break of at least 3 years.

26.5 Before co-opting directors, the company may call for expressions of interest, by advertisement or otherwise.

**27. Term of Office**

27.1 Elected directors hold office:

- (a) from the end of the annual general meeting at which they are elected,
- (b) until the end of the third annual general meeting after they are elected, subject to clauses 27.3–27.7.

27.2 Co-opted directors hold office:

- (a) from the time they are co-opted,
- (b) until the end of the annual general meeting after they are co-opted, subject to clauses 26.3 and 27.3–27.7.

27.3 Directors may be re-elected and co-opted again, subject to clauses 24.4 and 26.4.

- 27.4 Directors may resign by writing\* to the company.
- 27.5 Directors cease to hold office if they:
- (a) become a full-time employee of the company;
  - (b) in the case of elected directors – cease to be a member;
  - (c) receive any payment from the company otherwise than in accordance with this constitution; or
  - (d) become disqualified under the Corporations Act.

See Part 2D.6 of the Corporations Act.

- 27.6 The Board may remove a director who has failed to attend 3 consecutive Board meetings without leave of absence under clause 48.
- 27.7 Directors may be removed by a general meeting in accordance with the Corporations Act. The resulting vacancy may be filled at the general meeting.
- See section 203D of the Corporations Act.
- 27.8 If there is a vacancy in directors (including a vacancy under clause 27.7 not filled at the general meeting), the Board may appoint an individual who would be eligible to be elected under clauses 24.2–24.4 to fill the vacancy for the remainder of the term of office.

- 27.9 The Board may continue to act despite any vacancy in directors.
- 27.10 Even if it is subsequently found that a person who has acted as a director was not properly elected, co-opted or appointed, the validity of:
- (a) the acts of that person as a director, and
  - (b) decisions of Board meetings in which that person has participated;

is not affected.

See section 201M of the Corporations Act.

## 28. Notification to ACNC

If a person becomes or ceases to be a director, the company must notify the ACNC\* in the approved form:

- (a) if the revenue of the company for the financial year is \$250,000 or more – within 28 days; or

- (b) if the revenue of the company for the financial year is less than \$250,000 – within 60 days.

See section 65-5 of the ACNC Act.

## 29. Duties

- 29.1 Each director is subject to, and must comply with, the following duties under the ACNC Regulation:
- (a) to exercise the director’s powers and discharge the director’s 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 company’s best interests, and to further the object of the company;
  - (c) not to misuse the director’s position;
  - (d) not to misuse information obtained in the performance of their duties as a director of the company;
  - (e) to disclose perceived or actual material conflicts of interest of the director – see clause 47.1;
  - (f) to ensure that the company’s financial affairs are managed in a responsible manner; and
  - (g) not to allow the company to operate while insolvent.

See section 45.25 of the ACNC Regulation.

- 29.2 This constitution is an enforceable contract between the company and each director.

See section 140 of the Corporations Act.

## 30. Remuneration

The Board may by regulation\* set reasonable remuneration to be paid to directors (including reimbursement for expenses), subject to the Corporations Act.

See section 211 of the Corporations Act.

## 31. Company Secretary

- 31.1 The Board must appoint a company secretary in accordance with the Corporations Act.

See Part 2D.4 of the Corporations Act.

- 31.2 Unless the Board otherwise resolves, the Chief Executive Officer is to be appointed company secretary.

## **32. Indemnity**

The company indemnifies its directors and company secretary against any liability incurred in that capacity (other than to the company or a related body corporate), unless the liability did not arise out of conduct in good faith.

## **PART 6 – OFFICE-BEARERS**

### **33. Positions**

33.1 The company has the following office-bearers:

- (a) Chair,
- (b) Deputy Chair, and
- (c) Treasurer.

33.2 The Board may by regulation\* establish other office-bearer positions.

### **34. Election**

34.1 The Board must at its first meeting after the annual general meeting each year elect the office-bearers from among the directors.

34.2 A director who has already been elected to a particular office-bearer position 3 consecutive times (including filling a vacancy) is not eligible to be elected again to that position without a break of at least 2 years.

### **35. Term of Office**

35.1 Office-bearers hold office from the time of their election until their successor is elected, subject to clauses 35.2–35.3.

35.2 Office-bearers may resign by writing\* to the company.

35.3 Office-bearers who cease to be directors, other than by the expiry of their term of office, cease to be office-bearers.

35.4 Office-bearers may be removed by resolution passed by an absolute majority\* of the Board.

35.5 The Board must as soon as practicable fill vacancies in office-bearer positions for the remainder of the term.

## **PART 7 – THE BOARD**

### **36. Membership**

The members of the Board are the directors of the company.

### **37. Responsibility and Powers**

37.1 The Board is responsible for both the governance and management of the company.

37.2 The Board must by regulation\* delegate the management of the company to the Chief Executive Officer.

37.3 The Board may exercise all powers of the company on its behalf.

37.4 The Board may delegate its powers as it considers appropriate.

37.5 No delegation by the Board under this clause limits the duties and liability of each director.

### **38. Committees**

38.1 The Board may establish committees with such membership and terms of reference as it considers appropriate.

38.2 Without limiting clause 38.1, the Board must by regulation\* establish an Audit and Risk Committee, to be chaired by the Treasurer.

### **39. Regulations**

39.1 The Board may by resolution passed by an absolute majority\* make regulations to give effect to this constitution.

39.2 Members and directors must at all times comply with the regulations as if they formed part of this constitution.

### **40. Public Statements**

40.1 The Board may by regulation\* or resolution authorise an office-bearer, the Chief Executive Officer or other person to make public statements on behalf of the company.

40.2 No person may make any public statement on behalf of the company unless authorised by the Board.

## **PART 8 – BOARD MEETINGS**

### **41. Convening**

- 41.1 The Chair, company secretary or any 3 directors may convene\* a Board meeting.
- 41.2 Ordinary Board meetings must be held at least 6 times each year.
- 41.3 At its first meeting after the annual general meeting each year the Board must by resolution set the dates, times and places of ordinary Board meetings until the next annual general meeting.
- 41.4 The Board may by resolution subsequently change the dates, times and places of ordinary meetings.

### **42. Notice**

- 42.1 Each director must be given at least 7 days notice in writing\* of Board meetings, subject to clause 42.4.
- 42.2 Notice may be given of more than 1 Board meeting at the same time.
- 42.3 The notice must state the date, time and place (or places) of the meeting, but need not include the business to be considered.
- 42.4 In cases of urgency a meeting may be held without the notice required by clause 42.1, provided that:
- (a) as much notice as practicable is given to each director by the quickest practicable means; and
  - (b) resolutions may only be passed by an absolute majority\*.

### **43. Use of Technology**

- 43.1 Board meetings may be held at more than 1 place, provided that the technology used enables each director present at all places the meeting is held to communicate clearly and simultaneously with every other such director.
- 43.2 Without limiting clauses 42.4(a) and 43.1, Board meetings may be convened\* and held by telephone.
- 43.3 By becoming and remaining a director, all directors are taken to consent to this clause.
- See section 248D of the Corporations Act.

### **44. Quorum**

The quorum for Board meetings is the presence in person of a majority of the directors at the time.

### **45. Chairing**

- 45.1 The Chair is entitled to chair Board meetings.
- 45.2 If the Chair is not present, or does not wish to chair the meeting, the Deputy Chair is entitled to chair.
- 45.3 If neither the Chair nor the Deputy Chair is present, or if neither wishes to chair the meeting, the Board must elect another director to chair.
- 45.4 The chair of the meeting does not have a casting vote.

### **46. Voting**

- 46.1 Each director present at a Board meeting has 1 vote.
- 46.2 There is no voting by proxy.
- 46.3 If an equal number of votes are cast for and against a motion or amendment, the chair of the meeting must declare the motion or amendment lost.

### **47. Conflict of Interest**

- 47.1 Each director who has a perceived or actual material conflict of interest in a matter that relates to the affairs of the company must disclose the conflict:
- (a) to the other directors, or
  - (b) to the members of the company.
- See section 45.25 of the ACNC Regulation.
- 47.2 Each director who has a material personal interest in a matter that is being considered at a Board meeting:
- (a) must not be present while the matter is being considered; and
  - (b) must not vote on the matter;
- except as provided by the Corporations Act.
- See section 195 of the Corporations Act.

### **48. Leave of Absence**

- 48.1 The Board may by resolution grant directors leave of absence from Board meetings for up to 3 months.

48.2 The Board may not grant leave of absence retrospectively unless it is satisfied that it was not feasible for the director concerned to seek leave of absence in advance.

#### **49. Resolutions without Meeting**

49.1 A resolution agreed to in writing\* by all directors has the same effect as a resolution passed at a Board meeting.

49.2 In clause 49.1, “all directors” does not include those directors who:

- (a) would be prohibited by clause 47.2 from voting on the matter at a Board meeting; or
- (b) have leave of absence from Board meetings under clause 48.

### **PART 9 – FINANCIAL AND LEGAL**

#### **50. Chief Executive Officer**

50.1 The Board must appoint a Chief Executive Officer of the company.

50.2 The Chief Executive Officer is responsible to the Board for the management of the company.

50.3 The Chief Executive Officer must attend all meetings of the Board, unless excused or requested not to by the Board.

#### **51. Sources of Funds**

The funds of the company may be derived from grants, donations, fund-raising activities, interest and any other sources approved by the Board.

#### **52. Financial Year**

The financial year of the company is from 1 January to 31 December, unless the Board otherwise determines under the Corporations Act.

See section 323D of the Corporations Act.

#### **53. Financial and Other Records**

53.1 The company must 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.

See section 55-5(1) of the ACNC Act.

53.2 The company must also keep written records that correctly record its operations.

See section 55-5(2) of the ACNC Act.

53.3 The company must retain the records for at least 7 years.

See section 55-5(4) of the ACNC Act.

53.4 The Board must provide for the safe keeping of the records of the company.

#### **54. Auditor**

54.1 The Board must appoint an auditor within 1 month of registration of the company.

See section 327A(1) of the Corporations Act.

54.2 The first annual general meeting must appoint an auditor.

See section 327B(1)(a) of the Corporations Act.

54.3 The Board must within 1 month fill a vacancy in auditor until the next annual general meeting.

See section 327C(1) of the Corporations Act.

54.4 The annual general meeting must fill any vacancy in auditor.

See section 327B(1)(b) of the Corporations Act.

#### **55. Financial Reporting and Audit or Review**

55.1 For each financial year, the company must prepare a financial report in accordance with the ACNC Act and the ACNC Regulation.

See section 60-15 of the ACNC Act and Division 60 of the ACNC Regulation.

55.2 If the revenue of the company for the financial year is \$1 million or more, the company must have the financial report audited in accordance with the ACNC Act, and obtain an auditor’s report.

See section 60-25 of the ACNC Act.

55.3 If the revenue of the company for the financial year is \$250,000 or more and less than \$1 million:

- (a) the company may have the financial report reviewed in accordance with the Corporations Act, instead of audited; and

See section 60-20 of the ACNC Act.

- (b) references in this constitution to the auditor are taken to be to the reviewer.

See section 60-30(2) of the ACNC Act.

- 55.4 The financial report and auditor's report must be considered by the annual general meeting in accordance with clause 14.
- 55.5 If the revenue of the company for the financial year is less than \$250,000:
- (a) the company is not required to prepare a financial report; and
  - (b) clause 54, the remainder of this clause and clauses 14.2, 14.3 and 14.4(b) do not apply.

See Subdivision 60-C of the ACNC Act.

## 56. Payments

- 56.1 All payments by the company must be:
- (a) specifically authorised in writing\*, and
  - (b) in the case of cheques – signed, by at least 2 persons who are:
  - (c) either directors or employees of the company, and
  - (d) nominated by the Board by regulation\* or resolution.
- 56.2 The Board may nominate a list of individuals or positions for the purposes of clause 56.1.
- 56.3 Signatories must not sign cheques until the payee and amount have been written in.
- 56.4 This clause does not apply to credit card and petty cash payments where the amount is within limits set by the Board by regulation\* or resolution.

## 57. Common Seal

- 57.1 The company may have a common seal.  
See section 123(1) of the Corporations Act.
- 57.2 Clauses 57.3–57.7 only apply if the company has a common seal.
- 57.3 The company must set out its name and ABN (or ACN) on the common seal.  
See section 123(1)(b) of the Corporations Act.
- 57.4 A document may only be sealed with the common seal if authorised by resolution of the Board.
- 57.5 The sealing must be witnessed by the signatures of at least 2 directors nominated by the Board by regulation\* or resolution.
- 57.6 The Board may nominate a list of individuals or positions to be signatories for the purpose of clause 57.5.

- 57.7 The Board must provide for the safe keeping of the common seal.

## 58. Minutes

The Board must ensure that:

- (a) minutes are taken and kept of all general meetings, Board meetings and resolutions without a meeting; and
- (b) in the case of minutes of meetings – the minutes are signed within a reasonable time after the meeting by the chair of the meeting or the chair of the next meeting; or
- (c) in the case of minutes of resolutions without a meeting – the minutes are signed by a director within a reasonable time after the resolution is passed.

For general meetings, as under, and for Board meetings, see, section 251A(1) of the Corporations Act.

## 59. Access to Records

- 59.1 Members may inspect the records of the company at any reasonable time, subject to clause 59.2.
- 59.2 Members may not inspect the records of the company that relate to confidential personal, employment, commercial and legal matters.
- 59.3 Copies of the constitution and regulations\* must be freely available to members and stakeholder organisations.

## 60. Amendment

- 60.1 This constitution may only be amended by special resolution\*.  
See section 136(2) of the Corporations Act.
- 60.2 The company must notify the ACNC\* of the amendment in the approved form:
- (a) if the revenue of the company for the financial year is \$250,000 or more – within 28 days; or
  - (b) if the revenue of the company for the financial year is less than \$250,000 – within 60 days.

See section 65-5 of the ACNC Act.

## 61. Winding Up

- 61.1 If the company is wound up, its surplus assets must not be distributed to any member.

61.2 The surplus assets must be given to an entity that:

- (a) has a similar object to the company; and
- (b) also prohibits the distribution of any surplus, income and assets to its members to at least as great an extent as the company;

subject to clauses 62.2(e) and 62.2(f).

61.3 If the company is wound up voluntarily, the entity to which its surplus assets are to be given must be decided by special resolution\*.

61.4 In this clause, “entity” includes body, trust and fund.

## 62. Tax Deductibility

62.1 In this clause:

- (a) “contributions” and “fund-raising event” have the same meaning as in Division 30 of the Tax Act;
- (b) “DGR” means a deductible gift recipient under Division 30 of the Tax Act;
- (c) “gift funds” means:
  - (i) gifts and contributions to the company, and
  - (ii) money received by the company because of such gifts and contributions; and
- (d) “the Tax Act” means the *Income Tax Assessment Act 1997* (Cth).

62.2 If the company has been endorsed as a DGR:

- (a) receipts for gifts to the company must include:
  - (i) the name and ABN of the company, and
  - (ii) the fact that the receipt is for a gift;
- (b) receipts for contributions to the company in relation to a fund-raising event must include:
  - (i) the name and ABN of the company, and
  - (ii) the other information required by section 30-228 of the Tax Act;
- (c) the company must keep records that record and explain all transactions and other acts it engages in relevant to its status as a DGR for at least 5 years;

(d) the records must show that the company uses gift funds only for the principal purpose of the company;

(e) on winding up of the company or revocation of its endorsement (whichever occurs earlier), any surplus gift funds must be transferred to another DGR; and

(f) on winding up of the company its surplus assets other than any surplus gift funds must also be given to another DGR.

## 63. Notices

63.1 Members and directors must give the company their address for notices, and any change in that address.

63.2 The address for notices may include an email address and a fax number.

63.3 The company must enter any change in the address of a member in the register of members.

63.4 Notice may be given to a member or director by sending it to the address last given by the member or director.

63.5 In this constitution a period of notice of a meeting expressed in days:

- (a) does not include the day on which notice is given; but
- (b) includes the day on which the meeting is held.

63.6 Notices sent by prepaid post are taken to have been given on the second business day after posting.

63.7 Notices sent by email or fax are taken to have been given on the business day after sending.

## 64. Replaceable Rules

64.1 The replaceable rules in the Corporations Act do not apply to the company, except those in sections 204F and 248G(1).

64.2 The replaceable rules in sections 249M, 249U(4), 249W(2), 250C(2) and 250J(2) of the Corporations Act are also taken to apply to the company.

Compare item 9 of section 111L(1) of the Corporations Act.

## 65. Interpretation

- 65.1 In this constitution, unless the contrary intention appears:
- (a) “absolute majority” means a majority of the votes of all directors entitled to vote at the time, whether or not those directors are present, and whether or not they vote;
  - (b) “the ACNC” means the Australian Charities and Not-for-profits Commission;
  - (c) “ACNC Act” means the *Australian Charities and Not-for-profits Commission Act 2012* (Cth);
  - (d) “ACNC Regulation” means the *Australian Charities and Not-for-profits Commission Regulation 2013* (Cth);
  - (e) “the company” means the company named in clause 2;
  - (f) “convene” means call and arrange to hold, and includes setting the date, time and place of the meeting;
  - (g) “Corporations Act” means the *Corporations Act 2001* (Cth);
  - (h) “regulations” means regulations of the company made under clause 37.5, and “regulation” has a corresponding meaning;
  - (i) “special resolution” means a resolution at a general meeting:
    - (i) of which notice has been given in accordance with clause 16.2(d); and
    - (ii) that is passed by at least 75% of the votes cast (in person or by proxy) by those members entitled to vote on the resolution; and

See sections 9 and 249L(1)(c) of the Corporations Act.
  - (j) “writing” includes emails, and forms and other documents sent electronically.
- 65.2 The headings form part of this constitution.
- 65.3 The explanatory notes inserted in a smaller font size after provisions of this constitution are for guidance only and do not form part of this constitution.
- 65.4 This constitution is to be interpreted in accordance with the Corporations Act and the ACNC Act, except as otherwise provided in this clause.

- 65.5 The Board is responsible for the interpretation of the constitution and regulations\*.

## 66. Transitional

- 66.1 The Board must before 1 January 2016 approve stakeholder organisations and the representatives of stakeholder organisations for the purposes of clauses 6 and 7.
- 66.2 The remainder of this constitution takes effect on 1 January 2016.
- 66.3 On 1 January 2016 the members of the company become those representatives of stakeholder organisations approved by the Board under clause 66.1.
- 66.4 On 1 January 2016 the directors of the company become Graeme Jones, Rodney Fawcett, Meredith Temple-Smith, Phillip Hall, Philip Hegarty and Alison Green, subject to them giving the company a signed consent to act as a director of the company.
- 66.5 In clause 66.6, “the 2014 AGM”, “the 2015 AGM” and “the 2016 AGM” mean the annual general meetings held in those years.
- 66.6 For the purposes of clause 27.1, the directors are taken to have been elected as follows:
  - (a) at the 2014 AGM – Graeme Jones and Rodney Fawcett;
  - (b) at the 2015 AGM – Meredith Temple-Smith and Phillip Hall; and
  - (c) at the 2016 AGM – Philip Hegarty and Alison Green.
- 66.7 Clauses 24 and 14.4(c) do not apply to the 2016 AGM.

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