CONSTITUTION
Community Connections Solutions Australia Limited

ACN 620 084 906

ABN 68 194 454 514

Public company limited by guarantee

First incorporated on 23 April 1987 as a NSW incorporated association Y0183932

Transferred to a company limited by guarantee on 28 June 2017

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I. GENERAL

1. *Name of the company*

a) The name of the company is Community Connections Solutions Australia Limited.

2. *Type of company*

a) The Company is a not-for-profit public company limited by guarantee.

b) Subject to this Constitution, each Member and each Person who was a Member within 1 year of them ceasing to be a Member undertakes to contribute on the winding up of the Company to the property of the Company for:

1) payment of debts and liabilities of the Company provided that for each Person who was a Member the debts and liabilities were contracted before they ceased to be a Member;

2) payment of the costs, charges and expenses of winding up; and

3) any adjustment of the rights of the contributories among themselves.

c) The amount to be contributed under **rule 2.b)** is such amount as may be required up to $2.

3. *Replaceable rules and application of the CorpAct*

a) This Constitution is to be interpreted subject to the CorpAct, however, the rules that apply as replaceable rules to companies under the CorpAct are displaced by this Constitution and do not apply to the Company except in so far as they are repeated or contained in this Constitution.

b) An expression used in a rule that is defined for the purposes of the CorpAct has the same meaning as in the CorpAct unless the contrary intention appears in the expression used in a rule in this Constitution or the ACNCAct changes its meaning.

4. *Definitions and interpretation*

a) In this Constitution unless it is inconsistent with the subject or context in which it is used:

ACNC means the Australian Charities and Not-for-profits Commission.

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

ASIC means the Australian Securities & Investments Commission.

Board means some or all of the Directors acting as the board of directors of the Company.

Business Day means a day not being Saturday, Sunday or a public holiday on which the banks (as defined in the Banking Act 1959) are open for business in New South Wales.

Chair means a Director elected or appointed from time to time to the office of Chair in accordance with **rule 41** of this Constitution.

Company means Community Connections Solutions Australia Limited ACN ……(to be inserted once issued).

Constitution means this constitution as amended or supplemented from time to time.

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

Director means an individual elected or appointed from time to time to the office of director of the Company in accordance with this Constitution.

Electronic Contact Address means an electronic destination such as an email address to which notices and other material from the Company can be transmitted or made available with reasonable certainty that they will be delivered to or will be accessible by the intended recipient.

Member means a member of the Company in accordance with **part II** of this Constitution.

Objects means the objects of the Company specified in **rule 7**.

Officer has the same meaning as in the CorpAct.

Person means an individual and any partnership, association, body or entity whether incorporated or not.

Register means the register of Members pursuant to the CorpAct.

Representative means the individual, as advised by the Member to the Secretary from time to time, who is appointed by a body corporate that is a Member to exercise all or any of the powers that the body corporate may exercise as a Member.

Secretary means any person appointed by the Board in accordance with **rule 46** to perform the duties of company secretary of the Company.

Tax Act means the *Income Tax Assessment Act 1997(Cth)* and related tax legislation applicable to not-for-profit entities.

Year means the period between the close of 1 annual general meeting and the close of the next annual general meeting.

b) A Member is taken to be present at a general meeting if the Member is present in person or by Representative or by attorney or by proxy or, when applicable, by direct vote.

c) A reference in a rule in general terms to a person holding or occupying a particular position or office includes a reference to any person who occupies or performs the duties of that position or office for the time being.

d) In this Constitution, the following rules of interpretation apply unless the context requires otherwise:

   1) a gender includes all genders;

   2) singular includes plural and vice versa;

   3) where a word or phrase is defined, its other grammatical forms or parts of speech have corresponding meaning;

   4) a reference to a rule or sub-rule is to a rule or sub-rule of this Constitution and includes any further embedded content;

   5) a reference to any legislation or to any provision of any legislation includes any modification or re-enactment of it, any legislation substituted for it and any regulations and statutory instruments issued under it; and

   6) the words 'writing' and 'written' include any mode of representing or reproducing words, figures, drawings or symbols in a visible or communicable form.

e) Cross references are for convenience only. A cross reference in a particular rule identifies another rule that impinges on the interpretation of the particular rule in a key way. Not all rules that may affect the interpretation of the particular rule are cross referenced.

f) Headings, bold type and italics are for convenience only and do not affect the interpretation of this Constitution.

5. *Actions authorised under law*

a) Where the CorpAct authorises a company to do any matter or thing if so authorised by its constitution, the Company is taken by this rule to be so authorised or permitted to do that matter or thing.

b) Where the ACNCAct authorises a body corporate registered under the ACNCAct to do any matter or thing if so authorised by its constitution, the Company is taken by this rule to be so authorised or permitted to do that matter or thing provided the Company is registered under the ACNCAct.

6. *Exercise of powers*

a) Where this Constitution uses the word 'may' in providing that a person or body may do a particular act or thing, then whether the act or thing is done or not is at the discretion of the person or body.

b) Where this Constitution confers a power to do a particular act or thing, the power is, unless the contrary intention appears, to be taken to include a power:

   1) exercisable in the like manner and subject to any like conditions to repeal, rescind, revoke, amend or vary that act or thing; and

   2) to do the act or thing from time to time.

c) Where this Constitution confers a power to do a particular act or thing with respect to particular matters, the power is, unless the contrary intention appears, to be taken to include a power to do that act or thing with respect to some only of those matters or with respect to a particular class or particular classes of those matters and to make different provision with respect to different matters or different classes of matters.

d) Other than in respect of Directors, where this Constitution confers a power to make appointments to any office or position, the power is, unless the contrary intention appears, to be taken to include a power:

   1) to appoint a person to act in the office or position until a person is appointed to the office or position;

   2) subject to any contract between the Company and the relevant person and any applicable industrial law, to remove or suspend with or without cause any person appointed; and

   3) to appoint another person temporarily in the place of any person so removed or suspended or in place of any sick or absent holder of such office or position.

e) Where this Constitution confers a power or imposes a duty then, unless the contrary intention appears, the power may be exercised and the duty must be performed from time to time as the occasion requires.

f) Where this Constitution confers a power on a person or body to delegate a function or a power:

   1) the delegation may be concurrent with, or to the exclusion of, the performance or exercise of that function or power by the person or body;

   2) the delegation may be either general or limited in any manner provided in the terms of delegation;

   3) the delegation may be to a specified person or may be to any unspecified person from time to time holding, occupying or performing the duties of a specified office or position;

   4) the delegation may include the power to delegate;

   5) where the performance or exercise of that function or power is dependent upon the opinion, belief or state of mind of that person or body in relation to a matter, that function or power may be performed or exercised by the delegate upon the opinion, belief or state of mind of the delegate in relation to that matter; and

   6) the function or power so delegated, when performed or exercised by the delegate, is to be taken to have been performed or exercised by the person or body that delegated the function or power.

7. Objects

a) The Company is a charitable institution that exists to provide a range of services for the management and support of early childhood education organisations and services to enable and encourage efficient and effective delivery of such services for the benefit and care of children.

b) The Company pursues these Objects through a range of activities and services including but not limited to a focus on:

   1) rural, remote and disadvantaged communities;
   2) providing guidance and support in meeting the governance, management, human resources, business and industrial needs of early childhood education organisations and services;
   3) engaging with government, agencies and departments to guide and support sustainable and well-resourced management and governance structures in early childhood educational services;
   4) facilitating the exchange of ideas and knowledge by promoting strong and sustainable relationships with organisations with similar objects;
   5) providing advice and liaising with government and related authorities to promote quality outcomes for children;
   6) researching and assessing needs and issues;
   7) initiating and/or supporting endeavours that advance the Objects in **rule 7.a)**; and
   8) doing anything ancillary to the Objects in **rule 7.a)**.

8. Powers

a) The Company may act in ways and matters consistent with the direct and indirect pursuit of its Objects and in ways and matters incidental to its Objects and in ways that, under the CorpAct, a public company limited by guarantee may exercise, take or engage in if authorised by its constitution. In pursuing the Objects, the Company may, in any manner permitted by the CorpAct:

   1) exercise any power;
   2) take any action; or
   3) engage in any conduct or procedure.

9. Income and property

a) The income and property of the Company must be applied only towards promoting the Objects.

b) Subject to **rule 9.c)**, no income or property of the Company shall be paid, transferred or distributed, directly or indirectly, by way of dividend, bonus or other profit distribution, to any Member of the Company, any

former Member of the Company, any Director or any former Director or to any person claiming through such a Person.

c) Nothing in this Constitution shall prevent payment in good faith of:

   1) reasonable and proper remuneration to any employee of the Company;

   2) subject to this Constitution, reasonable and proper amounts to any Member in return for any services they render to the Company;

   3) interest at a rate not exceeding interest at the rate for the time being payable to the Company's bankers for money lent or that would be lent to the Company;

   4) reasonable and proper rent for premises leased by any Member to the Company;

   5) reimbursement in good faith of out-of-pocket expenses incurred on behalf of the Company where such expenses have been appropriately authorised in accordance with processes as determined by the Board from time to time; and

   6) any other sums payable under this Constitution.

II. MEMBERSHIP

10. Members

a) Apart from the Persons who were Members listed in the Register and on the application for registration of the Company at the time when this Constitution became effective, subject to **rule 14**, the Members of the Company are the Persons that are interested in the Objects of the Company that agree to become Members and that the Board in its absolute discretion admits to membership in accordance with this Constitution.

b) The Board may provide for categories of membership, including Life Members, on such conditions as the Board determines provided that the rights of all Members shall be in accordance with **rule 11**.

c) For all purposes, including purposes under the CorpAct, a category of membership under this Constitution does not necessarily constitute a distinct class of Members.

d) Unless otherwise provided by the terms of membership of a class of Members:

   1) all or any of the rights or privileges attached to a class may be varied, whether or not the Company is being wound up, with the consent in writing of the members of that class where at least 75% of any responses are in favour, or with the approval of a special resolution adopted at a meeting of the members of that class;

2) the provisions of this Constitution relating to general meetings apply, so far as they can and with such changes as are necessary, to each meeting of the members of that class; and

3) the rights of members of that class are to be taken as not being varied by the admission of further members to that class or any category, the establishment of and admission of Members into any new class or category of membership irrespective of the rights attached to that new class or category of membership, or the cessation of membership irrespective of how it occurs.

e) The number of Members is unlimited.

11. Rights of Members

a) A Member has a right:

1) to attend and to speak at general meetings;

2) if an individual or a Representative to nominate or to be nominated and to be appointed a Director; and

3) to vote at general meetings and on resolutions put to the membership provided the Member is financial (see **rule 14.a)7)**.

b) For the purposes of clarity, the Board may extend privileges of membership, including privileges related to access to services provided, that may differ between categories of membership and within categories of membership based on fees paid but no such privilege shall affect the rights of Members in **rule 11.a).**

12. Application for membership

a) Any eligible Person may apply for membership.

b) The application for membership must be in writing in the form the Board prescribes from time to time. Such form must provide for the Electronic Contact Address of the applicant.

c) The Board may delegate the consideration and determination of any membership application.

d) In no case shall the Directors be required to give a reason for the rejection of any application for membership.

e) Subject to **rule 12.d)**, when a decision regarding an applicant for membership has been made the Secretary or other person delegated by the Board shall send to the applicant written notice of that decision.

f) The acceptance of an applicant to be a Member is subject to payment of any fees in accordance with **rule 16** and if such payment is not made then the Board may, in its discretion, cancel its acceptance of the applicant for membership of the Company.

g) If the applicant has not previously been a Member and is not admitted to membership in due course then any moneys paid by them for membership must be returned to them in full.

h) Subject to **rules 10. & 12.f)**, an applicant becomes a Member and is entitled to exercise the rights and privileges of that membership when their name is entered in the Register.

13. Membership not transferable

a) A right, privilege or obligation that a Person has by reason of being a Member of the Company:

   1) is personal to the Member and not capable of being transferred to another Person by a Member's own act or by operation of law; and

   2) terminates upon the cessation of membership whether by death, resignation or otherwise.

14. Ceasing to be a Member

a) A Member shall cease to be a Member:

   1) if the Member resigns, by notice in writing, on the date the notice is received by the Secretary;

   2) if the Member dies or if the Member is a body corporate if the body corporate is wound up;

   3) if the Member becomes of unsound mind or an individual who is, or whose estate is, liable to be dealt with in any way under the law relating to mental health;

   4) if the Member is expelled under **rule 15**;

   5) in any other circumstances prescribed in the terms of membership applicable to the Member or in the failure to satisfy any undertaking given by the Member upon them being admitted as a Member on the date that the Board resolves to cease the membership unless the Board resolves otherwise;

   6) if the Member is convicted of an indictable offence, or of 3 summary offences in a 10 year period, on the date that the Board resolves to cease the membership unless the Board resolves otherwise; or

   7) if the Member has not paid moneys (including fees applicable under **rule 16**) due and payable to the Company within 4 months of a final request for payment of those moneys being sent to the Member and during that 4 months' period the member is deemed to be not financial until the moneys are paid.

b) Any Member ceasing to be a Member:

1) shall not be entitled to any refund, in full or part, of any fee paid in accordance with **rule 16**; and

2) shall not be readmitted as a Member until any unpaid moneys outstanding at the time they ceased to be a Member are paid including any interest or other charges levied on any outstanding moneys.

15. Disciplining of Members and dispute resolution

a) **Disciplining of Members** - subject to this rule the Board may resolve by a majority of at least 75% (rounded down when it is not a whole number) of Directors present and eligible to vote to expel any Member, or to suspend any Member from membership for a specified period, if the Member:

1) fails to comply with this Constitution;

2) fails to comply with the terms of membership applicable to the Member;

3) subject to **rule 14.a)5)** fails to satisfy any undertaking given by the Member upon their admission to membership; or

4) in the opinion of the Board, has acted in a manner that renders it undesirable that the Member continues to be a Member where such action could include that the Member has acted in a manner prejudicial to the interests of the Company.

b) If the Board passes a resolution in accordance with **rule 15.a)** to expel or suspend a Member then the Secretary must give the Member written notice:

1) setting out the resolution and the grounds upon which it was based; and

2) stating that the Member has 28 calendar days from the date of the notice to give written submissions to the Directors in response to the resolution.

c) If the Member gives written submissions in response to the resolution then the Board must consider those submissions at its next meeting and the Secretary must then give the Member written notice:

1) as to whether or not the Board still intends to proceed with the resolution; and

2) if the Board does so intend, that the Member has 28 calendar days from the date of the notice to advise the Directors in writing that the Member requires the matter be referred to mediation under **rule 15.e)**.

d) If the Member does not give written submissions within the time specified in **rule 15.b)2)** or does not give advice in writing within the time specified in **rule 15.c)2)** in response to the resolution then the Board may proceed in accordance with **rule 15.f)**.

e) If the matter is referred to mediation under **rule15.c)2)** then the mediation must be conducted:

    1) subject to rule **15.e)2)**, in such manner as the Board reasonably determines; and

    2) in accordance with the rules of procedural fairness, including applying the procedures in **rule 15.k)&l)** to the extent that they can be and with such changes as are necessary, as determined by the Board.

f) Once the mediation under **rule 15.e)** is concluded or if the Member gives no advice in writing under **rule 15.c)2)** or if the Member makes no written submissions in accordance with **rule 15.b)2)** then the Board may decide whether or not to endorse the resolution under **rule 15.a)** at which time the Board may resolve to implement the resolution under **rule 15.a)** to expel the Member by removing the Member from the Register or to suspend the Member for a specified period.

    1) The Secretary must give written notice to the Member of the decision of the Board arising from **rule 15.f).**

g) **Dispute resolution** - the dispute resolution procedure in **rule 15.g) to l)** applies to disputes that may arise under this constitution between 1 or more Members or 1 or more Directors and:

    1) 1 or more Members;

    2) 1 or more Directors; or

    3) the Company.

h) A Member must not start a dispute resolution procedure in relation to a matter which is subject to a disciplinary procedure under **rule 15.a)** until the disciplinary procedure is completed in accordance with **rule 15.f)**.

i) The parties involved in a dispute must try to resolve the dispute between themselves within 14 days of becoming aware of the dispute.

j) If the parties involved in the dispute do not resolve the dispute in accordance with **rule 15.i)** then they must within 14 days:

    1) advise the Secretary in writing about the dispute;

    2) agree or request that a mediator be appointed; and

    3) attempt in good faith to resolve the dispute by mediation.

k) The mediator must:

    1) be agreed by the parties to the dispute; or

    2) if the parties to the dispute do not agree:

        i. for disputes between Members, be an individual chosen by the Board; or

ii. for other disputes, be referred to the closest Community Justice Centre in New South Wales or if the parties to the dispute have an address in the Register that is outside New South Wales to a comparable service in other States or Territories;

3) provided that if the Company is a party to the dispute then the mediation must be referred to the closest Community Justice Centre in New South Wales.

4) A mediator chosen under **rule 15.k)2)i**:

   i. may be a Member or former Member;

   ii. must not have a personal interest in the dispute; and

   iii. must not be biased towards or against any party to the dispute.

5) When conducting the mediation, the mediator must:

   i. allow the parties involved a reasonable chance to be heard;

   ii. allow the parties involved a reasonable chance to review any written statements;

   iii. ensure that the parties involved receive procedural fairness; and

   iv. not make a decision on the dispute which is for the parties involved to resolve if they can.

l) Each party to the dispute must pay an equal share of the cost of mediation.

m) Nothing in this **rule 15** affects the rights of Members in accordance with the law.

16. Payments by Members

a) The Board may determine from time to time to charge Members fees comprising joining fees, annual subscriptions and specific purpose levies and charges.

b) The Board may determine different fees for amounts charged to Members as between different categories, if any, of Members and as between Members within a category of membership. The Board may determine that no fee is payable.

c) Any amounts charged to Members are payable in such manner and at such times as are determined by the Board.

d) No part of any fee paid shall be refunded to a Member who ceases to be a Member in accordance with **rule 14**.

III. GENERAL MEETINGS

17. Convening of a general meeting

a) The Board may, whenever it thinks fit, call and arrange to hold a general meeting of the Company. The Board must call and arrange to hold an annual general meeting in accordance with the requirements of the CorpAct as applicable to a public company that is not subject to the ACNCAct.

b) Apart from as provided by **rule 17.a)**, a general meeting of the Company may be ordered by the court or called and arranged to be held by Members by following the process in section 249 of the CorpAct provided that the Board may accept a request from fewer Members than required under the CorpAct.

   1) Without requesting a general meeting, Members may give the Company notice of a valid resolution that they propose to move at a general meeting in accordance with the CorpAct as applicable to a public company that is not subject to the ACNCAct, except that the Board may accept such a notice that is given by fewer Members than is required in accordance with the CorpAct.

      i. If the Company has been given notice of a valid resolution in accordance with **rule 17.b)1)**, notice of the resolution is to be given to Members and the resolution is to be considered at a general meeting in accordance with this Constitution and the Act, except that, subject to **rule 18**, the resolution may be considered at a general meeting that is scheduled to occur within 2 months of notice of the Members' resolution being received by the Company.

c) The Board may change the venue for, postpone or cancel a general meeting of the Company unless the meeting is called and arranged to be held by the Members or the court under **rule 17.b)**. If a general meeting is called and arranged to be held under **rule 17.b)**, the Board may make changes or cancel the meeting by following the relevant procedures in section 249 of the CorpAct.

d) A general meeting of the Company may be convened to occur at 2 or more venues using any technology that gives the Members in attendance a reasonable opportunity to participate in the meeting.

e) A general meeting convened in accordance with **rule 17.d)** is not invalidated due to a failure of the technology unless the failure arose out of conduct of an Officer which was not in good faith, or which involved wilful misconduct, gross negligence, reckless behaviour or fraud.

18. Notice of a general meeting

a) Subject to this Constitution, at least 21 days' notice (or such other minimum period as may be prescribed by the CorpAct from time to time)

of a general meeting must be given in the manner authorised by **rule 50** to each person who is at the date of the notice:

1) a Member;
2) a Director; or
3) an auditor of the Company.

b) A notice of a general meeting must specify:

1) the place, date and time of the meeting;
2) subject to **rule 18.d)**, the general nature of any business to be conducted at the meeting;
3) if a special resolution is to be proposed, the details of and intention to propose it; and
4) if the meeting is to be held in 2 or more places then the technology that will be used to facilitate this.

c) Except as provided in **rule 18.d)**, no business other than that specified in the notice convening a general meeting may be transacted at that general meeting.

d) It is not necessary for a notice of an annual general meeting to state that the business to be transacted at the meeting includes the consideration of the annual financial report, Directors' report, any report from the auditor, the appointment of Directors, the appointment of the auditor when required or the fixing of the auditor's remuneration when required.

e) A Member may waive notice of a general meeting by notice in writing to the Company.

f) The accidental failure to give notice of any general meeting to, or the non-receipt of notice of a meeting by, any Person entitled to receive notice will not invalidate the proceedings at or any resolution passed at the meeting.

g) A Person's attendance at a general meeting waives any objection that that Person may have to a failure to give notice, or the giving of a defective notice, of the meeting unless the Person at the beginning of the meeting objects to the holding of the meeting.

h) Despite **rule 18.a)**, a shorter notice period is allowed for a general meeting but only by following the requirements of section 249H of the CorpAct as applicable to a public company that is not subject to the ACNCAct.

19. Cancellation or postponement of a general meeting

a) The Board may cancel a general meeting of the Company that:

1) has been convened by the Board; or
2) has been convened at the requisition of a Member or Members pursuant to **rule 17.b)** upon receipt by the Company of written notice withdrawing the requisition signed by that Member or

those Members with the consequence that there are less than half the requisitioning Members remaining who still wish for the meeting to be convened.

b) Subject to **rule 17.c)**, **t**he Board may postpone a general meeting or change the venue at which it is to be held. No business shall be transacted at any postponed meeting other than the business stated in the notice to the Members relating to the original meeting.

c) Where any general meeting is cancelled or postponed or the venue for the meeting is changed:

1) the Board must make a reasonable attempt to notify in writing each person entitled to receive notice of the meeting of the cancellation, the change of venue or the postponement of the meeting by any means permitted by this Constitution and in the case of the postponement of a meeting, the new place, date and time for the meeting; but

2) any failure to notify in writing any person entitled to receive notice of the meeting or failure of a person to receive a written notice shall not affect the validity of the cancellation, the change of venue or the postponement of the meeting.

20. Quorum at a general meeting

a) No business may be transacted at any general meeting unless a quorum of Members entitled to vote is present at all times during the meeting.

b) A quorum shall be the number of Members present (see **rule 4.b)**), that is equivalent to 1.5 times the number of Directors in office at the time of the meeting rounded up to the nearest whole number if the product is not a whole number.

c) If a quorum is not present within 30 minutes after the time appointed for a general meeting:

1) the meeting, if convened upon the requisition of Members in accordance with **rule 17.b)**, shall be dissolved; and

2) in any other case:

i. the meeting stands adjourned to such day, and at such time and place, as the Chair determines or, if no determination is made by the Chair, to the same day in the next week at the same time and place; and

ii. if, at the adjourned meeting, a quorum is not present within 30 minutes after the time appointed for the meeting, the meeting must be dissolved.

21. Chair of a general meeting

a) The Chair shall preside as chair at each general meeting unless:

1) there is no Chair;

2) the Chair is not present within 15 minutes after the time appointed for the meeting or, subject to **rule 20.c)**, the time at which a quorum is present, whichever is the later; or

3) the Chair is present within that time but is not willing to act as chair of the meeting.

b) When the Chair does not preside in accordance with **rule 21.a)** then:

1) the Directors present must elect as chair of the meeting another Director who is present and willing to act; or

2) if no other Director willing to act is present at the meeting, the Members who are present in person or by Representative at the meeting may elect as chair of the meeting a Member who is present in person and willing to act or a Representative who is willing to act provided the Member or Representative so elected is entitled to vote at the meeting.

c) Despite anything in **rules 21.a)&b)**, if the Chair and/or any other Director or Directors later attend a general meeting or later are willing to act in the role of chair, the relevant Chair or Director/s (elected if necessary as outlined in **rule 21.b)1)** must take over as chair of the general meeting.

d) Subject to **rule 22**, the chair of a general meeting:

1) shall ensure that all items on the agenda are dealt with, and in the sequence set out, unless the Members who are present in person and the Representatives present consent to the order being changed;

2) shall conduct the meeting in a manner designed to facilitate decision making and the transaction of business; and

3) shall superintend and control the proceedings in accordance with the requirements of the relevant law, this Constitution and the broad conventions of debate.

22. Conduct of a general meeting

a) A Member is entitled to attend, to speak and to vote at general meetings.

b) The chair of a general meeting may at any time they consider it necessary or desirable for the proper and orderly conduct of the meeting:

1) impose a limit on the time that a person may speak on each motion or other item of business, question, motion or resolution being considered by the meeting and require the business, question, motion or resolution to be put to a vote of the Members present (see **rule 4.b)**); and

2) adopt any procedures for casting or recording votes at the meeting whether on a show of hands, on the voices or a poll, including the appointment of scrutineers.

c) Any question arising at a general meeting relating to the order of business, subject to **rules 21.d)1) & 22.f)**, procedure or conduct of the meeting must be referred to the chair of the meeting whose decision is final.

d) The chair of a general meeting may take any action they consider appropriate for the safety of persons attending the meeting and the orderly conduct of the meeting and may refuse admission to, or require to leave and remain out of, the meeting any person:

    1) in possession of a visual and/or sound recording device which in the opinion of the chair of the meeting may or does cause inconvenience or disruption to the meeting;

    2) in possession of a placard or banner;

    3) in possession of an article considered by the chair of the meeting to be dangerous, offensive or liable to cause disruption;

    4) who refuses to produce or permit examination of any article, or the contents of any article, in the person's possession;

    5) who behaves or threatens to behave in a dangerous, offensive or disruptive way; or

    6) who is not entitled to receive notice of the general meeting if they are not the proxy, attorney or representative of a person entitled to receive notice of the general meeting.

e) The chair of the meeting may delegate powers conferred by **rule 22.d)** to any Person they think fit.

f) The chair of a general meeting may at any time during the course of a general meeting, and must if so directed by the meeting, adjourn from time to time and from place to place the meeting or any business, motion, question or resolution being considered or remaining to be considered by the meeting or any debate or discussion either to a later time at the same meeting or to an adjourned meeting as determined by the chair of the meeting.

g) No business may be transacted at any adjourned general meeting other than the business left unfinished at the meeting from which the adjournment took place.

h) A resolution passed at a general meeting resumed after an adjournment is passed on the day that it is passed.

i) Where a meeting is adjourned for 30 days or more, notice of the adjourned meeting must be given as in the case of the original meeting.

j) Except as provided by **rule 22.i)**, it is not necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting, subject to **rule 19.c)**.

k) Where a meeting is adjourned, the Board may change the venue of, postpone or cancel the adjourned meeting unless the meeting was called and arranged to be held by the Members or the court in accordance with **rule 17.b)**. If a

meeting is called and arranged to be held in accordance with **rule 17.b)** then the Board may not postpone it beyond the date by which such a meeting would be required under the CorpAct as applicable to a public company that is not subject to the ACNCAct and may not cancel it without the consent of the requisitioning Members.

l) Nothing in this **rule 22** is to be taken to limit the powers conferred on the chair of a general meeting by law.

23. Decisions at a general meeting

a) Questions arising at a general meeting are to be decided by at least a majority of votes cast by the Members present (see **rule 4.b)**) at the meeting who are eligible to vote and any such decision is for all purposes a decision of the Members, except in the case of any resolution which under this Constitution or as a matter of law requires a special majority.

b) At any time before a vote on a motion is taken at a general meeting, a summary of the proxy position and, if applicable, direct votes received in relation to the motion must be disclosed to the meeting.

c) In the case of an equality of votes upon any proposed resolution the chair of the meeting, in addition to any deliberative vote, does not have a casting vote.

d) A resolution put to the vote of a general meeting must be decided on a show of hands of the Members present in person and eligible to vote (see **rule 24.c)**) unless a poll is demanded before the vote is taken or before or immediately after the declaration of the result of the show of hands.

   1) Where a general meeting is called in accordance with **rule 17.d)** Members and Representatives present in person via technology and who cannot be seen for a show of hands may cast their vote by voice or by electronic or other means approved by the chair of the meeting.

   2) On a show of hands all Members present in person and Representatives who are not Members who are present in person and eligible to vote have 1 vote. Any additional votes that any Member may be entitled to exercise shall not be exercisable on a show of hands but will be exercisable on a poll.

e) Under **rule 23.d)** a poll may be demanded:

   1) by the chair of the meeting; or

   2) by the lesser of at least 3 Members present (see **rule 4.b)**) and having the right to vote on the resolution or Members with at least 5% of the votes that may be cast on the resolution on a poll.

f) A demand for a poll does not prevent the continuation of a general meeting for the transaction of any business other than the question on which the poll has been demanded.

g) At any general meeting, unless a poll is demanded, a declaration by the chair of the meeting that a resolution has been passed or lost, having regard to the majority required, and an entry to that effect in the minutes of the proceedings of the Company which has been signed by the chair of the relevant general meeting or of the next succeeding general meeting, is conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

h) If a poll is demanded at a general meeting, it will be taken in such manner and either at once or after an interval or adjournment or otherwise as the chair of the meeting directs, subject to **rule 23.i)**, and the result of the poll will be the resolution of the meeting at which the poll was demanded, and an entry to that effect in the minutes of the proceedings of the Company which has been signed by the chair of the relevant general meeting or of the next succeeding general meeting, is conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

   1) Where a general meeting is called in accordance with **rule 17.d)** and a poll is demanded, Members present (see **rule 4.b))** via technology may cast their vote by informing the chair of the general meeting who will complete the poll for them in good faith on their instructions or by electronic or other means approved by the chair of the meeting.

i) A poll demanded at a general meeting on the election of a chair of the meeting pursuant to **rule 21.b)2)** or on an adjournment pursuant to **rule 22.f)** must be taken immediately.

j) The demand for a poll may be withdrawn.

24. Voting rights at a general meeting

a) Subject to this Constitution, at a general meeting every Member who is entitled to vote and who is present (see **rule 4.b)**) has 1 vote, subject to **rules 23.d) & 25.m)**.

   1) Where the Board has allowed Members to cast a direct vote by electronic or postal means on a matter the voting must be done in a way that identifies that a Member has voted but with the actual way in which the vote is cast secret. Subject to **rules 24.a) & 25.a)**, the Board must advise Members at the time of inviting a direct vote as to whether the result of the vote shall be the decision of the Members or whether the matter that has been voted on by direct vote shall also be voted on at a general meeting and the decision shall be the combined result of the direct vote and the voting at the general meeting if a poll is called on the matter.

b) An Appointed Director who is not a Member has a right to attend and to speak at a general meeting but has no right to a vote at a general meeting in their capacity of an Appointed Director.

c) At a general meeting a proxy is not entitled to a vote on a show of hands but is entitled to a vote if a poll is called.

d) A proxy is entitled to a separate vote for each Member the person represents, in addition to any vote they may have as a Member in their own right.

e) An objection to the qualification of a person to vote at a general meeting:

    1) must be raised before or at the meeting at which the vote objected to is given or tendered; and

    2) must be referred to the chair of the meeting whose decision on the qualification to vote is final.

f) A vote not disallowed by the chair of the meeting under **rule 24.e)2)** is valid for all purposes.

25. Representation at a general meeting

a) Subject to this Constitution, each Member entitled to vote at a general meeting may vote:

    1) in person including;

    i. by attorney where proof of the power of attorney is provided to the Secretary at least 48 hours prior to the meeting;

    2) by direct vote using electronic and/or postal means where such an option is offered by the Board; or

    3) by proxy.

b) The general rights and procedures related to a proxy that apply in accordance with the CorpAct as applicable to a public company that is not subject to the ACNCAct apply to a proxy appointed under this Constitution.

c) A proxy may, but need not, be a Member or a Member who is entitled to vote.

d) A proxy may be appointed for all general meetings, or any number of general meetings, or for a particular general meeting.

e) Unless otherwise provided in the instrument, subject to **rule 23.d)**, the instrument appointing a proxy will be taken:

    1) to confer authority to agree to a meeting being convened by shorter notice than is required by the CorpAct as applicable to a public company that is not subject to the ACNCAct or by this Constitution;

    2) to confer authority to speak to any proposed resolution on which the proxy may vote;

    3) to confer authority to demand, or join in demanding, a poll on any resolution on which the proxy may vote in a poll;

4) to appoint the chair of the general meeting as the proxy unless the Member clearly specifies another person as proxy and that person attends the general meeting;

5) even though the instrument may refer to specific resolutions and may direct the proxy how to vote on those resolutions:

i. to vote, in a way that is consistent with any direction given by the Member on the proxy form, on any amendment moved to any of the proposed resolutions and on any motion that any of the proposed resolutions not be put or any similar motion;

ii. to vote on a poll on any procedural motion, including any motion to elect the chair, to vacate (only in the case of a Member chair elected under **rule 21.b)2)**) the chair or to adjourn the meeting; and

iii. to act generally at the meeting; and

6) even though the instrument may refer to a specific meeting, to be held at a specific time or venue, where the meeting is rescheduled or adjourned to another time or changed to another venue, to attend and vote at the rescheduled or adjourned meeting or at the new venue.

f) An instrument appointing a proxy may direct the manner in which the proxy is to vote in respect of a particular resolution and, where an instrument so provides, the proxy is not entitled to vote on the proposed resolution except as directed in the instrument.

1) Where the instrument so directs the proxy how to vote and the person appointed as proxy is not the chair of the meeting and the proxy does not exercise the vote when a poll is called then the chair of the meeting is taken, before voting on the resolution closes, to have been appointed as the proxy for the purposes of voting on the resolution at the meeting.

g) Subject to **rule 25.j)**, an instrument appointing a proxy need not be in any particular form provided it is in writing, contains the Member's name and address, the Company's name, the proxy's name or the office held by the proxy, the meetings at which the appointment may be used and either:

1) be signed by the appointer or the appointer's attorney; or

2) be authenticated in such manner as the Board may determine.

h) A proxy may not vote at a general meeting or adjourned meeting or on a poll unless the instrument appointing the proxy, and the authority under which the instrument is signed or a certified copy of the authority, are received in or at a place, fax number or electronic address specified in the notice of meeting at least:

1) 48 hours (or such other minimum period as may be prescribed by the CorpAct as applicable to a public company that is not subject to the ACNCAct from time to time); or

2) such lesser period specified for this purpose in the notice calling the meeting.

i) For the purposes of **rule 25.h)**:

1) the place may be the Company's registered office or other place specified in the notice and a fax number or electronic address may be the fax number or electronic address at the Company's registered office or the fax number or electronic address specified in the notice; and

2) the lesser period may be any time set by the Board before the time for holding the meeting or adjourned meeting.

j) The Directors may waive all or any of the requirements of **rules 25.g) & h)** and in particular may, upon the production of such other evidence as the Directors require to prove the validity of the appointment of a proxy, accept:

1) an oral appointment of a proxy;

2) an appointment of a proxy which is not signed and executed in the manner required by **rule 25.g)**; and

3) the deposit, tabling or production of a copy, including a copy sent by facsimile or by electronic transfer, of an instrument appointing a proxy or of the power of attorney or other authority under which the instrument is signed.

k) A vote given in accordance with the terms of an instrument appointing a proxy is valid despite the revocation of the instrument or of the authority under which the instrument was executed, if no notice in writing of the revocation has been received by the Company by the time and at 1 of the places at which the instrument appointing the proxy is required to be received under **rules 25.h) & i)**.

l) The appointment of a proxy is not revoked by the appointer attending and taking part in the general meeting but, if the appointer votes on any resolution, the proxy is not entitled to vote, and must not vote, as the appointer's proxy on the resolution.

m) If a Member has cast a direct vote on a matter and the Board puts that matter to a general meeting for a vote then if a Member who has already cast a direct vote or their Representative or their attorney or their proxy is at the general meeting they are not entitled to vote and must not vote on the matter at the general meeting. Their direct vote will be counted if a poll is taken on the matter.

n) The chair of a general meeting may require any person acting as a proxy to establish to the satisfaction of the chair of the meeting that the person is the person nominated as proxy in the form of proxy lodged under this

Constitution. If the person is unable to establish their identity, they may be excluded from voting in which case **rule 25.f)1)** applies unless the form of proxy indicates otherwise.

IV. BOARD OF DIRECTORS

26. Number and nature of Directors

a) There must be not less than 3 (or such other minimum number as determined by the CorpAct) and not more than 11 Directors.

b) Of the Directors at any time:

   1) At least 3 must and up to 9 may be elected by the Members or appointed to fill casual vacancies in accordance with **rule 29** and shall be designated Elected Directors; and

   2) Up to 2 may be appointed by the Board and shall be designated Appointed Directors.

27. Terms of Directors

a) Subject to **rules 29. & 30.c)**, the term for an Elected Director shall be up to 3 Years but a retiring Director who is eligible may stand for re-election or re-appointment.

   1) An Elected Director may be re-appointed or re-elected as an Elected Director for 3 consecutive terms. At the completion of the third consecutive term or if the Elected Director ceases to be a Director for any reason during the final Year of the third consecutive term the Member or Representative is not eligible to be appointed or elected a Director until at least 1 full term has passed from when they ceased to be a Director.

b) Terms for Elected Directors shall commence at the conclusion of the annual general meeting at which the Director was elected or appointed and terminate at the conclusion of the annual general meeting at which they retired provided that it is no later than the third annual general meeting after which the Director was elected or appointed.

c) The term for an Appointed Director shall be such period as the Board determines at the time of appointment up to 24 months from the date of appointment. A Member or Representative who is no longer an Appointed Director who is otherwise eligible may nominate for election as an Elected Director.

28. Eligibility of Directors

a) Elected Directors must be Members or Representatives.

b) Appointed Directors may be Members, Representatives or other individuals with skills, experience or capabilities that the Directors determine from time to time are important for the Board but which are not available to the Board from the Elected Directors at that time.

c) To be eligible to stand for election or appointment as a Director, an individual must not be subject to any circumstance in accordance with **rule 32.c)** that would result in them ceasing to be a Director once elected or appointed.

29. Casual vacancies on the Board

a) If a casual vacancy in the position of an Elected Director occurs, the Board may appoint any eligible Member or Representative to that position, and such appointee holds office until the end of the annual general meeting at which the Director they have replaced would have ceased their term but if otherwise eligible, may stand for election at that annual general meeting.

b) Subject to **rule 28.b)**, if there is a vacancy in the position of an Appointed Director occurs, the Board may appoint any individual in accordance with **rule 27.c)** at any time.

30. Rotation of Directors

a) One third of the Elected Directors shall retire each year and, if eligible and they wish to and they are nominated, each may stand for re-appointment or re-election.

b) If the number of Elected Directors to retire is not a whole number then the number that is one third then rounded down to the next whole number must retire from office.

   1) When the number of Elected Directors about to reach their term in accordance with **rule 27.a) & b)** exceeds the number determined in **rules 30a) & b)** then the Elected Directors to retire are all the Elected Directors who reach their term at the conclusion of the next annual general meeting.

c) In determining the number to retire, Directors appointed to fill casual vacancies who retire under **rule 29.a)** are to be counted for the purposes of **rule 30.a)**.

d) The Elected Directors to retire at an annual general meeting are those who have been longest in office since their appointment or election, but, subject to **rule 30.b)1)**, as between individuals who became Elected Directors on the same day, the Elected Directors to retire shall (unless they otherwise agree among themselves) be determined by lot.

31. Appointment or election of Directors

a) At the annual general meeting at which an Elected Director retires or at which a vacancy in the position of Elected Director exists, subject to **rule 26.b)**, the Company may fill the vacated position by electing by resolution an individual to that office from the nominated Members and Representatives listed and considered in alphabetical order of their family names on the Notice of Meeting.

b) An eligible Member or Representative who wishes to stand for election as an Elected Director must be financial or be the Representative of a Member that is financial at the time of nomination and be nominated by 2 Members eligible to stand for election.

c) The nomination form shall be in writing, contain the consent of the Member or Representative to be a Director of the Company and be signed by the nominated Member or Representative and the nominating Members. For a Representative, 1 of the nominating Members must be the Member for which the individual is the Representative. The signatures may be affixed to more than 1 form containing identical information.

d) Nominations for the position of Director shall be lodged with the Secretary not more than 10 weeks and not less than 5 weeks before the date of the next annual general meeting.

   1) The Board must advise Members of the date of the next annual general meeting at least 12 weeks before the date of the next annual general meeting.

e) A Member or Representative may submit with their nomination form a resume of not more than 200 words. Such resume:

   1) may only include details in relation to:

   i. the candidate's qualifications and relevant experience;

   ii. the candidate's contribution to the Company and to early childhood education to date; and

   iii. key issues the candidate sees as facing the Company;

   2) must not endorse, disparage or otherwise refer to any other candidate or any other Director;

   3) must not contain anything that is defamatory; and

   4) must comply with any applicable by-laws or regulations set by the Board.

f) The Secretary may in good faith edit any resume in such manner as they see fit to ensure compliance with **rule 31.e)**.

g) The information provided in the resume will be included as the only information from the candidate in the notice of meeting.

32. Vacation of office of Director

a) Subject to **rules 27.a), 30. & 32.b) & c)**, an individual vacates their office of Elected Director at the conclusion of the annual general meeting at which they retire or their term of office expires subject to them being re-appointed or re-elected an Elected Director in accordance with this Constitution.

b) Any Director may resign by giving written notice to the Company through the Secretary of their intention to resign and the resignation will take effect at the time expressed in the notice provided that the time is not earlier than the date of delivery of the written notice to the Secretary.

c) The office of a Director becomes vacant if the Director:

1) is subject to any of the circumstances prescribed by the CorpAct or ACNCAct;

2) becomes of unsound mind or an individual who is, or whose estate is, liable to be dealt with in any way under the law relating to mental health;

3) dies;

4) becomes bankrupt or makes any arrangement or composition with their creditors generally;

5) is convicted on indictment of an offence and the Board does not within 2 months after that conviction resolve to confirm the Director's appointment to the office of Director;

6) is absent from all meetings of the Board during a 6 months' period, with or without the consent of the Board, unless at the next meeting of the Board, the Board resolves otherwise;

7) fails to attend face-to-face at least 1 meeting of the Board during a 12 months' period, unless at the next meeting of the Board, the Board resolves otherwise;

8) has failed to disclose a material personal interest that would be required to be disclosed under the CorpAct or ACNCAct unless at the next meeting of the Board, the Board resolves otherwise;

9) is an Elected Director and ceases to be a Member or a Representative;

10) is removed as a Director by at least a majority resolution of the Company in general meeting; or

11) is or becomes a paid employee of the Company.

33. No alternate Directors

a) Directors are not entitled to appoint alternate Directors.

34. Interested Directors

a) Subject to **rule 32.c)8) & 11)**, a Director may hold any other office (other than auditor) in the Company or any related body corporate in conjunction with their directorship and may be appointed to that office upon such terms as to tenure of office and otherwise as the Directors think fit, except that the Director may not receive remuneration in that other capacity.

b) Subject to **rule 32.c)8) & 11)**, a Director may be or become a director or other officer of, or otherwise interested in, any related body corporate or any other body corporate promoted by the Company or in which the Company may be interested as a shareholder or otherwise and is not accountable to the Company for any other benefits received by the Director as a director or officer of, or from having an interest in, that body corporate.

c) The Board may exercise the voting rights conferred by shares in any body corporate held or owned by the Company in such manner in all respects as the Board thinks fit including voting in favour of any resolution appointing a Director as a director or other officer of that body corporate or voting for the payment of remuneration to the officers of that body corporate and a Director may, if permitted by law, vote in favour of the exercise of those voting rights notwithstanding that they are, or may be about to be appointed, a director or other officer of that other body corporate and, as such, interested in the exercise of those voting rights.

d) A Director is not disqualified merely because of being a Director from contracting with the Company in any respect including, without limitation, any of the following:

    1) selling any property to, or purchasing any property from, the Company;

    2) guaranteeing the repayment of any money borrowed by the Company for a commission or profit; and

    3) acting in any professional capacity, other than auditor, on behalf of the Company.

e) No contract made by a Director with the Company and no contract or arrangement entered into by or on behalf of the Company in which any Director may be in any way interested is avoided or rendered voidable merely because of the Director holding office as a Director or because of the fiduciary obligations arising out of that office.

f) No Director contracting with or being interested in any arrangement involving the Company is liable to account to the Company for any profit realised by or under any such contract or arrangement merely because of the Director holding office as a Director or because of the fiduciary obligations arising out of that office.

g) Subject to **rule 34.h)**, a Director who is in any way interested in any contract or arrangement or proposed contract or arrangement may, despite that interest:

    1) be counted, if they are present at the time of commencing to deal with the matter, in determining whether or not a quorum is present at any meeting of the Board that is considering that contract or arrangement or proposed contract or arrangement;

2) vote in respect of, or in respect of any matter arising out of, the contract or arrangement or proposed contract or arrangement; and

3) sign or countersign any document relating to that contract or arrangement or proposed contract or arrangement that the Company may execute.

h) **Rule 34.g)** does not apply if, and to the extent that, it would be contrary to the CorpAct or ACNCAct including without limitation provisions of the CorpAct or ACNCAct that regulate matters concerning material personal interests of directors.

i) The Board may make regulations requiring the disclosure of interests that a Director, and any person deemed by the Board to be related to or associated with the Director, may have in any matter concerning the Company or a related body corporate and any regulations made under this Constitution shall bind all Directors.

35. Payments to Directors

a) Having regard to **rule 9.c)** payments may be made to any Director for:

1) out-of-pocket expenses incurred by the Director in the performance of any duty as a Director where the amount payable does not exceed an amount previously agreed by the Board;

2) the payment of fees for occupying the office of Director and carrying out the duties and obligations of that office, where the amounts payable, if any, do not exceed reasonable amounts previously approved by the Board, provided;

i. the total amount that may be paid, if any, to all Directors combined for services as Directors under **rule 35.a)2)** is determined by the Members in general meeting; and

3) subject to **rule 34.d)3)** any service rendered to the Company by the Director in a professional or technical capacity, other than in the capacity as a Director, where the provision of the service has the prior approval of the Board and is not more than an amount which commercially would be reasonable for the service.

36. Powers and duties of Directors

a) The Directors are responsible for the control, ultimate management and conduct of the Company. The Board may exercise to the exclusion of the Company in general meeting all the powers of a company that are not required by the CorpAct, ACNCAct or by this Constitution to be exercised by the Company in general meeting.

b) Without limiting the generality of **rule 36.a)**, the Board may exercise all the powers of the Company to borrow or otherwise raise money, to charge any property or business of the Company and to issue debentures

or give any other surety for a debt, liability or obligation of the Company or of any other person.

c) The Board may determine how cheques, promissory notes, bankers drafts, bills of exchange or other negotiable instruments must be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, by or on behalf of the Company.

d) The Board may from time to time confer upon any Director for the time being or any other person or office as they may select such of the powers exercisable under this Constitution by the Board as it may think fit from time to time and to be exercised for such purposes and on such terms and conditions and with such restrictions as it may think expedient.

    1) Powers conferred under **rule 36.d)** may be exercised concurrently with the powers of the Board in that regard and the Board may from time to time withdraw, revoke or vary all or any such powers with or without cause subject to any applicable contract between the Company and the relevant person and subject to any applicable industrial law.

e) A power of attorney may contain such provisions for the protection and convenience of the attorney, or persons dealing with the attorney, as the Board thinks fit.

f) In exercising any power, the Directors must do so in accordance with any duties and obligations imposed on them by the ACNCAct and CorpAct and in accordance with the duties imposed by the CorpAct on directors of public companies limited by guarantee that are not registered under the ACNCAct.

37. Proceedings of Directors

a) The Directors may meet together for the despatch of business and adjourn and otherwise regulate their meetings as they think fit.

b) The planned contemporaneous linking together of Directors by technologies, such as telephone or other electronic means, that are consented to by all Directors and that allow reasonable interaction between all participating Directors, constitutes a Board meeting provided the number of Directors participating is sufficient to constitute a quorum.

    1) All provisions of this Constitution relating to meetings of the Directors apply, so far as they can and with such changes as are necessary, to meetings of Directors by such technologies.

c) A Director participating in a meeting by technology in accordance with **rule 37.b)** is taken to be present in person at the meeting.

d) A meeting by means of technology is to be taken to be held at the place determined by the chair of the meeting provided that at least 1 of the Directors involved was at that place for the duration of the meeting.

38. Convening of a meeting of Directors

a) The Chair or any 2 or more Directors may, whenever they think fit, convene a meeting of the Directors.

b) A Secretary must, when requested by the Chair or on the written requisition of any 2 or more Directors, convene a meeting of Directors.

39. Notice of a meeting of Directors

a) Subject to this Constitution, notice of a meeting of Directors must be given to each individual who is at the time of giving the notice a Director, other than a Director on leave of absence approved by the Board, or a Director outside of Australia who has notified the Secretary that they will not be contactable.

b) Only Directors have a right to notice of a meeting of the Board and to attend a meeting of the Board. Any other person in attendance is in attendance at the invitation of the Board and must leave if directed to by the chair of the meeting.

c) A notice of a meeting of Directors:

   1) must specify the time and place of the meeting;

   2) should where practicable state the nature of the business to be transacted at the meeting;

   3) may be given immediately before the meeting;

   4) may be given in person or by post or by telephone, fax, email or other electronic means; and

   5) if technological connection of Directors is to be involved, must identify how that connection is to be made.

d) Unless special circumstances apply, at least 7 days' notice of a meeting of the Directors should be given.

e) A Director may waive notice of any meeting of Directors by notifying the Secretary to that effect in person or by post or by telephone, fax, email or other electronic means.

f) The non-receipt of notice of a meeting of Directors by, or failure to give notice of a meeting to, a Director does not invalidate any act, matter or thing done or resolution passed at the meeting:

   1) if the non-receipt or failure occurred by accident or error;

   2) if before or after the meeting, the Director;

   i. has waived or waives notice of that meeting under **rule 39.e)**; or

   ii. has notified or notifies the Secretary of their agreement to that act, matter, thing or resolution personally or by post or by telephone, fax, email or other electronic means; or

   3) the Director attended the meeting.

g) Attendance by a person at a meeting of Directors waives any objection that person may have to a failure to give notice of the meeting.

40. Quorum at a meeting of Directors

a) No business may be transacted at a meeting of Directors unless a quorum of Directors is present during the time the business is dealt with, subject to **rule 40.c)**.

b) A quorum at a meeting of Directors is half the number of Directors in office and physically in Australia at the time of the meeting, rounded down if it is not a whole number, plus 1.

c) A Director who is present and is disqualified from voting on a matter pursuant to **rule 34** shall be counted in the quorum despite that disqualification, even if they do not participate in that part of the meeting from which they are disqualified from voting.

d) If there is a vacancy in the office of a Director then, subject to **rule 40.e)** the remaining Director or Directors may act.

e) If the number of Directors in office at any time is less than the minimum number required by **rule 26.a)**, the remaining Directors must act as soon as possible:

   1) to increase the number of Directors to a number sufficient to satisfy the minimum number of Directors required by **rule 26.a)**; or

   2) to convene a general meeting of the Company for that purpose.

f) Until the actions required by **rule 40.e)** have happened, the Directors must only act if and to the extent that there is an emergency requiring them to act.

41. Chair

a) The Directors:

   1) must elect 1 of the Elected Directors to the office of Chair at least annually and in any event at the first meeting of the Board following an annual general meeting; and

      i. may, subject to **rule 41.a)1)** determine the period for which that Director is to be Chair.

   2) If an election to the office of Chair is tied more than once then the successful candidate must be determined by lot unless at least 1 candidate withdraws.

   3) The Chair has such powers and duties as specified in this Constitution, as required by law and as determined by the Directors.

   4) The Chair must if present within 15 minutes after the time appointed for the holding of the meeting, and if willing to act, preside as chair of each meeting of Directors.

5) The Directors present must elect 1 of themselves to chair the meeting if at a meeting of Directors:

   i. there is no Chair;

   ii. the Chair is not present within 15 minutes after the time appointed for the holding of the meeting; or

   iii. the Chair is present but is not willing to act as chair of the meeting or of part of the meeting.

6) Despite anything in **rule 41.a)5)**, if the Chair later attends a meeting of Directors or is later willing to act then they must take the role of chair of the meeting.

42. Decisions of Directors

a) A meeting of Directors at which a quorum is present is a meeting of the Board and is competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Directors under this Constitution.

b) Subject to **rule 15.a)**, questions arising at a meeting of the Board are to be decided by at least a simple majority of votes cast by the Directors present and entitled to vote and any such decision is for all purposes a determination of the Directors.

c) In the case of an equality of votes upon any proposed resolution the chair of the meeting, in addition to any deliberative vote, does not have a casting vote and the resolution is not passed.

43. Circulating resolutions

a) The Board may pass a resolution without a Board meeting if the Directors entitled to vote on the resolution sign a document containing a statement of the resolution set out in the document. For this purpose, signatures can be contained in more than 1 document and can include electronically transmitted signatures.

b) A resolution under **rule 43.a)** shall be deemed to have been passed if the Directors who have responded have signed a document containing a statement that they are in favour of the resolution set out in the document provided that the number of Directors in favour is sufficient for a quorum at a Board meeting in accordance with **rule 40.b)**.

c) Resolutions passed in accordance with **rule 43.b)** are to be taken to have been passed on the date that is the later of:

   1) the date 1 week after the resolution was distributed to Directors or such other date as may be specified in the document accompanying the proposed resolution; or

   2) on the date the resolution was assented to by the final Director whose support resulted in the number of Directors in favour of the resolution equalling the number that is a quorum in favour.

d) For **rule 43.a)** a Director may signify assent to a document by signing the document or by notifying the Secretary of the Director's assent in person or by post or by telephone, fax, email or other electronic means.

e) Where a Director signifies assent to a document other than by signing the document, the Director must by way of confirmation sign the document at the next meeting of Directors attended by that Director, but failure to do so does not invalidate the resolution to which the document relates.

44. Committees of the Board

a) The Board may form and delegate any of its powers to a committee of the Board consisting of such Directors and other individuals as the Board thinks fit and may from time to time revoke such delegation. Subject to **rule 44.e)** all such Committees of the Board must be chaired by a Director.

b) A committee of the Board must, in exercise of the powers delegated to it, conform to any directions and restrictions that may be imposed on it by the Board. A power so exercised will be taken to be exercised by the Board.

c) Subject to **rule 44.b)** the meetings and proceedings of any committee of the Board consisting of more than 1 individual will be governed, so far as they can and with such changes as are necessary, by the provisions for regulating the meetings and proceedings of the Board contained in this Constitution.

d) A minute of all the proceedings and resolutions of every committee of the Board shall be made, entered and signed in the same manner in all respects as minutes of proceedings of the Board are required by the CorpAct and this Constitution to be made, entered and signed. A copy of these Committee minutes shall be tabled at the next practicable Board meeting.

e) If the Board establishes an audit-type committee of the Board it will consist of at least 3 individuals including at least 1 Director. Notwithstanding **rule 44.a)** the chair may be, but need not be, a Director.

    1) The Chair shall not be eligible to be a member of such an audit-type committee of the Board.

f) Subject to **rule 44.e)** the Board may delegate any of its powers to 1 Director or an Officer.

    1) A Director or Officer to whom any powers have been so delegated must exercise the powers delegated in accordance with any directions of the Board.

45. Validity of acts of Directors

a) All acts done at any meeting of the Board or by any individual acting as a Director or a committee of the Board attended by an individual acting as a Director shall be valid even if it is later discovered that there was a

defect in the appointment of the individual as a Director or the individual being disqualified to be a Director or having vacated office or the Director or individual not being entitled to vote, provided the circumstance was not known by the Director or individual or committee of the Board when the act was done.

V. ADMINISTRATION

46. Secretary

a) The Board must appoint at least 1 Secretary who may, but need not, be a Director or a Member or an employee.

b) The Secretary holds office on such terms and conditions as to remuneration and otherwise as the Board determines. The Secretary may act in an honorary capacity.

   1) If the Secretary is not a Director and not a responsible entity in accordance with the ACNCAct, prior to being appointed they must enter into a deed with the Company to act in accordance with the duties and obligations of an Officer.

c) The Board may remove any Secretary so appointed, subject to the terms of any contract and the law.

47. Minutes

a) The Directors must ensure that minutes of proceedings and resolutions of general meetings of the Company and of meetings of the Directors (including Committees of the Board) are recorded in books kept for that purpose within 1 month following the relevant meeting.

b) The Directors must ensure that minutes of resolutions passed by Directors and Committees of the Board without a meeting are recorded in books kept for the purpose within 1 month after the resolution is passed.

c) The minutes of a meeting must be signed within a reasonable time after the meeting by the chair of the meeting or the chair of the following meeting.

d) The minutes of a passing of a resolution without a meeting must be signed by a Director within a reasonable time after the resolution is passed.

e) A minute that is recorded and signed in accordance with **rule 47** is evidence of the proceeding or resolution to which it relates unless the contrary is proved.

48. Inspection of records

a) The Directors must ensure that the minute books for general meetings are open for inspection by Members free of charge.

b) Subject to **rule 48.a)**, the Board may determine whether and to what extent, and at what times and places and under what conditions, the minute books, financial records and other documents of the Company or any of them, will be open to inspection by Members other than Directors.

c) A Member other than a Director does not have the right to inspect any books, records or documents of the Company except as provided by law or authorised by the Board.

d) Notwithstanding **rule 48.b)**, a previous Director has a right to inspect minute books and related papers for meetings of the Directors and Committees of the Board for the period covering when they were a Director.

49. Accounts and audit

a) The Company must prepare and deal with such accounts as are required to be prepared by a category 3 largest company limited by guarantee under section 285A of the CorpAct or in accordance with the ACNCAct as applicable.

b) Whether or not required by the CorpAct or the ACNCAct, the Directors must cause the financial records of the Company to be audited in accordance with the requirements of a category 3 largest company limited by guarantee under section 285A of the CorpAct or in accordance with the ACNCAct as applicable.

c) The financial year shall be the period of 12 months ending on 30 June, unless the Board determines a different end date.

50. Notices

a) A notice may be given by the Company to a Member:

    1) by serving it on the Member personally;

    2) by sending it by prepaid post to the Member's address as shown in the Register;

    3) by sending it to the fax number, Electronic Contact Address or such other address the Member has supplied to the Company for the giving of notices;

    4) by making a copy of it accessible electronically on a website of, or related to, the Company and advising the Member of its availability via the Electronic Contact Address; or

    5) by publishing it in a regular newsletter publication of the Company to Members which publication may be printed or be electronic or internet based.

b) The fact that a Member has supplied a fax number or email or other electronic address for the giving of notices:

1) does not require the Company to give any notice to that person by fax or email or other electronic means; or

2) does not prevent the Company from giving notice to that person in the manner envisaged by **rule 50.a)4)**.

c) A signature to any notice given by the Company to a Member under **rule 50.a)** may be in writing or a facsimile printed or affixed by some mechanical, electronic or other means.

d) Any Member who has not provided to the Company a place of address or Electronic Contact Address for inclusion in the Register as the place at or via which notices may be given to the Member shall not be entitled to receive any notice.

e) Subject to this Constitution, a notice may be given by the Company to any Director either by serving it personally at, or by sending it by prepaid post to, the Director's usual residential or business address, or by sending it to the fax number, Electronic Contact Address, or such other address as the Director has supplied to the Company for the giving of notices.

f) Subject to this Constitution, a notice may be given by a Member or a Director to the Company by serving it on the Company at, or by sending it by prepaid post to, the registered office or principal place of business if any of the Company or by sending it to the principal fax number or principal electronic address of the Company at its registered office or principal place of business, if any.

g) Where a Member does not have a registered address or Electronic Contact Address or where the Company has bona fide reason to believe that a Member is not known at the Member's registered address or Electronic Contact Address, all future notices are deemed to be given to the Member if the notice is exhibited in the Registered Office, if any, for a period of 48 hours (and is deemed to be duly served at the commencement of that period) unless and until the Member informs the Company of a registered address or Electronic Contact Address.

h) A reference in this Constitution to a notice or other communication in writing includes a notice given by fax or electronic means or other modes of reproducing words in a visual form (see **rule 4.d)6)**).

51. Time of service of notices

a) Where a notice is sent by post, service of the notice is to be taken to be effected if a prepaid envelope containing the notice is properly addressed and placed in the post and to have been effected:

1) in the case of a notice of a general meeting – on the Business Day after the date of its posting; or

2) in any other case – 2 Business Days after it is posted.

b) Where a notice is sent by fax or email or other electronic means, service of the notice is to be taken to be effected on the Business Day after the date it is sent.

c) Where the Company gives a notice under **rule 50.a)4)**, service of the notice is to be taken to be effected when the notice was first so made accessible.

d) When the Company gives notice under **rule 50.a)5)**, service of the notice is to be taken to be effected on the Business Day after the day on which the notice was first published.

52. Other communications and documents

a) **Rules 50. & 51.** apply, so far as they can and with such changes as are necessary as determined by the Board, to the service of any communication or document.

53. Execution of documents

a) Without limiting the manner in which the Company may execute any approved contract, including as permitted under the CorpAct, the Company may execute any agreement, deed or other document by:

    1) 2 Directors signing the same; or

    2) 1 Director and 1 Secretary signing the same.

b) Nothing in this Constitution requires the Company to execute any agreement, deed or other document under common seal for the same to be executed effectively by the Company.

c) The Board may at any time determine that the Company shall have a common seal.

54. Indemnity and insurance

a) Subject to **rule 54.b)**, the Company must indemnify each individual who is an Officer including a Director, a Secretary or other Officer on a full indemnity basis and to the full extent permitted by law against all liabilities, including a loss, liability, cost, charge or expense, incurred by the Officer as an Officer, including without limitation:

    1) a liability for negligence; and

    2) a liability for reasonable legal costs.

b) The indemnity in **rule 54.a)** does not operate in relation to any liability, subject to **rule 54.c)**, which:

    1) is a liability of the Company or any of its related bodies corporate;

    2) is a liability for a pecuniary penalty order under the CorpAct or a compensation order under the CorpAct; or

    3) arises out of conduct of the Officer which was not in good faith, or which involved wilful misconduct, gross negligence, reckless misbehaviour or fraud.

c) **Rule 54.b)** does not apply to a liability for legal costs.

d) The indemnity in **rule 54.a)** does not operate in relation to legal costs incurred by the Officer in defending any action for a liability if the costs are incurred:

    1) in defending or resisting proceedings in which the Officer is found to have a liability referred to in **rule 54.b)**;

    2) in defending or resisting criminal proceedings in which the Officer is found guilty;

    3) in defending or resisting proceedings brought by ACNC, ASIC or a liquidator for a court order if the grounds for making the order are found by the court to have been established. This does not include costs incurred in responding to actions taken by ACNC, ASIC or a liquidator as part of an investigation before commencing proceedings for the court order; or

    4) in connection with proceedings for relief to the Officer under the CorpAct or ACNCAct where the court denies the relief.

e) If there is any appeal in relation to any proceedings referred to in **rule 54.d)**, it is the outcome of the final appeal that is relevant for the purposes of **rule 54.d)**.

f) The indemnity in **rule 54.a)**:

    1) does not extend to and is not an indemnity against any amount in respect of which the indemnity would otherwise be illegal, void, unenforceable or not permitted by law; and

    2) does not operate in respect of any liability of the Officer to the extent that that liability is covered by insurance.

g) The indemnity in **rule 54.a)**:

    1) is enforceable without the Officer having first to incur any expense or make any payment; and

    2) is a continuing obligation and is enforceable by the individual who was an Officer even though the individual may have ceased to be an Officer of the Company or its related bodies corporate.

h) For each Officer against any liability incurred by the Officer as an Officer including, but not limited to, a liability for negligence or for reasonable costs and expenses incurred in defending proceedings, whether civil or criminal, and whatever their outcome the Company may, to the extent permitted by law:

    1) purchase and maintain insurance; or

    2) pay or agree to pay a premium for insurance.

i) Nothing in **rules 54.a) & h)**:

1) affects any other right or remedy that a person to whom those rules apply may have in respect of any liability referred to in those rules; or

2) limits the capacity of the Company to indemnify or provide or pay for insurance for any person to whom those rules do not apply.

j) The Company may enter into a deed with any Officer to give effect to the rights conferred by **rules 54.a)&i)**, or the exercise of a discretion under **rules 54.a)&i)** on such terms as the Board thinks fit which are not inconsistent with **rules 54.a) to i)**.

55. Submission to jurisdiction

a) Each Member submits to the non-exclusive jurisdiction of the Supreme Court of New South Wales, the Federal Court of Australia and the Courts which may hear appeals from those Courts.

56. Prohibition and enforceability

a) Any provision of, or the application of any provision of, this Constitution which is prohibited in any place is, in that place, ineffective only to the extent of that prohibition.

b) Any provision of, or the application of any provision of, this Constitution which is void, illegal or unenforceable in any place does not affect the validity, legality or enforceability of that provision in any other place or of the remaining provisions in that or any other place.

57. Winding up

a) If any property remains following the winding up or dissolution of the Company after satisfaction of all its debts and liabilities, this property will not be paid to or distributed amongst Members, but will be given or transferred to another institution or body corporate that has:

1) objects that are similar to the Objects;

2) a constitution that requires its income and property to be applied to promoting its objects; and

3) a constitution that prohibits it from paying or distributing its income and property amongst its members to an extent at least as great as imposed on the Company by **rule 9.b)**.

b) The identity of the institution or body corporate is to be determined by the Members at or before the time of dissolution and failing such determination being made, by the Directors at or before the time of dissolution and failing such determination by application to the court for determination.

c) If the Company is endorsed or duly authorised in any way as a deductible gift recipient in accordance with the Tax Act and the Company maintains accounts or a gift fund pursuant to such endorsement or authorisation, the Company must on the earlier of the winding up of such accounts or

gift fund or of the Company having its deductible gift recipient endorsement or authorisation revoked transfer any surplus assets of those accounts or gift fund to another institution or body corporate in Australia that has:

1) objects that are similar to the Objects;
2) a constitution that requires its income and property to be applied to promoting its objects;
3) a constitution that prohibits it from paying or distributing its income and property amongst its members to an extent at least as great as imposed on the Company by **rule 9.b)**; and
4) that satisfies specific requirements of the Tax Act related to the management of a gift fund or of accounts used for the handling of deductible gift recipient funds.

d) The identity of the institution or body corporate under **rule 57.c)** is to be determined by the Members and failing such determination being made, by the Directors.

58. Changes to this Constitution

a) This Constitution may only be amended in accordance with the CorpAct.

59. Patron

a) The Members in general meeting may appoint a Patron or more than 1 Patron. A Patron should be prominent in the field of early childhood education, development or care. A Patron may, but need not, be a Member.

b) Any Patron holds office until retirement under **rule 59.c)** or until resignation, death or removal by resolution at a general meeting of the Company.

c) The resolution appointing a Patron must specify the term of office which cannot exceed 3 years from the date of appointment.

d) A Director or other Officer cannot be appointed Patron and a Patron is not an Officer or Director of the Company.

e) A Patron has such rights, privileges and duties as may be agreed from time to time by the Board.

60. Transitional provisions

a) **Membership fees** – despite **rule 16**, from when this Constitution becomes effective financial members of Community Connections Solutions Australia Inc current at the time that it transfers registration to become the Company and that become Members of the Company, including Life Members, on registration of the Company or within 12 months or registration of the Company must have their current financial

status carried forward to the Company for the membership period as if there had been no change.

b) **Members** – despite **rule 12**, from when this Constitution becomes effective any financial member of Community Connections Solutions Australia Inc current at the time that it transfers registration to become the Company and that were not included in the list of members on the company registration form that apply to become Members of the Company within 12 months of this Constitution becomes effective must be accepted as Members with full rights as members irrespective of what category of member they were in Community Connections Solutions Australia Inc.

c) **The Board** - The members of the board of Community Connections Solutions Australia Inc in office when this Constitution becomes effective become the initial Elected Directors in accordance with **rule 26.b)** and the Association President of the Board becomes the initial Chair in accordance with **rule 41.**

    1) At the first annual general meeting after this Constitution became effective, Directors to retire shall be determined using **rule 30.**

    2) At the second annual general meeting after this Constitution became effective, Directors to retire shall be determined using **rule 30.**

    3) At the third annual general meeting after of this Constitution became effective all remaining existing Directors at the date this Constitution became effective must retire.

    4) Directors retiring under **rule 60.c) 1), 2) & 3)**, if eligible, are entitled to stand for appointment or election as Elected Directors for vacant positions in accordance with **rule 26.b)**.

    5) For a Director in office immediately prior to the adoption of this Constitution and who remains in office as an Elected Director after the next annual general meeting at which they stand for election, counting of the 3 consecutive terms in accordance with **rule 27.a)1)** shall commence only after that next annual general meeting at which they are elected.

    6) **Appointed Directors** – there are no Appointed Directors in office when this Constitution becomes effective.

    7) The Board from when this Constitution becomes effective may appoint Appointed Directors in accordance with **rules 26.b) & 27.c).**

d) Following the conclusion of the second annual general meeting after this Constitution becomes effective **rule 60.b)** shall then cease to have a purpose and shall be removed from the Constitution and be replaced with the word 'deleted'.

e) Immediately there are no such Directors whose term limits are subject to **rule 60.c)**, that **rule 60.c)** shall then cease to have a purpose and shall be removed from the Constitution and be replaced with the word 'deleted'.

END OF CONSTITUTION