

# Constitution of Caroline Chisholm Society

Corporations Act 2001

A company limited by guarantee

Incorporated in Victoria

# Constitution of Caroline Chisholm Society

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## 1. Definitions

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The following definitions apply in this constitution unless the context otherwise requires.

*ASIC* means the Australian Securities and Investments Commission.

*Board* means the Directors for the time being of the Society or those of them present at a meeting at which there is a quorum.

*Branch* means a branch of the Society constituted under Rule 10.

*Business Day* means a day on which banks are open in Melbourne.

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

*DHS* means the Department of Human Services in Victoria.

*Director* means a person appointed or elected to the office of director of the Society in accordance with this constitution.

*Life Member* means a person who is elected as a Life Member under Rule 6.3(a).

*Member Present* means, in connection with a meeting, the member present at the venue for the meeting in person or by proxy, by attorney or, where the member is a body corporate, by representative.

*Mother* means the natural or adoptive mother or the step-mother or foster mother of a child.

*Society* or *Caroline Chisholm Society* means the Caroline Chisholm Society (ACN 005 066 919), a public company limited by guarantee.

*writing* includes typing, printing, lithographing, facsimile, email and other modes of representing or reproducing words and figures in a visible form.

## 2. Interpretation

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Headings are for convenience only and do not affect interpretation. The following rules of interpretation apply unless any contrary intention appears in this Constitution or the context requires otherwise.

- (a) A gender includes all genders.
- (b) The singular includes the plural and conversely.
- (c) Where a word or phrase is defined, its other grammatical forms have a corresponding meaning.
- (d) A reference to a Rule, paragraph or sub-paragraph is to a Rule, paragraph or sub-paragraph, as the case may be, of this Constitution.
- (e) A reference to any legislation or to any provision of any legislation includes any modification or re-enactment of it, any legislative provision substituted for it, and all regulations and statutory instruments issued under it.
- (f) A word or phrase given a meaning in the Corporations Act has the same meaning in this Constitution.

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- (g) A reference to a person or persons includes an organisation as well as to an individual or body corporate, and a reference to a person, organisation, body or other entity includes its permitted successors and assigns.

## 3. Replaceable Rules and Transitional Matters

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- (a) The replaceable rules contained in the Corporations Act do not apply to the Society.
- (b) This Constitution supersedes the constitution in force immediately before the adoption of this Constitution.
- (c) Everything done under any previous constitution of the Society continues to have the same operation and effect after the adoption of this Constitution as if properly done under this Constitution. In particular (without limitation) every Director in office immediately before the adoption of this Constitution is taken to have been appointed and continues in force under this Constitution.

## 4. Objects and Purposes

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- (a) The Caroline Chisholm Society is a non-denominational, non-political body which supports women who wish to continue their pregnancies to term and gives on-going family support in the areas of pregnancy, childbirth and early childhood, and for the purpose of effecting these ideals the objects of the Society are:
  - (i) To operate a Pregnancy Support Service.
  - (ii) To provide a service of counselling and practical support to meet the physical, psychological and social welfare needs of pregnant women, parents of pre-school children, and their families.
  - (iii) To provide a comprehensive service of care and support that will free women from feeling compelled by physical, psychological or social pressures to choose the termination of a pregnancy.
  - (iv) To help alleviate poverty and distress through the provision of financial support, material aid and shelter.
  - (v) To provide programs of health education.
  - (vi) To develop a greater awareness and understanding of the welfare, rights and needs of all people, including the unborn child.
  - (vii) To assist those who seek and use the services of the Society to function independently.
- (b) Solely for the purpose of carrying out the foregoing objects and not otherwise the Society has power:
  - (i) to urge the government to provide increased social services and facilities for pregnant women and their families and to provide greater assistance for private organisations providing such services and facilities.

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- (ii) to urge the government to increase social benefits and family allowances so as to remove the fear of undue financial hardship associated with childbirth and the upbringing of children.
- (iii) to appoint persons to advise and guide pregnant women under the care of the Society to prescribe the duties and responsibilities of such persons and to take such steps as are deemed advisable to organise the field work so as to carry into effect the objects of the Society.
- (iv) to establish branches of the Society within the State of Victoria and to provide the rules and conditions under which any such branch shall operate.
- (v) to register or otherwise acquire any trade marks or business names to take any action designed to protect the name of the Society and to prevent its unauthorised use by any person or body.
- (vi) to take such action as may be necessary to procure the registration of the Society under any Act of Parliament or Ordinance and to comply with any Federal, State, Municipal or other Acts, Ordinances or provisions as may be necessary or considered desirable in the interests of the Society.
- (vii) to licence any branch of the Society to use the name of the Society to prescribe the conditions under which such name may be used and to suspend or withdraw such licence at any time without assigning any reason therefore.
- (viii) to raise funds for any of the objects of the Society by any means but so not to contravene any law relating to the collection of moneys from the public or otherwise.
- (ix) to receive legacies, endowment, contributions and gifts of money or other real or personal property for the purposes of the Society generally or for the purpose of any specific object or activity of the Society.
- (x) to make arrangements with professional practitioners, tradesmen or any person, company or body, whether corporate or unincorporate, for the supply of goods or services for the purposes of the Society generally, or for any specific object thereof.
- (xi) to incorporate or organise the formation of any company or body whether corporate or unincorporate or procure the incorporation of any such company or body for the purpose of raising and/or holding any funds of the Society or any branch thereof and to register or procure the registration of any such company or body under any law to defray any expenditure associated with the incorporation formation or registration of any such company or body and to provide any capital for funds for the purpose thereof by subscription, loan, grant or otherwise.
- (xii) to sell, manage, lease, mortgage, dispose of or otherwise deal with all or any part of the property of the Society and should any such property be subject to any trusts the Society shall only deal with the same in such manner as is allowed by law having regard to such trusts.

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- (xiii) to draw, accept, make issue, endorse, discount, execute and negotiate bills of exchange, promissory notes, warrants, debentures and other transferable or negotiable investments or securities.
- (xiv) to affiliate or co-operate with the Victorian Council of Social Services or any body or association having any object or interest in common with or similar to the objects or interest of the Society or any of them.
- (xv) to rent, take on lease, hire, purchase, or otherwise acquire or sell or otherwise dispose of any interest in or the use of any buildings, land, furniture or other real and personal property on such terms in all respects as the Society shall think fit.
- (xvi) to borrow and raise money and to secure the repayment of same in such manner and upon such terms as the Board may think fit.
- (xvii) to invest any moneys of the Society not immediately required for any of its objects in such manner as may from time to time be determined.
- (xviii) to arrange meetings and lectures for the purpose of explaining and publicising the objects and activities of the Society.
- (xix) to have printed or published any newspaper, periodicals, books or leaflets that the Society may consider desirable for the promotion of its objects and activities.
- (xx) to determine what persons shall be admitted as members of the Society, to prescribe the conditions for membership and to fix the fees, subscriptions or donations to be paid by members and the times when such fees, subscriptions or donations shall become payable.
- (xxi) to determine the conditions upon which membership shall cease or be deemed to have ceased and the conditions upon which members may be excluded or suspended from or readmitted to membership.
- (xxii) to advertise and canvass for support and to take any steps considered necessary or desirable by way of publicity or otherwise to promote or further the objects and activities of the Society.
- (xxiii) to do all such other things as are incidental or conducive to the attainment of the above objects or any of them.
- (xxiv) to seek registration under the provisions of the applicable companies legislation.

## 5. Powers of the Society

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- (a) The powers in section 124(1) of the Corporations Act shall not apply to the Society except in so far as they are included in Rule 4, provided that the Society shall not support with its funds, any activity or endeavour to impose on or procure to be observed by its members or others any regulations or restrictions which if an object of the Society would make it a trade union within the Trade Unions Act 1958.
- (b) To the extent that section 151(2AA) of the Corporations Act applies to the Society in relation to any addition, alteration or amendment to this Constitution, the Society must comply with the requirements of that section.



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- (c) Rules 5(b), 12 and 13 of this Constitution contain conditions upon which a licence is granted by ASIC to the Society. In pursuance of the provisions contained in these Rules, ASIC may from time to time, on giving notice to the Society of its intention so to do, and after affording the Society an opportunity of being heard in opposition thereto, within such time as may be specified in such notice impose further conditions which shall be duly observed by the Society.

## **6. Members**

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### **6.1 Members**

- (a) The number of members with which the Society is registered is two hundred (200) but the Board may from time to time register an increase of members.
- (b) The members of the Society shall comprise:
  - (i) The members of the Society as at the date of the adoption of this Constitution.
  - (ii) Other persons who apply for membership and who sign a written application in the form provided by the Board.
  - (iii) Persons elected as Life Members pursuant to Rule 6.3.

### **6.2 Annual subscription**

- (a) With the exception of Life Members, the annual subscription of members shall be twenty dollars (\$20.00) or such amount as may be fixed by the Board from time to time as the annual subscription. Life Members shall not be required to pay any subscriptions to the Society.
- (b) The annual subscription will be payable by the thirtieth day of September in each year or such other date as may be fixed by the Board from time to time.
- (c) If the annual subscription of any member is more than 2 years in arrears, the membership of that member shall lapse.

### **6.3 Life Membership**

- (a) The Board may elect any person to be a Life Member of the Society.
- (b) Subject to this Constitution, a Life Member so elected is entitled to all the privileges of membership of the Society for the duration of their life.

### **6.4 Resignation of a member**

A member may at any time, by giving notice in writing to the Secretary, resign as a member of the Society, and in such case the member shall not be liable for any subscription accruing due after the end of the financial year in which the member's resignation takes effect. The resignation will be effective from the date of receipt of the notice by the Secretary, at which time the member's name must be removed from the Register.

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## 6.5 Misconduct of a member

If any member shall willfully refuse or neglect to comply with the provisions of this Constitution or shall be guilty of any conduct which in the opinion of the Board is unbecoming of a member or prejudicial to the interests of the Society, the Board shall have power by resolution to censure, fine, suspend or expel the member from the Society, provided that:

- (a) at least one week before the meeting of the Board at which such a resolution is passed, the member shall have had notice of such meeting and of what is alleged against them and of the intended resolution and that they shall at such meeting before the passing of such resolution have had an opportunity of giving orally or in writing any explanation or defence they may think fit; and
- (b) provided further that any such member may by notice in writing lodged with the Secretary at least 24 hours before the time for the meeting at which the resolution is to be considered by the Board, elect to have the question dealt with by the Society in general meeting and in that event a general meeting of the Society shall be called for the purpose and if at the meeting such a resolution be passed by a majority of two thirds of those present and voting (such vote to be taken by ballot) the member concerned will be dealt with accordingly and in the case of a resolution for the expulsion of the member, the member shall be expelled.

## 6.6 Address of members

The place of residence of every member or any other address provided by the member for the purpose shall be recorded as their registered address. Every member shall upon or prior to admission to membership notify the Secretary of the address of their residence or some other address as their registered address and shall thereafter notify the Society of any change of any such address.

## 7. Board

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### 7.1 Directors

- (a) The Board shall consist of not less than 7 and not more than 12 Directors.
- (b) Five of the Directors in office from time to time are to occupy the following offices (with one Director for each such office):
  - (i) President;
  - (ii) Vice President;
  - (iii) Secretary;
  - (iv) Assistant Secretary; and
  - (v) Treasurer,and the Board will from time to time appoint one of their number to occupy each such office.
- (c) A Director must be a member.

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## 7.2 Powers

- (a) Subject to the Corporations Act and this Constitution, the management and control of the business and affairs of the Society shall be vested in the Board and the Board may exercise all such powers and do all such acts and things as the Society is by this Constitution or otherwise authorised to exercise and do and are not required to be exercised or done by the Society in general meeting.
- (b) In exercising its powers, the Board will have regard to the objectives for which the Society is established, as set out in Rule 4.

## 7.3 Appointment and election of Directors

- (a) The members in general meeting may appoint any person as a Director by resolution, provided that the maximum number of Directors shall not exceed the number specified in Rule 7.1.
- (b) No person other than a retiring Director or a Director vacating office under Rule 7.3(c) shall be elected or appointed to the Board unless the person is over the age of eighteen years and at least seven days before the day of the annual general meeting or such other day as is published by the Board there has been delivered to the Secretary a written nomination of such person to such office signed by at least two members and also the written consent of that person to act in such office.
- (c) The Directors may at any time appoint any person as a Director to fill a casual vacancy. Any Director appointed under this Rule 7.3(c) may hold office only until the next annual general meeting and is then eligible for election at that meeting.
- (d) A Director may not hold office past the second annual general meeting following the Director's appointment or last election by members without submitting for election or re-election (as applicable). Following the adoption of this Constitution, notwithstanding this Rule 7.3(d), one half of the Directors elected at the annual general meeting at which this Constitution was adopted must retire and may submit themselves for re-election at the next following annual general meeting, and the Directors who are to retire at that next annual general meeting (and who may submit themselves for re-election) will (unless they otherwise agree among themselves) be determined by ballot.
- (e) A retiring Director under Rule 7.3(d) is eligible for re-election and holds office as a Director until the end of the meeting at which the Director retires. To be considered for re-election such Director must deliver a written nomination as outlined in Rule 7.3(b).
- (f) If a Director has been a Director for 8 consecutive years, the Director must retire at the conclusion of the next annual general meeting of the Society and is not eligible for re-election except as provided in this Rule. A Director retiring under this Rule 7.3(f) is, if his or her nomination for re-election has been approved by the Board, eligible for re-election at the annual general meeting at which they are to retire for a term expiring at the conclusion of the annual general meeting next following the one at which he or she is so re-elected. A Director re-elected under this Rule is eligible for re-election, if his or her nomination for re-election has been approved by the Board, on an annual basis with each subsequent term expiring at the conclusion of the next annual meeting following the one at which he or she is so re-elected respectively.

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- (g) If at any general meeting the number of Directors elected is such that the number of Directors would be less than 12, the remaining positions shall be regarded as casual vacancies and may be filled by the Board in accordance with Rule 7.3(b).

## **7.4 Vacation of office**

In addition to the circumstances in which the office of a Director becomes vacant under the Corporations Act, the office of a Director shall become vacant if the Director:

- (a) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
- (b) ceases to be a member of the Society;
- (c) is prohibited from being a Director of the Society by reason of any order made under the Corporations Act;
- (d) resigns by notice in writing to the Society;
- (e) is directly or indirectly interested in any contract or proposed contract with the Society provided always that nothing in this paragraph shall affect the operation of Rule 12;
- (f) in contravention of Rule 12, holds any office of profit under the Society;
- (g) is absent without the consent of the Board from meetings of the Board held during a continuous period of six months; or
- (h) dies.

Nothing in this Rule shall affect the operation of Rule 12.

## **8. Proceedings of the Board**

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### **8.1 Proceedings**

- (a) Subject to this Rule 8, the Board may meet together for the dispatch of business and adjourn and otherwise regulate its meetings as it thinks fit.
- (b) The Board shall meet once each month unless the Board decides otherwise. Any four members of the Board may, and the Secretary on the requisition of such members of the Board shall, at any time summon a meeting of the Board. The Directors shall be given 7 days' notice of any such meeting (unless each of the Directors consents in writing to shorter notice).
- (c) Special meetings of the Board may be convened by the President or any four members of the Board. The Directors shall be given 7 days' notice of any such special meeting, specifying the nature of the business to be transacted. No other business shall be transacted at the special meeting.
- (d) The Board may make such rules, not being inconsistent with the Corporations Act and these Rules, as they may deem fit to govern the detailed administration of the Society.

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## 8.2 Meetings by technology

- (a) For the purposes of the Corporations Act, each Director, on becoming a Director (or on the adoption of this Constitution), consents to the use of the following technology for calling or holding of a meeting of the Board:
- (i) video;
  - (ii) telephone;
  - (iii) electronic mail;
  - (iv) any other technology which permits each Director to communicate with every other Director; or
  - (v) any combination of the technologies described in the above paragraphs.

A Director may withdraw the consent given under this Rule in accordance with the Corporations Act.

- (b) Where the Directors are not all in attendance at one place and are holding a meeting using technology and each Director can communicate with the other Directors:
- (i) the participating Directors are, for the purpose of every provision of this Constitution concerning meetings of the Board, taken to be assembled together at a meeting and to be present at that meeting; and
  - (ii) all proceedings of those Directors conducted in that manner are as valid and effective as if conducted at a meeting at which all of them were present.

## 8.3 Quorum at meetings

At a meeting of the Board, the number of Directors whose presence is necessary to constitute a quorum is the lowest integer number of Directors entitled to vote above half the number of Directors in office at the time.

## 8.4 Vacancies

In the event of a vacancy or vacancies in the office of a Director or offices of Directors, the remaining Directors may act, but if the number of remaining Directors is less than the minimum number of Directors or is not sufficient to constitute a quorum at a meeting of the Board, they may act only for the purpose of increasing the number of Board members to that minimum number or a number sufficient to constitute such a quorum.

## 8.5 President to preside at meetings of Board

The President of the Society, or in the absence of the President the Vice-President in attendance, shall preside as chairman at all meetings of the Board, but if neither of these is present, the Directors present shall choose one of their number to be chairman.

## 8.6 Proceedings at meetings

- (a) Subject to this Constitution, questions arising at a meeting of the Board are decided by a majority of votes of Directors present and voting.

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- (b) In the case of an equality of votes at a meeting of the Board, the chairman of the meeting has a casting vote in addition to the chairman's vote as Director.
- (c) No resolution of the Board shall be varied or rescinded before the expiration of one calendar month after such resolution has been passed, except at a special meeting of the Board called for the purpose of varying or rescinding the resolution in question or by an absolute majority of all of the Directors.
- (d) The Board shall cause minutes to be duly entered in books kept for the purpose of all appointments made under Rule 7.1(b), the names of the members of the Board present at each meeting and of all resolutions and proceedings at such meeting. Where the minutes are signed by the chairman of the meeting or by the chairman of the next succeeding meeting, they shall be received as conclusive evidence of the matters set out in the minutes.

## **8.7 Written Resolutions**

A resolution in writing signed by all Directors entitled to vote on the resolution (not being less than the number required for a quorum at a meeting of the Directors) is a valid resolution of the Directors and is effective when signed by the last of all the Directors. The resolution may consist of several documents in the same form each signed by one or more of the Directors. A facsimile transmission or other document produced by mechanical or electronic means under the name of a Director with the Director's authority is considered a document in writing signed by the Director and is deemed to be signed when received in legible form.

## **8.8 Committees**

The Board may at any time appoint any sub-Committee (consisting of members of the Board) they may think fit, and may prescribe the function of any such sub-Committee. The Board shall have power to appoint persons to serve on a sub-Committee in an advisory capacity, but no such person shall be entitled to a vote. The President and Secretary shall be ex-officio members of all sub-Committees.

## **8.9 Defects in appointments**

- (a) All acts done by any meeting of the Directors or any person acting as a Director are as valid as if each person was duly appointed and qualified to be a Director or a member of a committee.
- (b) Rule 8.9(a) applies even if it is afterwards discovered that there was some defect in the appointment of a person to be a Director or to act as a Director or that a person so appointed was disqualified.

## **9. General Meetings**

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### **9.1 General meetings**

- (a) An annual general meeting must be held by the Society as soon as possible after the thirtieth day of June in each year and not later than the thirtieth day of October following. All business shall be deemed special that is transacted at an annual general meeting, with the exception of the consideration of the accounts and reports required by the Corporations

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Act to be laid before each annual general meeting, the election of Directors, when relevant the appointment of an auditor and fixing the auditor's remuneration, and any other business which, under this Constitution, is required to be transacted at any annual general meeting.

- (b) A general meeting of the Society may be convened by the Board whenever it may think fit. A general meeting of the Society shall also be convened as required by the Corporations Act.

## 9.2 Notice of general meetings

A notice of general meeting is to specify the place and time of the meeting, the general nature of the business to be transacted at the meeting and any other matters required by the Corporations Act. The non-receipt of a notice convening a general meeting by, or the accidental omission to give notice to, any person entitled to receive notice does not invalidate the proceedings at or any resolution passed at the meeting.

## 9.3 Quorum

- (a) No business may be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business.
- (b) Except as otherwise provided in this Constitution, 11 members present in person constitutes a quorum.

## 9.4 If quorum not present

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

- (a) where the meeting is convened on the requisition of members, the proposed meeting is automatically dissolved; and
- (b) in any other case:
  - (i) the meeting stands adjourned 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 15 minutes after the time appointed for the meeting, then if at least 7 members are present, they shall constitute a quorum, otherwise the meeting is dissolved automatically.

## 9.5 Chairman of meetings

The President of the Society, or in the absence of the President the Vice President in attendance, shall preside as chairman at all general meetings of the Society, but if neither of these is present, the Members Present shall choose one of their number to be chairman.

## 9.6 Adjournments

- (a) The chairman of a general meeting may with the consent of any meeting at which a quorum is present, and if so directed by the meeting must, adjourn the meeting from time to time and from place to place.
- (b) The only business which may be transacted at any adjourned meeting is the business left unfinished at the meeting from which the adjournment took place.

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- (c) When a meeting is adjourned for 10 days or more, notice of the adjourned meeting must be given as in the case of an original meeting.
- (d) Except as provided by Rule 9.6(c), it is not necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

## **9.7 Voting at general meetings**

- (a) Any resolution to be considered at a general meeting must be decided on a show of hands unless a poll is demanded before a vote is taken or before or immediately after the declaration of the result of the show of hands.
- (b) Unless a poll is demanded, a declaration by the chairman following a vote on a show of hands that a resolution has been passed or lost is conclusive, without proof of the number or proportion of the votes recorded in favour of or against the resolution.
- (c) A poll may be demanded by at least 3 Members Present and entitled to vote on the resolution or by the chairman. A demand for a poll may be withdrawn.

## **9.8 Procedure for polls**

- (a) When demanded, a poll may be taken in the manner and at the time the chairman directs.
- (b) The result of a poll may be announced in the manner and at the time (whether during the relevant meeting or afterwards) as the chairman considers appropriate.
- (c) The result of the poll is the resolution of the meeting at which the poll was demanded.
- (d) The demand for a poll does not prevent a meeting from continuing for the transaction of any business other than that on which a poll has been demanded. A poll demanded on the election of a chairman or on a resolution for adjournment is to be taken without delay.

## **9.9 Chairman's casting vote**

In the case of an equality of votes on a show of hands or a poll, the chairman of the meeting has a casting vote in addition to any vote to which the chairman may be entitled as a member or as a proxy, attorney or properly appointed representative of a member.

## **9.10 Representation and voting of members**

Subject to this Constitution:

- (a) at meetings of members each member entitled to attend and vote may attend and vote in person or by proxy, by attorney or (where the member is a body corporate) by representative;
- (b) on a show of hands:
  - (i) subject to paragraph (ii), each Member Present and entitled to vote on the resolution has one vote; and
  - (ii) where a person is entitled to vote because of paragraph (i) in more than one capacity, that person is entitled only to one vote; and
- (c) on a poll, each Member Present and entitled to vote on the resolution has one vote.



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## 9.11 Restriction on voting rights

A member is not entitled to vote at a general meeting if the member's annual subscription is more than one month in arrears at the date of the meeting.

## 9.12 Form of proxy

- (a) An instrument appointing a proxy must be in writing under the hand of the appointor or of the appointor's attorney duly authorised in writing or if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised.
- (b) A proxy may vote as the proxy thinks fit on any motion or resolution unless otherwise instructed.
- (c) An instrument appointing a proxy may be in the following form or in a common or usual form or in such other form that the Directors may accept.

### CAROLINE CHISHOLM SOCIETY

I.....of.....

being a member of Caroline Chisholm Society

hereby appoint.....of.....

or failing him.....of.....

as my proxy to vote for me on my behalf at the (annual general meeting or general meeting as the case may be) of the Society to be held on the

day of 20 and at any adjournment thereof.

My proxy is hereby authorised to vote:

\* in favour of

the following resolutions:

\* against

Insert resolutions

Signed this day of 20

.....

(Note – in the event of the member desiring to vote for or against any resolution the member shall instruct the proxy accordingly. Unless otherwise instructed, the proxy may vote as the proxy thinks fit.

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\* Strike out whichever is not desired.)

## 9.13 Lodgement of proxies

An instrument appointing a proxy shall not be treated as valid unless the instrument, and the power of attorney or other authority (if any) under which the instrument is signed or a certified copy of that power or authority, is or are deposited at the registered office of the Society or at such other place within the State of Victoria as is specified for that purpose in the notice convening the meeting, not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll, or a shorter period as is specified in the notice convening the meeting or as the Directors permit.

## 9.14 Validity of proxies

A vote exercised in accordance with the terms of an instrument of proxy, a power of attorney or other relevant instrument of appointment is valid despite:

- (a) the previous death or unsoundness of mind of the principal; or
- (b) the revocation of the instrument (or of the authority under which the instrument was executed) or the power,

if no notice in writing of the death, unsoundness of mind or revocation has been received by the Society at its registered office before the commencement of the meeting, or adjourned meeting at which the instrument is used or the power is exercised.

## 10. Branches

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### 10.1 Function

- (a) Every duly constituted Branch of the Society shall consist of two representatives or such other number as the Society shall resolve in general meeting provided that the Society may at any time elect a new representative to fill any casual vacancy. The function of the representative is to carry out the objects of the Society.
- (b) The Board may:
  - (i) make arrangements for the constitution of Branches of the Society within the State of Victoria and for the granting of a charter to any Branch;
  - (ii) approve the name under which any Branch may operate and grant a licence for the use of the name of the Society;
  - (iii) prescribe the conditions under which such Branches shall operate;
  - (iv) require any Branch to furnish a report of its activities or any other matter either annually or at any time;
  - (v) determine any dispute arising either between Branches or among members of a Branch;

# Constitution of Caroline Chisholm Society

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- (vi) when it considers the circumstances warrant it, recommend to a general meeting that the charter of a Branch be withdrawn and its affairs wound up;
- (vii) take any action in regard to a Branch as may be thought necessary or desirable to ensure that it carries out the objects, observes the spirit and maintains the ideals of the Society and to render assistance in any manner.

## **10.2 Levies on Branches**

Subject to section 140 of the Corporations Act, each Branch of the Society shall be required to pay to the Society an annual levy of such amount as shall be decided by the Board. The amount of the levy to be paid by each Branch shall be determined at the first meeting of the Board held after the annual general meeting each year or such later time as the Board shall decide and shall be communicated to the President of the Branch within thirty days after determination. Payment shall then be made by each Branch within ninety days or such further time as the Board may decide.

## **11. Counselors and Fieldwork**

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The Board may appoint persons to advise and guide women and families under the care of the Society and may prescribe their duties and responsibilities and shall take such steps as it deems advisable to organise the field work so as to carry into effect the objects of the Society.

## **12. Application of Income and Property**

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### **12.1 Income and property**

Subject to Rules 12.2 and 12.3, the profits (if any) or other income and property of the Society must be applied solely towards the promotion of the objects of the Society set out in Rule 4 and no portion of it may be paid or transferred, directly or indirectly, to any member of the Society whether by way of dividend, bonus or otherwise.

### **12.2 Payments in good faith**

Nothing in Rule 12.1 prevents any payment in good faith by the Society of:

- (a) reasonable and proper remuneration to any member for any services actually rendered or goods supplied in the ordinary and usual course of business to the Society;
- (b) the payment or reimbursement of out-of-pocket expenses incurred by a member of the Society on behalf of the Society where the amount payable does not exceed an amount previously approved by the Directors;
- (c) reasonable and proper rent for premises let or demised by any member to the Society;
- (d) interest on money borrowed from any member of the Society at a rate not exceeding the lowest rate of interest paid for the time being by the Commonwealth Bank of Australia in respect of term deposits for a similar term and amount.

### **12.3 No Directors' fees**

The Society must not pay fees to or on behalf of Directors but the Directors may authorise on behalf of the Society payments in good faith for:

# Constitution of Caroline Chisholm Society

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- (a) the payment or reimbursement of out-of-pocket expenses reasonably incurred by a Director in the performance of any duty as Director where such payment or reimbursement has been approved by the Directors;
- (b) reasonable and proper rent for premises let or demised to the Society; and
- (c) interest on money borrowed from any Director at a rate not exceeding the lowest rate of interest paid for the time being by the Commonwealth Bank of Australia in respect of term deposits for a similar term and amount.

## **12.4 Expenditure of funds**

The funds of the Society may be expended as follows:

- (a) In payment of the ordinary administration expenses including the remuneration of any employees or servants of the Society whether members or not as are approved from time to time by the Board, subject to the provisions of this Constitution.
- (b) In making grants to any Branch of such amount as the Board may decide.
- (c) In making such other payments for the purpose of carrying into effect any of the objects of the Society as the Board may authorise and on such conditions, if any, as in its sole discretion it thinks fit.

## **13. Accounts**

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- (a) True accounts shall be kept of the sums of money received and expended by the Society and the matter in respect of which such receipt and expenditure takes place, and of the property, assets and liabilities of the Society and, subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed by the Board, shall be open to the inspection of members. At least once in every year, the accounts of the Society shall be examined by one or more properly qualified auditor or auditors who shall report to the members in accordance with the provisions of the Corporations Act.
- (b) The accounts shall be kept at the registered office of the Society, or at such other place or places as the Board thinks fit, and shall always be open to the inspection of the members of the Board.
- (c) The Board shall from time to time in accordance with section 292 of the Corporations Act cause to be prepared and to be laid before the Society in general meeting such profit and loss accounts, balance sheets and reports as are referred to in that section.

## **14. Audit**

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Auditors shall be appointed and their duties regulated in accordance with the Corporations Act and Rule 13(a).

## **15. Limited Liability**

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The liability of members of the Society is limited.

# Constitution of Caroline Chisholm Society

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## 16. Extent of Liability

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Each member of the Society undertakes to contribute to the assets of the Society if the Society is wound up while he, she or it is a member or within 1 year after he, she or it ceases to be a member, for payment of the Society's debts and liabilities contracted before he, she or it ceases to be a member and of the costs, charges and expenses of winding up and for the adjustment of the rights of the contributories among themselves, such amount as may be required, but not exceeding one hundred dollars (\$100.00).

## 17. Notices Generally

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- (a) A notice may be given by the Society to any member by:
- (i) serving it on the member personally;
  - (ii) sending it by post to the member or leaving it at the member's address as shown in the register or the address supplied by the member to the Society for the giving of notices;
  - (iii) transmitting it to the facsimile number supplied by the member to the Society for the giving of notices; or
  - (iv) transmitting it electronically to the electronic mail address given by the member to the Society for giving notices.

This Rule 17(a) applies, as applicable (or where changes need to be made), to any notice given by a member to the Society or other members.

- (b) Where a notice is served on a member personally or left at the member's address, service of the notice is taken to be effected when delivered.
- (c) Where a notice is sent by post, service of the notice is taken to be effected by properly addressing, prepaying and posting a letter containing the notice and to have been effected:
- (i) in the case of a notice of a meeting, on the Business Day after the date of its posting; and
  - (ii) in any other case, at the time at which the letter would be delivered in the ordinary course of post.
- (d) Where a notice is sent by facsimile or electronic transmission, service of the notice is taken to be effected by properly addressing and sending or transmitting the notice and to have been effected on the day it is sent unless it is sent outside normal business hours at the destination in which case it is considered to have been effected on the next Business Day.

## 18. Notices of general meeting

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Notice of every general meeting must be given:

- (i) in the manner authorised by Rule 17;
- (ii) to every member; and
- (iii) to the Auditor of the Society.

# Constitution of Caroline Chisholm Society

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## 19. Winding Up

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If, on the winding up or dissolution of the Society by any means and for any reason, there remains any property, after the satisfaction of all the Society's debts and liabilities, the property must not be paid to or distributed among the members of the Society, but must be given or transferred (subject to the approval of DHS) to:

- (a) one or more institutions (whether a member or members) selected by the members at or before the dissolution of the Society:
  - (i) having objects similar to the objects of the Society; and
  - (ii) whose constitution prohibits the distribution of its or their income and property to an extent at least as great as that imposed on the Society under Rule 12; or
- (b) if the members do not make a selection pursuant to paragraph (a) above for any reason, to one or more institutions, associations or bodies the objects of which are the promotion of charity and gifts to which are allowable deductions under the Income Tax Assessment Act 1997, as determined by the Supreme Court of Victoria following application to that court.

## 20. Seals and their use

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- (a) The Society may have a common seal. If the Society has a common seal it may also have a duplicate common seal.
- (b) A Seal may be used only by the authority of the Directors, or of a committee of the Directors authorised by the Directors to authorise the use of the Seal. Every document to which the Seal is affixed must be signed by 2 Directors and the affixing of the Seal must be countersigned by the secretary (or some other person appointed by the Board to countersign that document or a class of documents in which that document is included).
- (c) The Board shall be responsible for the safekeeping of the common seal.
- (d) This Rule does not limit the ways in which the Society may execute a document.

## 21. Bank account

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All monies received shall be paid to the credit of an account at such bank or building society or other similar financial organisations approved by the Board from time to time and which are authorised investments in accordance with the Trustee Act 1958 and all cheques and/or withdrawal forms or other documents in connection with the said accounts shall be signed by not less than two persons approved in writing by the Board. Endorsement of cheques and negotiable instruments shall be effected by the same persons.

## 22. Financial Year

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The Society's financial year shall end on the thirtieth day of June in each year unless the Board shall otherwise decide.

# Constitution of Caroline Chisholm Society

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## **23. Annual Reports**

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Two copies of the annual report, and audited statement of the financial affairs, and the names and addresses of the office bearers, shall be forwarded to DHS within one month after the annual general meeting each year.

## **24. Auxiliaries**

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The Board may promote the formation of such Auxiliaries as it deems expedient and may authorise the raising of funds by such Auxiliaries for the purpose of the Society. For good cause shown, the Board may withdraw any such authority given.

## **25. Registered Office**

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The Registered Office of the Society is such place as the Board may from time to time determine.