

MALLESONS STEPHEN JAQUES

# Constitution

Women's Circus Limited ("Company")

A Company Limited by Guarantee

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# Constitution

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# Constitution

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## 1 Purpose of Company

### 1.1 Charitable purpose

The Company may only pursue the following purposes predominantly in Australia:

- (a) to be a community theatre company that presents innovative high quality circus/physical theatre performances and workshops to a diverse audience and participant base;
- (b) to sustain an ongoing women's circus/theatre company ideally in the Western Region of Melbourne;
- (c) to create theatre events of a very high standard which enable the coming together of women of diverse backgrounds, including women of different ages, abilities, shapes, sizes, sexuality, class, ethnicity and politics;
- (d) to achieve excellence in artistic output, training programs and community processes;
- (e) through training programs and performance, allow women to reaffirm control over their bodies, build self esteem, set personal goals for development and create artistic works in a safe and non-competitive environment;
- (f) to create performances which communicate feminist perspectives in an entertaining and challenging manner;
- (g) subject to the requirements of article 1.5, to establish and maintain a public fund to be called the Women's Circus Arts Fund ("Public Fund") for the specific purpose of supporting the cultural objects or purposes of the Company.

### 1.2 Application of income for objects only

The profits (if any) or other income and the property of the Company, however derived, must be applied solely towards the promotion of the purposes of the Company as set out in article 1.1. No part of those profits or that income or property may be paid or transferred to the Members, either directly or indirectly by way of dividend, bonus or otherwise.

### 1.3 Payment by the Company in good faith

Article 1.2 does not prevent payment in good faith to an officer or Member, or to a firm of which an officer or Member is a partner:

- (a) of remuneration for services to the Company in accordance with article 6.8; or
- (b) for goods supplied in the ordinary course of business; or

- (c) of interest at a rate not exceeding the rate fixed for the purposes of this article 1.3 by the Company in general meeting on money borrowed from an officer or Member; or
- (d) of reasonable rent for premises let by an officer or Member.

#### **1.4 Application of property on winding up**

If any property remains on the winding-up or dissolution of the Company and after satisfaction of all its debts and liabilities, that property must not be paid to or distributed among the Members but must be given or transferred to some other institution:

- (a) having purposes similar to the purposes of the Company;
- (b) whose memorandum of association or constitution prohibits the distribution of its income and property among its members to an extent at least as great as imposed on the Company under this Constitution; and
- (c) being an institution accepted as a deductible gift recipient under subdivision 30-B, section 30-100 of the Income Tax Assessment Act 1997 by the Commissioner of Taxation or otherwise approved for these purposes by the Commissioner of Taxation.

The institution is to be determined by the Members at or before the time of dissolution.

#### **1.5 The Fund**

- (a) Donations will be deposited into the Public Fund listed on the Register of Cultural Organisations. These monies will be kept separate from other funds of the Company and will only be used to further the Company's objects. Investment of monies in this fund will be made in accordance with guidelines for public funds as specified by the Australian Taxation Office.
- (b) The Public Fund will be administered by the Directors or a committee of the Directors, with a majority of the Directors or a majority of the committee of Directors (as the case may be), because of their tenure of some public office or their professional standing, having an underlying community responsibility, as distinct from obligations solely in regard to the cultural objects of the Company.
- (c) No monies or assets in the Public Fund will be distributed to Members, office bearers or Directors of the Company, except as reimbursement of out-of-pocket expenses incurred on behalf of the fund or proper remuneration for administrative services.
- (d) If upon the winding up or dissolution of the Public Fund, there remains after satisfaction of all its debts and liabilities, any property or funds, the property or funds shall not be paid to or distributed among the Members, but shall be given or transferred to some other fund, authority or institution having objects similar to the objects of

the Public Fund, and whose rules shall prohibit the distribution of its or their income among its or their members, such fund, authority or institution to be eligible for tax deductibility of donations under Subdivision 30-B, section 30-100, of the Income Tax Assessment Act 1997 (the Act) and listed on the Register of Cultural Organisations maintained under the Act.

- (e) Any proposed amendments or alterations to provisions for the Public Fund will be notified to the Department responsible for the administration of the Register of Cultural Organisations to assess the effect of any amendments on the Public Fund's continuing deductible gift recipient status.

### **1.6 Charitable Fundraising Act**

Funds raised by means of a fundraising appeal within the meaning of the Fundraising Appeals Act 1998 (Vic) must be maintained in accordance with that Act.

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## **2 Membership**

### **2.1 Admission as a Member**

Subject to article 2.3, a person may become a Member if:

- (a) the person:
  - (i) agrees to be bound by this Constitution and the Company's Rules and Code of Conduct; and
  - (ii) has fully paid their membership fee for the relevant year; or
- (b) the person is a Director, appointed in accordance with the Constitution.

### **2.2 Life Member**

A person may become a Life Member if the Directors resolve to admit that person as a Life Member.

### **2.3 Ceasing to be a Member**

A Member ceases to be a Member on:

- (a) resignation; or
- (b) death; or
- (c) becoming bankrupt or insolvent or making an arrangement or composition with creditors of the person's joint or separate estate generally; or

- (d) becoming of unsound mind or a person whose person or estate is liable to be dealt with in any way under a law relating to mental health; or
- (e) the termination of the person's membership by the Directors in accordance with this Constitution;
- (f) if a corporation, being dissolved or otherwise ceasing to exist, having a liquidator, or provisional liquidator, or administrator appointed to it, or being unable to pay its debts; or
- (g) if a person fails to continue to comply with the requirements of article 2.1 unless that person is a Life Member.

## **2.4 Resignation**

A Member may by written notice to the Company resign their membership with immediate effect or with effect from a specified date occurring not more than three days after the service of the notice.

## **2.5 Termination**

The Directors may by written notice to the Member terminate their membership with immediate effect or with effect from a specified date occurring not more than 21 days after service of the notice.

## **2.6 Limited liability**

The Members have no liability as Members except as set out in article 14.

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# **3 General meetings**

## **3.1 Annual general meeting**

Annual general meetings of the Company are to be held in accordance with the Corporations Act.

## **3.2 Power to convene general meeting**

The Directors may convene a general meeting when they think fit. However, they must convene and arrange to hold a meeting when requisitioned by Members in accordance with the Corporations Act.

## **3.3 Period of notice of general meeting**

Unless short notice is given under the Corporations Act, at least 21 days' written notice of a general meeting must be given to each Member.

## **3.4 Notice of general meeting**

Notice of a meeting of Members must be given in accordance with article 12 and the Corporations Act.



### **3.5 Non-receipt of notice of general meeting**

The non-receipt of notice of a general meeting, or the accidental omission to give notice of a general meeting to a person entitled to receive notice does not invalidate any resolution passed at the general meeting.

### **3.6 Auditor's and Directors' rights to attend general meetings**

The Auditor is entitled to:

- (a) attend any general meeting; and
- (b) receive all notices of and other communications relating to any general meeting which a Member is entitled to receive; and
- (c) be heard at any general meeting on any part of the business of the meeting which concerns the Auditor in that capacity; and
- (d) be heard at any general meeting even if the Auditor retires at that meeting or a resolution to remove the Auditor from office is passed at that meeting.

The Auditor may authorise an agent in writing to do these things on their behalf.

### **3.7 Directors entitled to attend general meetings**

A Director is entitled to:

- (a) attend any general meeting; and
- (b) receive all notices of and other communications relating to any general meeting which a Member is entitled to receive; and
- (c) be heard at any general meeting on any part of the business of the meeting.

### **3.8 Cancellation or postponement of general meeting**

Where a general meeting (including an annual general meeting) is convened by the Directors, they may, when they think fit, cancel the meeting or postpone the holding of the meeting to a date and time determined by them. This article does not apply to a meeting convened in accordance with the Corporations Act by a single Director, by Members or by the Directors on the request of Members.

### **3.9 Written notice of cancellation or postponement of general meeting**

Written notice of cancellation or postponement of a general meeting must be given to all persons entitled to receive notices of general meetings from the Company. The notice must be given at least three days before the date for which the meeting is convened and must specify the reason for cancellation or postponement.

### **3.10 Contents of notice postponing general meeting**

A notice postponing the holding of a general meeting must specify:

- (a) a date and time for the holding of the meeting; and
- (b) a place for the holding of the meeting, which may be either the same as or different to the place specified in the notice convening the meeting.

### **3.11 Notice period for postponed general meeting**

Unless short notice is given under the Corporations Act, at least 21 days' written notice of a postponed general meeting must be given to each Member.

### **3.12 Business at postponed general meeting**

The only business that may be transacted at a general meeting which is postponed is the business specified in the notice convening the meeting.

### **3.13 Non-receipt of notice of cancellation or postponement of a general meeting**

The accidental omission to give notice of the cancellation or postponement of a meeting to, or the non-receipt of any such notice by any person entitled to notice does not invalidate that cancellation or postponement or any resolution passed at a postponed meeting.

### **3.14 Proxy or attorney at postponed general meeting**

The date of the postponed general meeting is substituted for and applies to the exclusion of the date specified in the instrument of proxy or power of attorney if:

- (a) by the terms of an instrument appointing them, a proxy or attorney is authorised to attend and vote at a general meeting to be held on a specified date or at a general meeting to be held on or before a specified date; and
- (b) the date for holding the meeting is postponed to a date later than the date specified in the instrument of proxy or power of attorney.

However, this may not be done if the Member appointing the proxy or attorney gives to the Company at its Registered Office written notice to the contrary at least 48 hours before the time to which the holding of the meeting has been postponed.

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## **4 Proceedings at general meetings**

### **4.1 Business of annual general meeting**

The business of an annual general meeting is to receive and consider the profit and loss account, the balance sheet and the reports of the Directors and

the Auditor, elect Directors and transact any other business which under this Constitution ought to be transacted at an annual general meeting.

#### **4.2 Number for a quorum**

Subject to article 4.5, five Members present in person or by proxy or attorney are a quorum at a general meeting.

#### **4.3 Requirement for a quorum**

An item of business may not be transacted at a general meeting unless a quorum is present when the meeting proceeds to consider it. If a quorum is present at the beginning of a meeting it is taken to be present throughout the meeting unless the Chairman of the meeting on their own motion or at the request of a Member, proxy or attorney who is present otherwise declares.

#### **4.4 Quorum and time**

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

- (a) if convened by, or on requisition of, Members is dissolved; and
- (b) in any other case stands adjourned to the same day in the next week and the same time and place, or to the other day, time and place as the Directors appoint by notice to the Members and others entitled to notice of the meeting.

#### **4.5 Adjourned meeting**

At a meeting adjourned under article 4.4(b), three persons each being a Member, proxy or attorney present at the meeting are a quorum. If a quorum is not present within 15 minutes after the time appointed for the adjourned meeting, the meeting is dissolved.

#### **4.6 Appointment and powers of Chairman of general meeting**

If the Directors have elected one of their number as Chairman, that person is entitled to preside as Chairman at a general meeting.

#### **4.7 Absence of Chairman at general meeting**

If a general meeting is held and:

- (a) a Chairman has not been elected by the Directors; or
- (b) the elected Chairman is not present within 15 minutes after the time appointed for the holding of the meeting or is unable or unwilling to act,

the following may preside as Chairman of the meeting (in order of precedence):

- (c) the Deputy Chairman (if any);

- (d) a Director chosen by a majority of the Directors present;
- (e) the only Director present;
- (f) a Member chosen by a majority of the Members present in person or by proxy, attorney or representative.

#### **4.8 Conduct of general meetings**

The Chairman of a general meeting:

- (a) has charge of the general conduct of the meeting and of the procedures to be adopted at the meeting;
- (b) may require the adoption of any procedure which is in the Chairman's opinion necessary or desirable for proper and orderly debate or discussion and the proper and orderly casting or recording of votes at the general meeting; and
- (c) may, having regard where necessary to the Corporations Act, terminate discussion or debate on any matter whenever the Chairman considers it necessary or desirable for the proper conduct of the meeting,

and a decision by the Chairman under this article is final.

#### **4.9 Notice of adjourned meeting**

It is not necessary to give any notice of an adjournment or of the business to be transacted at any adjourned meeting unless a meeting is adjourned for one month or more. In that case, notice of the adjourned meeting must be given as in the case of an original meeting.

#### **4.10 Questions decided by majority**

Subject to the requirements of the Corporations Act, a resolution is taken to be carried if a simple majority of the votes cast on the resolution are in favour of it.

#### **4.11 Equality of votes**

If there is an equality of votes, whether on a show of hands or on a poll, the Chairman of the general meeting is not entitled to a casting vote in addition to any votes to which the Chairman is entitled as a Member or proxy or attorney of a Member.

#### **4.12 Declaration of results**

At any general meeting a resolution put to the vote of the meeting must be decided on a show of hands unless a poll is properly demanded and the demand is not withdrawn. A declaration by the Chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book containing the minutes of the proceedings of the Company, is conclusive evidence of the

fact. Neither the Chairman nor the minutes need state and it is not necessary to prove the number or proportion of the votes recorded in favour of or against the resolution.

#### **4.13 Poll**

- a) If a poll is properly demanded, it must be taken in the manner and at the date and time directed by the Chairman and the result of the poll is the resolution of the meeting at which the poll was demanded.
- b) A poll demanded on the election of a Chairman or on a question of adjournment must be taken immediately.
- c) A demand for a poll may be withdrawn.
- d) A demand for a poll does not prevent the continuance of the meeting for the transaction of any business other than the question on which the poll has been demanded.

#### **4.14 Objection to voting qualification**

Objection may not be raised to the right of a person to attend or vote at a meeting or adjourned meeting or to vote on a poll except at that meeting or adjourned meeting or when that poll is taken. Every vote not disallowed at the meeting or adjourned meeting or when the poll is taken is valid.

#### **4.15 Chairman to determine any poll dispute**

If there is a dispute as to the admission or rejection of a vote, the Chairman of the meeting must decide it and the Chairman's decision made in good faith is final and conclusive.

#### **4.16 Adjournment of general meeting**

- a) The Chairman of a general meeting may at any time during the meeting adjourn the meeting or any business, motion, question, resolution, debate or discussion being considered or remaining to be considered by the meeting. The adjournment may be either to a later time at the same meeting or to an adjourned meeting at any time and any place.
- b) In exercising this discretion, the Chairman may, but need not, seek the approval of the Members present. Unless required by the Chairman, a vote may not be taken or demanded by the Members present in respect of any adjournment.
- c) Only unfinished business is to be transacted at a meeting resumed after an adjournment.

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## **5 Votes of Members**

### **5.1 Voting rights**

Subject to the rights and any restrictions attached to or affecting any class of Members and to any other restrictions in this Constitution:

- (a) on a show of hands, each Member present in person and each other person present as proxy or attorney of a Member has one vote; and
- (b) on a poll, each Member present in person has one vote and each person present as proxy or attorney of a Member has one vote for each Member that the person represents.

### **5.2 Right to appoint proxy**

Subject to the Corporations Act, a Member entitled to attend at a meeting of the Company or of any class of Members is entitled to appoint another Member as proxy to attend in the Member's place at the meeting. A proxy has the same right as the Member to speak and vote at the meeting and may be appointed in respect of more than one meeting.

### **5.3 Right to appoint attorney**

A Member may by power of attorney appoint an attorney to act on the Member's behalf at all or any meetings of the Company or of any class of Members.

To be effective, an instrument appointing an attorney under this clause, together with any evidence of non-revocation the Directors require, must be received by the Company at least 48 hours before the meeting.

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## **6 Directors**

### **6.1 Number of Directors**

The number of Directors is to be not less than three nor more than:

- (a) twelve; or
- (b) any lesser number than twelve determined by the Directors (but the number must not be less than the number of Directors in office at the time the determination takes effect).

The Directors in office at the time of adoption of this Constitution continue in office subject to this Constitution.

### **6.2 Election by Members**

- (a) Subject to articles 6.2(b) and 6.2(c), the Members may by ordinary resolution elect a person as a Director.
- (b) The total number of Directors is not at any time to exceed the maximum fixed under article 6.1.

- (c) The Company in general meeting cannot validly elect a person as Director unless:
  - (i) the person retires and seeks re-election in accordance with this Constitution;
  - (ii) the Directors recommend the election; or
  - (iii) at least four weeks before the meeting at which the relevant resolution will be considered the Company receives at its registered office both a nomination of the person by another Member and a consent to act as Director signed by the person.

### **6.3 Appointment by Directors**

- (a) Subject to article 6.2(b), the Directors may, at any time and in accordance with the Corporations Act, appoint a person as a Director:
  - (i) to fill a casual vacancy;
  - (ii) to comply with the requirements of the Corporations Act; or
  - (iii) for any other reason including to comply with requirements of any funding bodies or to ensure that the board is configured with an appropriate levels of skill and expertise.
- (b) A Director appointed pursuant to article 6.3(a) holds office only until the conclusion of the next annual general meeting, or general meeting, whichever is earlier, of the Company but is eligible for re-election at that meeting.

### **6.4 Eligibility for election as a Director**

- (a) Subject to article 6.2(c), persons who are not Members of the Company may be appointed or elected as a Director in accordance with this Constitution and will be deemed to be a Member upon being appointed or elected.
- (b) To be eligible for appointment or election as a Director a person must not fall within any of the criteria for cessation of membership under to article 2.3, or without approval of the Directors hold any office of profit in the Company.
- (c) In the event that there are no Directors elected or there are less Directors elected than there are vacancies, the Directors may resolve to re-appoint current Directors who are required to retire pursuant to article 6.5(a).

### **6.5 Rotation of Directors**

- (a) Subject to article 6.2(c), at each annual general meeting any Director who has held office for three years or more since last being elected, must retire from office.

- (b) In determining the number of Directors to retire pursuant to article 6.5(a) account is not to be taken of a Director who only holds office until the conclusion of the meeting in accordance with article 6.3(b).

#### **6.6 Office held until conclusion of meeting**

A retiring Director holds office until the conclusion of the meeting at which that Director retires but is eligible for re-election.

#### **6.7 Remuneration of Directors**

A Director may be paid the remuneration that the Company determines by resolution for services as a Director. A Director is to be reimbursed out of the funds of the Company for their reasonable travelling, accommodation and other expenses incurred when travelling to or from meetings of the Directors or a Committee or when otherwise engaged on the affairs of the Company.

#### **6.8 Director's remuneration must be approved**

Any expenses payment to a Director must be approved by the Directors.

#### **6.9 Director's interests**

- (a) Subject to complying with the Corporations Act regarding disclosure of and voting on matters involving material personal interests, a Director may:
  - (i) hold any office or place of profit in any other company, body corporate, trust or entity promoted by the Company or in which it has an interest of any kind;
  - (ii) enter into a contract or arrangement with the Company;
  - (iii) participate in any association, institution, fund, trust or scheme for past or present employees or directors of the Company or persons dependent on or connected with them;
  - (iv) act in a professional capacity (or be a member of a firm which acts in a professional capacity) for the Company, except as auditor;
  - (v) participate in, vote on and be counted in a quorum for any meeting, resolution or decision of the Directors and may be present at any meeting where any matter is being considered by the Directors; and
  - (vi) sign or participate in the execution of a document by or on behalf of the Company.
- (b) A Director may do any of the above despite the fiduciary relationship of the Director's office:
  - (i) without any liability to account to the Company for any direct or indirect benefit accruing to the Director; and



- (ii) without affecting the validity of any contract or arrangement.
- (c) A reference to the Company in this article is also a reference to each related body corporate of the Company.

### **6.10 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 becomes 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 a law relating to mental health;
- (b) is required to vacate office pursuant to article 6.5;
- (c) is removed from office by resolution of Members;
- (d) resigns office by notice in writing to the Company; or
- (e) is not present personally or by proxy at meetings of the Directors for a continuous period of four months without leave of absence from the Directors.

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## **7 Powers and duties of Directors**

### **7.1 Directors to manage Company**

The Directors are to manage the business of the Company and may exercise all the powers of the Company that are not, by the Corporations Act or by this Constitution, required to be exercised by the Company in general meeting.

### **7.2 Specific powers of Directors**

Without limiting the generality of article 7.1 the Directors may exercise all the powers of the Company to borrow or raise money, to charge any property or business of the Company or all of its uncalled capital and to issue debentures or give any other security for a debt, liability or obligation of the Company or of any other person.

### **7.3 Appointment of attorney**

The Directors may, by power of attorney, appoint any person to be the attorney of the Company for the purposes and with the powers, authorities and discretions held by the Directors for the period and subject to the conditions that they think fit.

### **7.4 Provisions in power of attorney**

A power of attorney granted under article 7.3 may contain any provisions for the protection and convenience of persons dealing with the attorney that the Directors think fit and may also authorise the attorney to delegate (including

by way of appointment of a substitute attorney) all or any of the powers, authorities and discretions of the attorney.

### **7.5 Minutes**

The Directors must direct minutes of meetings to be made and kept in accordance with the Corporations Act.

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## **8 Proceedings of Directors**

### **8.1 Directors meetings**

The Directors may meet together for conducting business, adjourn and otherwise regulate their meetings as they think fit.

### **8.2 Director may convene a meeting**

A Director may at any time, and the Secretary must on the written request of a Director, convene a meeting of the Directors. The convenor of each meeting of Directors must give reasonable notice of the meeting individually to each Director.

### **8.3 Questions decided by majority**

A question arising at a meeting of Directors is to be decided by a majority of votes of Directors present and entitled to vote and that decision is for all purposes a decision of the Directors.

### **8.4 Proxy and voting**

A person who is present at a meeting of Directors as a proxy for another Director has one vote for each absent Director who would be entitled to vote if present at the meeting and for whom that person is a proxy. If that person is also a Director, they have one vote as a Director in that capacity.

### **8.5 Chairman's casting vote**

In the event of an equality of votes the Chairman of the meeting does not have a casting vote, unless only two Directors are present and entitled to vote at the meeting on the question.

### **8.6 Quorum**

Until otherwise determined by the Directors, three Directors present in person or by proxy are a quorum.

### **8.7 Effect of vacancy**

The continuing Directors may act despite a vacancy in their number. However, if their number is reduced below the minimum fixed by article 6.1, the continuing Directors may, except in an emergency, act only for the purpose of filling vacancies to the extent necessary to bring their number up to that minimum or for calling a general meeting.

### **8.8 Director attending and voting by proxy**

A Director may attend and vote by proxy at a meeting of the Directors if the proxy:

- (a) is another Director; and
- (b) has been appointed in writing signed by the appointor.

The appointment may be general or for one or more particular meetings.

### **8.9 Chairman and Deputy Chairman**

The Directors must elect a Chairman and may elect a Deputy Chairman and may determine the period during which each is to hold office.

### **8.10 Removal of Chairman by the Directors**

The Chairman or Deputy Chairman may be removed by a resolution of the Directors of which not less than 14 days' notice has been given to the Directors.

### **8.11 Chairman to preside over Directors' meeting**

The Chairman is entitled to preside at meetings of the Directors. If the Chairman is not present and able and willing to act within 15 minutes after the time appointed for a meeting or has signified an intention not to be present and able and willing to act, the following may preside (in order of entitlement):

- (a) the Deputy Chairman; or
- (b) a Director chosen by a majority of the Directors present.

### **8.12 Directors' committees**

The Directors may delegate any of their powers to committees consisting of the Directors that they think fit and may revoke that delegation.

### **8.13 Powers delegated to Directors' committees**

A committee to which any powers have been delegated under article 8.12 must exercise those powers in accordance with any directions of the Directors. These powers are then taken to have been exercised by the Directors.

### **8.14 Directors' committee meetings**

Subject to article 8.13, the meetings and proceedings of a committee consisting of two or more Directors are governed by the provisions of this Constitution as to the meetings and proceedings of the Directors so far as they are applicable.

### **8.15 Circulating resolutions**

The Directors may pass a resolution without a Directors' meeting being held if all of the Directors who are entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document.

### **8.16 Additional provisions regarding circulating resolutions**

For the purpose of article 8.15:

- (a) separate copies of a document may be used for signing by Directors if the wording of the resolution and statement is identical in each copy;
- (b) a facsimile, email or electronic message that is sent by a Director to the Company containing a statement that they are in favour of an identified resolution is deemed to be a document signed by that Director at the time of its receipt by the Company; and
- (c) the resolution is passed when the last Director signs;

### **8.17 Meeting by use of technology**

A Directors' meeting may be called or held using any technology consented to by each Director. The consent may be a standing one. A Director may only withdraw consent a reasonable time before the meeting.

### **8.18 Validity of acts of Directors**

All acts done at a meeting of the Directors or of a committee of Directors, or by a person acting as a Director are valid even if it is afterwards discovered that there was some defect in the appointment, election or qualification of any of them or that any of them were disqualified or had vacated office.

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## **9 Secretary**

### **9.1 Appointment of Secretary**

A Secretary will be appointed by the Directors.

### **9.2 Suspension and removal of Secretary**

The Directors may suspend or remove a Secretary from that office.

### **9.3 Powers, duties and authorities of Secretary**

A Secretary holds office on the terms and conditions (including as to remuneration) and with the powers, duties and authorities, as determined by the Directors.

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## **10 Seals**

### **10.1 Safe custody of common seals**

The Directors must provide for the safe custody of any seal of the Company.

### **10.2 Use of common seal**

If the Company has a common seal or duplicate common seal every document to which it is affixed must be signed:

- (a) by a Director and be countersigned by another Director, a Secretary or another person appointed by the Directors to countersign that document or a class of documents in which that document is included; or
- (b) by any other signatories or in any other way (including the use of facsimile signatures) authorised by Directors.

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## **11 Inspection of records**

### **11.1 Inspection by Members**

Subject to the Corporations Act, the Directors may determine whether and to what extent, and at what times and places and under what conditions, the accounting records and other documents of the Company or any of them will be open to inspection by the Members (other than Directors).

### **11.2 Right of a Member to inspect**

A Member (other than a Director) does not have the right to inspect any document of the Company except as provided by law or authorised by the Directors or by the Company in general meeting.

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## **12 Service of documents**

### **12.1 Document includes notice**

In Part 12 (“Service of documents”), a reference to a document includes a notice.

### **12.2 Methods of service**

A notice or document is properly given by the Company to a person if it is in writing and delivered to the person either:

- (a) personally;
- (b) by sending it by post to the address for the Member in the Register or an alternative address nominated by the Member; or
- (c) by sending it to a fax number, email address or electronic address nominated by the Member.

### **12.3 Post**

A document sent by post:

- (a) if sent to an address in Australia, may be sent by ordinary post; and
- (b) if sent to an address outside Australia, must be sent by airmail,

and in either case is taken to have been received on the Business Day after the date of its posting.

### **12.4 Fax or electronic transmission**

If a document is sent by fax, email or electronic transmission, delivery of the document is taken:

- (a) to be effected by properly addressing and transmitting the fax, email or electronic transmission;
- (b) if it is sent before 5pm (local time in place of receipt) on a Business Day - to have been delivered on that day; and
- (c) if it is sent after 5pm (local time in place of receipt) - to have been delivered on the next Business Day following its transmission.

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## **13 Indemnity**

### **13.1 Indemnity of officers**

Every person who is or has been an officer of the Company and its wholly owned subsidiaries is entitled to be indemnified out of the property of the Company against:

- (a) every Liability incurred by the person in that capacity (except a liability for legal costs); and
- (b) all legal costs incurred in defending or resisting (or otherwise in connection with) proceedings, whether civil or criminal or of an administrative or investigatory nature, in which the person becomes involved because of that capacity,

unless:

- (c) the Company is forbidden by statute to indemnify the person against the liability or legal costs; or
- (d) an indemnity by the Company of the person against the liability or legal costs would, if given, be made void by statute.

### **13.2 Insurance**

The Company may pay or agree to pay, whether directly or through an interposed entity, a premium for a contract insuring an officer of the

Company against liability incurred by the person in that capacity, including a liability for legal costs, unless:

- (a) the Company is forbidden by statute to pay or agree to pay the premium; or
- (b) the contract would, if the Company paid the premium, be made void by statute.

### **13.3 Former officers**

The indemnity in favour of officers under article 13.1 is a continuing indemnity. It applies in respect of every Liability incurred by that person while an officer of the Company or one of its wholly owned subsidiaries even though the person is not an officer at the time the claim is made.

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## **14 Winding up**

Each Member undertakes to contribute to the Company's property if the Company is wound up while they are a Member or within one year after they cease to be a Member. This contribution is for:

- (a) payment of the Company's debts and liabilities contracted before they ceased to be a Member;
  - (b) the costs, charges and expenses of winding up; and
  - (c) adjustment of the rights of the contributories among themselves,
- and the amount is not to exceed \$10.00.

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## **15 Accounts**

The Directors must cause the accounts of the Company to be audited in accordance with the requirements of the Corporations Act and the Fundraising Appeals Act 1998 (Vic).

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## **16 Definitions and interpretation**

### **16.1 Definitions**

In this Constitution unless the contrary intention appears:

**article** means an article of this Constitution.

**Auditor** means the auditor for the time being of the Company.

**Business Day** has the meaning given to it by the Corporations Act.

**Chairman** means the chairman of the board of directors of the Company and

**Deputy Chairman** means the deputy chairman of the board.

**Company** means Women's Circus Limited.

**Constitution** means this constitution as it is amended from time to time.

Corporations Act means the Corporations Act 2001 (Cwlth).

**Director** means a director of the Company.

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

**Liability** means a liability of any kind (whether actual or contingent and whether fixed or unascertained) and includes costs, damages and expenses.

**Life Member** means a member of the Company who satisfies the requirements in article 2.2.

**Member** means a member of the Company who satisfies the requirements in article 2.1.

**Part** means a Part of this Constitution.

**Registered Office** means the registered office for the time being of the Company.

**Secretary** means a person appointed as a secretary of the Company, and where appropriate includes an acting secretary and a person appointed by the Directors to perform all or any of the duties of a secretary of the Company.

## 16.2 Interpretation

In this Constitution unless the contrary intention appears:

- (a) the word person includes a firm, a body corporate, an unincorporated association or an authority;
- (b) the singular includes the plural and vice versa;
- (c) where a word or phrase is given a particular meaning, other parts of speech and grammatical forms of that word or phrase have corresponding meanings;
- (d) a reference to writing includes typewriting, printing, telex, telegram, facsimile, email, electronic communication and other modes of representing or reproducing words in a visible form;
- (e) a reference to an article is a reference to one of the articles;
- (f) a power, an authority or a discretion given to a Director, the Directors, the Company in general meeting or a Member may be exercised from time to time and at any time;
- (g) a statute (including any part thereof), ordinance, code or other law includes regulations and other instruments under it and



consolidations, amendments, re-enactments or replacements of any of them.

### **16.3 Corporations Act**

In this Constitution unless the contrary intention appears:

- (a) A word or an expression (other than a word or expression defined in article 16.1) which is defined by the Corporations Act has the same meaning in this Constitution where it relates to the same matters as the matters for which it is defined in the Corporations Act; and
- (b) “section” means a section of the Corporations Act.

The provisions of the **Corporations Act** that apply as replaceable rules are displaced by this Constitution and accordingly do not apply to the Company.

### **16.4 Headings**

Headings are inserted for convenience and do not affect the interpretation of this Constitution.