



The Constitution of CINI Australia

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1. PRELIMINARY

1.1 *Company limited by guarantee*

The Company is limited by guarantee and the liability of Members is limited as provided in this document.

1.2 *Objects of the Company*

Within the overall object of being a charitable institution, the objective of CINI Australia is to relieve suffering and poverty and to advance the health, nutrition, education and protection of women, adolescents and children in need in India and to do this without favouritism or discrimination by way of race, religion, culture or political persuasion.

CINI Australia, as a non-government organisation, in conjunction with other government and non-government agencies will work collaboratively with communities and organizations in India to:

- develop skills and resources which increase self-reliance in the communities in which it works,
- increase access to quality education for disadvantaged women and children,
- establish preventive and educational health care programs that improve health outcomes for women and children,
- improve access to quality health care and provide primary health care programs for those in need,
- promote the safety and protection of children,
- provide non-discriminatory humanitarian emergency relief to victims of disasters and conflicts through the provision of shelter, nutrition, health care and other resources.

The Company will also attract funds to:

- maintain and expand the Company's activities,
- participate and be involved with any organizations with similar goals and purposes,
- achieve and maintain charitable status,
- do all things of and incidental to achieving the above objects.

CINI Australia will establish a public fund for the purpose of accepting grants, donations, gifts, legacies and bequests.

1.3 *Application of Income*

Subject to rule 10.2, the Company must apply its income and property solely towards promoting the objects of the Company as stated in rule 1.2. No part of the

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Company's income or property may be paid or transferred directly or indirectly by way of dividend or otherwise to members.

1.4 Replaceable rules

The replaceable rules referred to in section 141 do not apply to the Company and are replaced by the rules set out in this document.

1.5 Definitions

The following definitions apply in this document.

“Alternate” means an alternate Director appointed under rule 4.1.

“Appointor” in relation to an Alternate, means the Director who appointed the Alternate.

“Board” means the Directors acting collectively under this document.

“Company” means the company named at the beginning of this document whatever its name is for the time being. The Company is a Not-For-Profit and Non-Government company.

“Director” means a person who is, for the time being, a director of the Company including, where appropriate, an Alternate.

“Law” means the Corporations Act 2001 (Cth). As amended

“Managing Director” means a managing director appointed under rule 7.1.

“Member” means a person whose name is entered in the Register as a member of the Company.

“Ordinary resolution” means a resolution of members other than a special resolution.

“Register” means the register of members kept as required by sections 168 and 169.

“Secretary” means, during the term of that appointment, a person employed as a secretary of the Company in accordance with this document.

“Special resolution” has the meaning given in section 9.

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1.6 Interpretation of this document

Headings and marginal notes are for convenience only, and do not affect interpretation. The following rules also apply in interpreting this document, except where the context makes it clear that a rule is not intended to apply.

- (a) A reference to:
 - i. legislation (including subordinate legislation) is to that legislation as amended, modified in relation to the Company, re-enacted or replaced, and includes any subordinate legislation under it;
 - ii. a document or agreement, or a provision of a document or agreement, is to that document, agreement or provision as amended, replaced or novated;
 - iii. a person includes any type of entity or body of persons, whether or not it is incorporated or has a separate legal identity, and any executor, administrator or successor in law of the person;
 - iv. anything (including a right, obligation or concept) includes each part of it.
- (b) A singular word includes the plural, and vice versa.
- (c) A word which suggests one gender includes the other genders.
- (d) If a word is defined, another part of speech has a corresponding meaning.
- (e) If an example is given of anything (including a right, obligation or concept), such as by saying it includes something else, the example does not limit the scope of that thing.
- (f) The word “**agreement**” includes an undertaking or other binding arrangement or understanding whether or not in writing.
- (g) A power to do something includes a power, exercisable in the like circumstances to revoke or undo it.
- (h) A reference to a power is also a reference to authority or discretion.
- (i) A reference to something being “**written**” or “**in writing**” includes that thing being represented or reproduced in any mode or visible form.
- (j) Words (other than “remuneration” and those defined in rule 1.5) which are defined by Law have the same meaning in this document.
- (k) A reference to a Chapter, Part, Division, or section is a reference to a Chapter, Part, Division or section of the Law.

2. MEMBERSHIP

2.1 Membership

Subject to rules 2.3 and 2.4, the Members of the Company are:

- (a) the persons who become Members of the Company on its registration; and
- (b) any other person the Board admits to membership.

Membership of the Company will be voluntary.

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2.2 Limited liability of members

If the Company is wound up each Member undertakes to contribute to the assets of the Company up to an amount not exceeding \$2.00 for payment of the debts and liabilities of the Company including the costs of the winding up. This undertaking continues for 1 year after a person ceases to be a Member.

2.3 Resigning as a Member

A Member may resign from the Company by giving written notice to the Board.

2.4 Expelling a member

- (a) The Board may, by resolution, expel from the Company any Member:
 - i. who does not comply with this document or any by laws, rules or regulations of the Company; or
 - ii. whose conduct in the opinion of the Board is prejudicial to the interests of the Company.
- (b) At least 21 days before the Board holds a meeting to expel a Member the Board must give written notice to the Member which states:
 - i. the allegation against the Member;
 - ii. the proposed resolution for the Member's expulsion;
 - iii. that the Member has an opportunity at the meeting to address the allegations either orally or in writing; and
 - iv. that if the Member notifies the Secretary in writing at least 48 hours before the meeting, the Member may elect to have the question of their expulsion dealt with by the Company in general meeting.
- (c) The Company must expel a Member and remove the Member's name from the Register where:
 - i. a general meeting is held to expel a Member; and
 - ii. a resolution is passed at the meeting by a majority of two-thirds of those present and voting for the member to be expelled. The vote must be taken by ballot.
- (d) A Member expelled from the Company does not have any claim on the Company, its funds or property.

3. DIRECTORS

3.1 Number of Directors

The Company must have at least 3 Directors and, until otherwise decided by ordinary resolution, not more than 12 Directors.

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3.2 No Membership qualification

A Director need not be a Member.

3.3 Appointment by the Board

Subject to this document, section 201E and to the number of Directors for the time being fixed under rule 3.1 not being exceeded, the Board may appoint a person to be a director at any time except during a general meeting. Any Director so appointed:

- (a) automatically retires at the next annual general meeting and is eligible for re-election by that general meeting; and
- (b) is not taken into account in deciding the rotation or retirement of Directors or the number of them to retire under rule 3.6 at that general meeting.

3.4 Election by General Meeting

Subject to this document, section 201E and to the number of Directors for the time being fixed under rule 3.1 not being exceeded, the Company may elect Directors by ordinary resolution. A Director appointed to replace one removed from office under rule 3.10 must retire when the Director replaced would have been required to retire if not removed and is eligible for re-election.

3.5 Eligible candidates

The Company in general meeting cannot validly elect a person as a Director unless:

- (a) the person retires under rule 3.3, 3.4 or 3.6 and seeks re-election;
- (b) the Board recommends the appointment; or
- (c) at least 10 business days before the meeting at which the resolution will be considered, the Company receives both:
 - i. a nomination of the person by 2 Members (other than the person); and
 - ii. consent to act as a Director signed by the person.

3.6 One third of Directors retire annually

At each annual general meeting:

- (a) one third (or if that is not a whole number, the whole number nearest to one third) of the Directors who are not:
 - i. appointed, and required to retire under rule 3.3;
 - ii. a Managing Director;
 - iii. Directors only because they are Alternates; and

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(b) subject to rule 7.2 any Director who would, if that Director remained in office until the next annual general meeting, have held that office for more than 3 years, must retire from office and are eligible for re-election.

3.7 Selection of Directors to retire

Subject to rule 3.4, the Directors who retire under rule 3.6 are those who have held office the longest period since last being elected or appointed. If 2 or more Directors have been in office for the same period, those Directors may agree which of them will retire. If they do not agree, they must draw lots to decide which of them must retire.

3.8 Time of Retirement

A Director's retirement under rule 3.3 or 3.6 takes effect at the end of the relevant annual general meeting unless the Director is re-elected at that meeting.

3.9 Cessation of Director's appointment

A person automatically ceases to be a Director if the person:

- (a) is not permitted by the Law (or an order made under the Law) to be a director;
- (b) becomes disqualified from managing corporations under Part 2D.6 and is not given permission or leave to manage the Company under section 206F or 206G;
- (c) becomes of unsound mind or physically or mentally incapable of performing the functions of that office;
- (d) fails to attend Board meetings (either personally or by an Alternate) for a continuous period of 6 months without leave of absence from the Board;
- (e) resigns by notice in writing to the Company; or
- (f) is removed from office under rule 3.10.

3.10 Removal from Office

Whether or not a Director's appointment was expressed to be for a specified period, the Company by ordinary resolution may remove a Director from office. The power to remove a Director under this rule is in addition to section 203D.

3.11 Too few Directors

If the number of Directors is reduced below the minimum required by rule 3.1, the continuing Directors may act as the Board only:

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- (a) to appoint Directors up to that minimum number
- (b) to convene a meeting of members; and
- (c) in emergencies.

For the purpose of 3.11 (c), the remaining Directors are to determine by way of majority vote if an event constitutes an emergency.

4. ALTERNATE DIRECTORS

4.1 *Appointment of Alternates*

Subject to rule 3.2, a Director (other than an Alternate) may appoint a person who is approved by the Board (without the vote of the Appointor) to act as Alternate for a specified period or each time the Appointor is unable to attend a Board meeting or act as a Director.

4.2 *Notice of Board meetings*

If the Appointor requests the Company to give the Alternate notice of Board meetings, the Company must do so. Unless the Appointor has requested it, the Company need not give notice of Board meetings to an Alternate.

4.3 *Obligations and entitlements of Alternates*

An Alternate:

- (a) may attend and vote in place of the Appointor at a Board meeting at which the Appointor is not present;
- (b) if also a Director, has a separate right to vote as Alternate;
- (c) if Alternate for more than 1 Appointor, has a separate right to vote in place of each Appointor; and
- (d) when acting as Alternate, is an officer of the Company and subject to all the duties, and entitled to exercise all the powers and rights, of the Appointor as a Director.

4.4 *Termination of Appointment*

The Appointor may at any time revoke the appointment of a person as an Alternate whether or not that appointment is for a specified period. Any appointment of an Alternate immediately ceases if:

- (a) the Appointor ceases to be a Director; or

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- (b) the event occurs which would cause the Alternate to cease to be a Director under rule 3.9 if the Alternate were a Director.

4.5 *Appointments and revocation in writing*

The Appointor must appoint, and revoke the appointment of, any Alternate in writing. The appointment or revocation is not effective until a copy is provided to the Company.

5. POWERS OF THE BOARD

5.1 *Powers generally*

Except as otherwise required by the Law, any other applicable law or this document, the Board:

- (a) has power to manage the business of the Company; and
- (b) may exercise all powers of the Company.

5.2 *Exercise of Powers*

A power of the Board can be exercised only:

- (a) by resolution passed at a meeting of the board or otherwise in accordance with rule 12; or
- (b) in accordance with a delegation of the power under rule 7 or 8.

6. EXECUTING NEGOTIABLE INSTRUMENTS

The Board must decide the manner (including the use of facsimile signatures if thought appropriate) in which negotiable instruments can be executed, accepted or endorsed for and on behalf of the Company. The Company may execute, accept, or endorse negotiable instruments only in the manner decided by the Board. Two people of the same family or household cannot execute or endorse negotiable instruments on behalf of the company.

7. MANAGING DIRECTOR

7.1 *Appointment and power of Managing Director*

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The Board may appoint one or more Directors to be a Managing Director either for a specified term (but not for life) or without specifying a term.

The Board may delegate any of the powers of the Board to a Managing Director:

- (a) on the terms and subject to any restrictions the Board decides; and
- (b) so as to be concurrent with, or to the exclusion of, the powers of the Board;

and may revoke the delegation at any time.

This rule does not limit rule 8.2.

7.2 Retirement and removal of a Managing Director

A Managing Director is not:

- (a) required to retire; or
- (b) taken into account in determining the number of Directors to retire, by rotation under rule 3.6 but (subject to any contract between the Company and that Managing Director) is otherwise subject to the same rules regarding resignation, removal and retirement from office as the other Directors.

7.3 Termination of appointment of Managing Director

The Appointment of a Managing Director terminates if:

- (a) the Managing Director ceases for any reason to be a Director; or
- (b) the Board removes the Managing Director from the office of Managing Director (which, subject to any contract between the Company and the Managing Director, the Board has power to do),

whether or not the appointment was expressed to be for a specified term.

8. DELEGATION OF BOARD POWERS

8.1 Power to delegate

The Board may delegate any of its powers as permitted by section 198D.

8.2 Power to revoke delegation

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The Board may revoke a delegation previously made whether or not the delegation is expressed to be for a specified period.

8.3 Terms of delegation

A delegation of powers under rule 8.1 may be made:

- (a) for a specified period or without specifying a period; and
- (b) on the terms and subject to any restrictions the Board decides.

A document of delegation may contain the provisions for the protection and convenience of those who deal with the delegate that the Board thinks appropriate.

8.4 Proceedings of Committees

Subject to the terms on which a power of the Board is delegated to a committee, the meetings and proceedings of committees are, to the greatest extent practical, governed by the rules of this document which regulate the meetings and proceedings of the Board.

9. DIRECTOR'S DUTIES AND INTERESTS

9.1 Compliance with duties under the Law

Each Director must comply with Sections 180 to 184.

9.2 Director not disqualified from holding other offices etc.

A Director is not disqualified by reason only of being a Director from:

- (a) holding any office or place of profit or employment other than that of the Company's auditor;
- (b) being a member or creditor of any corporation (including the Company) or partnership other than the auditor;
- (c) entering into any agreement with the Company.

9.3 Disclosure of interests

Each Director must comply with sections 191 and 192 and any relevant general law principles in relation to disclosure of the Director's interests.

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9.4 Director interested in a matter

Each Director must comply with section 195 in relation to being present, and voting, at a Board meeting that considers a matter in which the Director has a material personal interest. Subject to section 195:

- (a) a Director may be counted in a quorum at a Board meeting that considers, and may vote on, any matter in which that Director has an interest;
- (b) the Company may proceed with any transaction that relates to the interest and the Director may participate in the execution of any relevant document by or on behalf of the Company;
- (c) the Director may retain benefits under the transaction even though the Director has the interest; and
- (d) the Company cannot avoid the transaction merely because of the existence of the interest.

If the interest is required to be disclosed under rule 9.3, paragraph (c) applies only if it is disclosed before the transaction is entered into.

9.5 Agreements with third parties

The Company cannot avoid an agreement with a third party merely because a Director:

- (a) fails to make a disclosure required by rule 9.3; or
- (b) is present at, or counted in the quorum for, a Board meeting that considers or votes on that agreement in breach of section 195.

9.6 Obligation of Secrecy

Every Director and Secretary must keep the transactions and affairs of the Company and the state of its financial reports confidential unless required to disclose them:

- (a) in the course of duties as an officer of the Company;
- (b) by the Board or the Company in general meeting; or
- (c) by Law.

The Company may require a Director, Secretary, auditor, trustee, committee member or other person engaged by it to sign a confidentiality undertaking consistent with this rule. A Director or Secretary must do so if required by the Company.

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9.7 Director to give information to Company

Each Director must comply with section 205C.

10.DIRECTORS' REMUNERATION

10.1 Directors not to receive remuneration

The Company must not:

- (a) appoint a Director to any salaried office of the Company or any office of the Company paid by fees; or
- (b) pay or give a Director remuneration or other benefit in money or money's worth except, with the approval of the Board, repayment of out-of-pocket expenses and reasonable interest on money lent or reasonable rent for premises leased to the Company.

10.2 Remuneration for services rendered

Nothing in this document prevents the payment in good faith of remuneration to any officer or employee of the Company or to any member in return for:

- (a) any services actually rendered by them to the Company;
- (b) goods supplied by them in the ordinary and usual way of business;
- (c) the payment of reasonable interest on money borrowed from any member or
- (d) reasonable rent for premises leased by any member to the Company.

11. OFFICERS' INDEMNITY AND INSURANCE

11.1 Indemnity

Subject to and so far as permitted by Law:

- (a) the Company must, to the extent the person is not otherwise indemnified, indemnify every officer of the Company and may indemnify its auditor against a liability incurred as such by an officer or auditor to a person (other than the Company) including liability incurred as a result of appointment or nomination by the Company, unless the liability arises out of conduct involving lack of good faith; and

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- (b) the Company may make a payment (whether by way of advance, loan or otherwise) in respect of legal costs incurred by an officer or employee or auditor in defending an action for a liability incurred by such an officer, employee or auditor, or in resisting or responding to actions taken by a government agency or a liquidator.

In this rule, “Liability” means a liability of any kind (whether actual or contingent and whether fixed or unascertained) and includes costs, damages and expenses, including costs and expenses incurred in connection with any investigation or inquiry by a government agency or a liquidator.

11.2 Insurance

Subject to the Law, the Company may enter into, and pay premiums on, a contract of insurance in respect of any person.

11.3 Former Officers

The indemnity in favour of officers under rule 11.1 is a continuing indemnity. It applies in respect of all acts done by a 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.

11.4 Deeds

Subject to the Law, without limiting a person’s rights under this rule 11, the Company may enter into an agreement with a person who is or has been an officer of the Company or any of the Company’s subsidiaries, to give effect to the rights of the person under rule 11 on any terms and conditions that the Board thinks fit.

12. BOARD MEETINGS

12.1 Convening Board meetings

A Director at any time, and the Secretary on request from a Director, may convene a Board meeting. A minimum of 3 Board meetings must be conducted each calendar year.

12.2 Notice of Board meeting

The convenor of each Board meeting:

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- (a) must give reasonable notice of the meeting (and, if adjourned, of its resumption) individually to:
- i. each Director who is in Australia; and
 - ii. each Alternate in respect of whom the Appointor has given notice under rule 4.2 requiring notice of Board meeting to be given to that Alternate or whose Appointor is not given notice due to being outside Australia; and
- (b) may give that notice orally (including by telephone) or in writing, but failure to give notice to, or non- receipt of notice by, a Director does not result in a Board meeting being invalid.

12.3 Use of technology

A Board meeting may be held using any means of audio or audio-visual communication by which each Director participating can hear and be heard by each other Director participating or in any other way permitted by section 248D. A Board meeting held solely or partly by technology is treated as held at the place at which the greatest number of the Directors present at the meeting is located or if an equal number of Directors is located in each of 2 or more places, at the place where the chairperson of the meeting is located.

12.4 Chairing Board meetings

The Board may elect a Director to chair its meetings and decide the period for which that Director holds that office. If there is no chairperson of Directors or the chairperson is not present within 15 minutes after the time for which a Board meeting is called or is unwilling to act, the Directors present must elect a Director present to chair the meeting.

12.5 Quorum

Unless the Board decides otherwise, the quorum for a Board meeting is 3 Directors and a quorum must be present for the whole meeting. An Alternate who is also a Director or a person who is an Alternate for more than 1 Appointor may only be counted once toward a quorum. A Director is treated as present at a meeting held by audio or audio-visual communication if they are able to hear and be heard by all others attending. If a meeting is held in another way permitted by section 248D, the Board must resolve the basis on which Directors are treated as present.

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12.6 Majority decisions

A resolution of the Board must be passed by a majority of the votes cast by Directors entitled to vote on the resolution. If an equal number of votes are cast for and against a resolution, the matter is decided in the negative

12.7 Procedural rules

The Board may adjourn and, subject to this document, otherwise regulate its meetings as it decides.

12.8 Written resolution

If all the Directors entitled to receive notice of a Board meeting and to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document, a Board resolution in those terms is passed at the time when the last Director signs.

12.9 Additional provisions concerning written resolutions

For the purpose of rule 12.8:

- (a) 2 or more separate documents in identical terms, each of which is signed by 1 or more Directors, are treated as 1 document;
- (b) signature of a document by an Alternate is not required if the Appointor of that Alternate has signed the document;
- (c) signature of a document by the Appointor of an Alternate is not required if that Alternate has signed the document in that capacity; and
- (d) a telex, telegram, facsimile or electronic message containing the text of the document expressed to have been signed by a Director that is sent to the Company is a document signed by that Director at the time of its receipt by the Company.

12.10 Valid proceedings

Each resolution passed, or thing done by, or with the participation of, a person acting as a Director or member of a committee is valid even if it is later discovered that:

- (a) there was a defect in the appointment of the person; or
- (b) the person was disqualified from continuing in office, voting on the resolution or doing the thing.

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13. MEETINGS OF MEMBERS

13.1 Annual general meeting

The Company must hold an annual general meeting at least once in each calendar year and within 5 months after the end of its financial year as required by section 250N.

13.2 Calling meetings of Members

A meeting of Members:

- (a) may be convened at any time by the Board or a Director; and
- (b) must be convened by the Board when required by section 249D or 250 N or by order made under section 249G.

13.3 Notice of meeting

Subject to rule 13.4, at least twenty-one days written notice of a meeting of Members must be given individually to:

- (a) each Member (whether or not that Member is entitled to vote at the meeting);
- (b) each Director; and
- (c) to the auditor.

The notice of meeting must comply with section 249L and may be given in any manner permitted by section 249(3).

13.4 Short notice

Subject to sections 249H (3) and (4):

- (a) if the Company has elected to convene a meeting of Members as the annual general meeting, if all Members entitled to attend and vote agree; or
- (b) otherwise if Members who together have power to cast at least 95% of the votes that may be cast at the meeting agree,

a resolution may be proposed and passed at a meeting of which less than 21 days' notice has been given.

13.5 Postponement

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Subject to sections 249D and 250 N, the Board may:

- (a) postpone a meeting of Members;
- (b) cancel a meeting of Members; or
- (c) change the place for a general meeting

by written notice given individually to each person entitled to be given notice of the meeting.

13.6 Fresh Notice

If a meeting of Members is postponed or adjourned for 1 month or more, the Company must give new notice of the resumed meeting.

13.7 Technology

The Company may hold a meeting of Members at 2 or more venues using technology that gives the Members as a whole a reasonable opportunity to participate.

13.8 Accidental Omission

The accidental omission to give notice to, or the non-receipt of notice by, any of those entitled to it does not invalidate any resolution passed at a meeting of Members.

14. PROCEEDINGS AT MEETINGS OF MEMBERS

14.1 Member present at meeting

If a Member has appointed a proxy or attorney or (in the case of a Member which is a body corporate) a representative to act at a meeting of Members, that Member is taken to be present at a meeting at which the proxy, attorney or representative is present.

14.2 Quorum

The Quorum for a meeting of Members is 3 Members. Each individual present may only be counted once toward quorum.

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14.3 Quorum not present

If a quorum is not present within 15 minutes after the time for which a meeting of Members is called:

- (a) if called as a result of a request of Members under s249D, the meeting is dissolved; and
- (b) in any other case:
 - i. the meeting is adjourned to the day, time and place that the Board decides and notifies to Members, or if no decision is notified before then, to the same time on the same day in the next week at the same place; and
 - ii. if a quorum is not present at the adjourned meeting, the meeting is dissolved.

14.4 Chairing meetings of Members

If the Board has appointed a Director to chair Board meetings, that Director may also chair meetings of Members. If:

- (a) there is no Director who the Board has appointed to chair the Board meetings for the time being; or
- (b) the Director appointed to chair Board meetings is not present at the time for which a meeting of Members is called or is unwilling to chair the meeting,

the Members present must elect a Member or Director present to chair the meeting.

14.5 Attendance at general meetings

- (a) Every Member has the right to attend all meetings of Members.
- (b) Every Director has the right to attend and speak at all meetings of Members.
- (c) The auditor has the right to attend any meeting of Members and to speak on any part of the business of the meeting which concerns the auditor in the capacity of auditor.

14.6 Adjournment

Subject to rule 13.6, the chairperson of a meeting of Members at which quorum is present:

- (a) may; and
- (b) must, if directed by any ordinary resolution of the meeting,

adjourn it to another time and place.

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14.7 Business at adjourned meetings

The only business that may be transacted at a meeting resumed after an adjournment is the business left unfinished immediately before the adjournment.

15. PROXIES, ATTORNEYS AND REPRESENTATIVES

15.1 Appointment of proxies

A Member may appoint a proxy to attend and act for the Member at a meeting of Members. An appointment of proxy must be made by written notice to the Company:

- (a) that complies with section 250A(1); or
- (b) in any other form and mode that is, and is signed or acknowledged by the Member in a manner, satisfactory to the Board.

15.2 Member's attorney

A Member may appoint an attorney to act, or to appoint a proxy to act, at a meeting of Members. If the Appointor is an individual, the power of attorney must be signed in the presence of at least 1 witness.

15.3 Deposit of proxy forms and powers of attorney

An appointment of a proxy or an attorney is not effective for a particular meeting of Members unless:

- (a) in the case of a proxy, the proxy form and, if it is executed by an attorney, the relevant power of attorney or a certified copy of it; and
- (b) in the case of an attorney, the power of attorney or a certified copy of it,

is received by the Company at its registered office or a fax number at that office (or another address specified for the purpose in the relevant notice of meeting) at least 48 hours before the time for which the meeting was called or if the meeting has been adjourned, before the meeting is resumed.

15.4 Corporate Representatives

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A Member that is a body corporate may appoint an individual to act as its representative at meetings of Members as permitted by section 250D.

15.5 *Standing Appointments*

A Member may appoint a proxy, attorney or representative to act at a particular meeting of Members or make a standing appointment and may revoke any appointment. A proxy, attorney or representative may, but need not, be a Member.

15.6 *Suspension of proxy or attorney's powers if member present*

A proxy or attorney has no power to act for a Member at a meeting at which the Member is present:

- (a) in the case of an individual, in person; or
- (b) in the case of a body corporate, by representative.

A proxy has no power to act for a member at a meeting at which the Member is present by attorney.

15.7 *Priority of conflicting appointments of attorney or representative*

If more than 1 attorney or representative appointed by a Member is present at a meeting of Members and the Company has not received notice of revocation of any of the appointments:

- (a) an attorney or representative appointed to act at that particular meeting may act to the exclusion of an attorney or representative appointed under a standing appointment; and
- (b) subject to rule 15.7(a), an attorney or representative appointed under a more recent appointment may act to the exclusion of an attorney or representative appointed earlier in time.

15.8 *More than 1 proxy appointment*

An appointment of proxy by a Member is revoked (or, in the case of a standing appointment, suspended for that particular meeting) if the Company receives a further appointment of proxy from that Member which would result in there being more than 1 proxy of that Member entitled to act at a meeting. The appointment of proxy made first in time is the first to be treated as revoked or suspended by this rule.

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15.9 Continuing authority

An act, done at a meeting of Members by a proxy, attorney or representative is valid even if, before the act is done, the appointing member:

- (a) dies or becomes mentally incapacitated;
- (b) becomes bankrupt or an insolvent under administration or is wound up; or
- (c) revokes the appointment or the authority under which the appointment was made by a third party,

unless the Company has received written notice of the matter before the start or resumption of the meeting at which the vote is cast.

16. ENTITLEMENT TO VOTE

16.1 Number of votes

Each member has 1 vote.

16.2 Casting vote of chairperson

The chairperson of a meeting of Members does not have a casting vote. If an equal number of votes are cast for and against a resolution the matter is decided in the negative.

16.3 Decision on right to vote

A Member or Director may challenge a person's right to vote at a meeting of members. A challenge may only be made at the meeting. A challenge, or any other doubt as to the validity of a vote, must be decided by the chairperson, whose decision is final.

17. ENTITLEMENT TO VOTE

17.1 Method of voting

A resolution put to the vote at a meeting of Members must be decided on a show of hands unless a poll is demanded under rule 17.2 either before or on declaration of the result of the vote on a show of hands. Unless a poll is demanded, the chairperson's declaration of a decision of a show of hands is final.

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17.2 Demands for a poll

A poll may be demanded on any resolution concerning the election of the chairperson of a meeting by:

- (a) at least 5 Members entitled to vote on the resolution; or
- (b) the chairperson.

The demand for a poll does not affect the continuation of the meeting for the transaction of other business and may be withdrawn.

17.3 When and how the polls must be taken

If a poll is demanded:

- (a) if the resolution is for the adjournment of the meeting, the poll must be taken immediately and, subject to rule 17.3(c), in the manner that the chairperson of the meeting directs;
- (b) in all other cases, the poll must be taken at the time and place and, subject to rule 17.2(c), in the manner that the chairperson of the meeting directs;
- (c) votes which section 250A(4) requires to be cast in a given way must be treated as cast in that way;
- (d) a person voting who has the right to cast 2 or more votes need not cast all those votes and may cast those votes in different ways; and
- (e) the result of the poll is the resolution of the meeting at which the poll was demanded.

18. SECRETARY

18.1 Appointment of Secretary

The Board:

- (a) must appoint at least 1 individual; and
- (b) may appoint more than 1 individual,

to be Secretary either for a specified term or without specifying a term.

18.2 Terms and condition of office

A Secretary holds office on the terms (including as to remuneration) that the Board decides. The Board may vary any decision previously made by it in respect of a Secretary.

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18.3 Cessation of Secretary's appointment

The person automatically ceases to be Secretary if the person:

- (a) is not permitted by Law (or an order made under the Law) to be a secretary of a company;
- (b) becomes disqualified from managing corporations under Part 2D.6 and is not given permission or leave to manage the Company under section 206F or 206G;
- (c) becomes of unsound mind or physically or mentally incapable of performing the functions of that office;
- (d) resigns by notice in writing to the Company; or
- (e) is removed from office under rule 18.4.

18.4 Removal from office

Subject to any contract between the Company and the Secretary, the Board may remove a Secretary from that office whether or not the appointment was expressed to be for a specified term.

18.5 Secretary to give information to the Company

A Secretary must comply with section 205C.

19. MINUTES

19.1 Minutes must be kept

The Board must cause minutes of:

- (a) proceedings and resolutions of meetings of the Company's Members;
- (b) the name of Directors present at each Board meeting or committee meeting;
- (c) proceedings and resolutions of Board meetings (including meetings of a committee to which Board powers are delegated under rule 8);
- (d) resolutions passed by Directors without a meeting; and
- (e) disclosures made and notices given under rule 9,

to be kept in accordance with sections 191, 192 and 251A.

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19.2 Minutes as evidence

A minute recorded and signed in accordance with section 251A is evidence of the proceeding, resolution or declaration to which it relates unless the contrary is proved.

19.3 Inspection of minute books

The Company must allow Members to inspect, and provide copies of, the minute books for the meetings of Members in accordance with section 251B.

20. COMPANY SEALS

20.1 Common seal

The Board:

- (a) may decide whether or not the Company has a common seal; and
- (b) is responsible for the safe custody of that seal (if any) and any duplicate seal it decides to adopt under section 123(2).

20.2 Use of Seals

The fixing of the common seal, or any duplicate seal, to a document must be witnessed:

- (a) by 2 Directors;
- (b) by 1 Director and 1 Secretary; or
- (c) by any other signatories or in any other way (including the use of facsimile signatures) authorised by the Board.

21. FINANCIAL REPORTS AND AUDIT

21.1 Company must keep financial records

The Board must cause the Company to keep written financial records that:

- (a) correctly record and explain its transactions (including transactions undertaken as trustee) and financial position and performance; and
- (b) would enable true and fair financial statements to be prepared and audited,

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and must allow a Director and the auditor to inspect those records at all reasonable times.

21.2 Financial Reporting

The Board must cause the Company to prepare a financial report and a Director's report that comply with Part 2M.3 and must report to Members in accordance with section 314 no later than the deadline set by section 315.

21.3 Audit

The Board must cause the Company's financial report for each financial year to be audited and obtain an auditor's report. The eligibility, appointment, removal, remuneration, rights and duties of the auditor are regulated by sections 324 to 331 inclusive and 1279, 1280, 1287, 1287A and 1289.

21.4 Conclusive Reports

Audited financial reports laid before the Company in general meetings are conclusive except as regards errors notified to the Company within 3 months after the relevant general meeting. If the Company receives notice of an error within that period, it must immediately correct the report and the report as corrected is then conclusive.

21.5 Inspection of financial records and books

A Member who is not a Director may inspect any document of the Company upon giving at least 14 days' notice in writing to the Company.

22. REGISTER OF MEMBERS

The Company must set up and maintain a register of Members.

In accordance with section 169, the register must contain the following information:

- (a) the name and address of each Member;
- (b) the date on which the entry of the Member's name in the register is made;
- (c) the name and details of each person who stopped being a Member within the last 7 years;
- (d) the date on which the person stopped being a Member; and

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- (e) an index of Members' names if the company has more than 50 Members and the register itself is not kept in a form that operates effectively as an index.

23. VARIATION OF CONSTITUTION

23.1 Variation by special resolution

This constitution can only be modified or repealed in accordance with section 136 of the Law.

23.2 Restrictions on variation

A modification or repeal of this constitution is only valid if the modification or repeal does not alter the objects of the Company set out in clause 1.2.

24. WINDING UP

If the Company is wound up, any surplus assets of the Company remaining after the payment of liabilities attributable to it shall be transferred to a fund, authority or institution, which is charitable at law and which has rules prohibiting the distribution of its assets and income to its members, having purposes similar to the purposes of the Company and which, in the reasonable opinion of the Board, is a fund, authority or institution to which income tax deductible gifts can be made.

25. REVOCATION OF DEDUCTIBLE GIFT RECIPIENT STATUS

If the Company is endorsed as a deductible gift recipient and this endorsement is revoked (cancelled), or it is dissolved or wound up (closed), whichever comes first, any surplus of the following assets shall be transferred to an organisation, of the Company's choosing, which is charitable at law and with objects similar to the objects of the Company and approved by the company and to which income tax deductible gifts can be made:

- gifts of money or property for the principal purpose of the Company
- contributions made in relation to an eligible fundraising event held for the principal purpose of the Company
- money received by the Company because of such gifts and contributions

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26. NOTICES

26.1 Notices by Company

A notice is properly given by the Company if it is:

- (a) in writing signed on behalf of the Company (by original or printed signature);
- (b) addressed to the person to whom it is to be given; and
- (c) either
 - i. delivered personally;
 - ii. sent by prepaid mail (by airmail, if the addressee is overseas) to that person's address; or
 - iii. sent by fax to the fax number (if any) nominated by that person; or
 - iv. sent by electronic message to the electronic address (if any) nominated by that person.

26.2 Overseas Members

A Member whose registered address is not in Australia may notify the Company in writing of an address in Australia to which notices may be sent.

26.3 When notice is given

A notice to a person by the Company is regarded as given and received:

- (a) if it is delivered personally or sent by fax or electronic message:
 - i. by 5.00pm (local time in the place of receipt) on a business day- on that day; or
 - ii. after 5.00pm (local time in place of receipt) on a business day, or
 - iii. on a day that is not a business day- on the next business day.
- (b) if it is sent by mail:
 - i. within Australia- 3 business days after posting; or
 - ii. to a place outside Australia- 7 days after posting.

26.4 Business days

For the purposes of rule 26.3, a business day is a day that is not a Saturday, Sunday or public holiday in the place to which the notice is sent.

26.5 Counting days

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If a specified period must pass after a notice is given before an action may be taken, neither the day on which the notice is given nor the day on which the action is to be taken may be counted in reckoning the period.

26.6 Notices to “lost” Members

If:

- (a) on 2 or more consecutive occasions a notice served on a Member in accordance with this rule is returned unclaimed or with an indication that the Member is not known at the address to which it was sent; or
- (b) the Board believes on other reasonable grounds that a Member is not at the address shown in the Register or notified to the Company under rule 26.2,

the Company may give effective notice to that Member by exhibiting a notice at the Company’s registered office for at least 48 hours.

This rule ceases to apply if the member gives the Company notice of a new address.

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THE APPROVAL OF CONSTITUTION ON REGISTRATION BY MEMBERS

Each of the undersigned, being a person specified in the application for registration of the Company as a person who consents to become a member of the Company agrees to the terms of the Constitution:

Name: Janet Holmes Address: 16 Propsting St Curtin ACT 2605

Signature:

Date:

Name: Edward Bramble Address: 54 Moyran Pde Grays Point NSW 2232

Signature:

Date:

Name: Anne-Maree Pezzullo Address: 14 / 34-36 Hume Rd Cronulla NSW 2230

Signature:

Date:

Name: Carolee Leonhardt Address: 10 / 53 Banks St Monterey NSW 2217

Signature:

Date:

Name: Jennifer Connaughton Address: 10 /53 Banks St Monterey NSW 2217

Signature:

Date:

Name: Peter Connaughton Address: 166 Hensman Rd Shenton Park WA 6008

Signature:

Date:

Constitution of CINI Australia

THE APPROVAL OF AMENDMENTS TO CONSTITUTION ON 20th November 2011 BY MEMBERS

Each of the undersigned, being a person specified as a person who consents to be a member of the Company agrees to the terms of the Constitution as amended:

Name: Edward Bramble Address: 54 Moyran Pde Grays Point NSW 2232

Signature:

Date:

Name: Anne-Maree Pezzullo Address: 15 / 34-36 Hume Rd Cronulla NSW 2230

Signature:

Date:

Name: Carolee Leonhardt Address: 35 Holland St Fremantle WA 6160

Signature:

Date:

Name: Jennifer Connaughton Address: 35 Holland St Fremantle WA 6160

Signature:

Date:

Name: Peter Connaughton Address: 166 Hensman Rd Shenton Park WA 6008

Signature:

Date:

Name: Jacqueline Dillon Address: 362 Marmion St Cottesloe WA 6011

Signature:

Date:

Constitution of CINI Australia

THE APPROVAL OF AMENDMENTS TO CONSTITUTION ON 19th November 2017 BY MEMBERS

Each of the undersigned, being a person specified as a person who consents to be a member of the Company agrees to the terms of the Constitution as amended:

Name: Anne-Maree Pezzullo Address: 2/43 Ewos Pde., Cronulla, NSW 2230

Signature:

Date:

Name: Carolee Leonhardt Address: 35 Holland Street, Fremantle, WA 6160

Signature:

Date:

Name: Jennifer Connaughton Address: 35 Holland Street, Fremantle, WA 6160

Signature:

Date:

Name: Peter Connaughton Address: 166 Hensman Road, Shenton Park, WA 6008

Signature:

Date:

Name: Chris Yates Address: 10 Grice Court, Alwyne Square, Islington
N12JY, United Kingdom

Signature:

Date:

Name: Diane Gonsalves Address: 40 Audrey Gardens, Wembley, Middlesex
HA0 3TG, United Kingdom

Signature:

Date:

Constitution of CINI Australia

THE APPROVAL OF AMENDMENTS TO CONSTITUTION ON 18th November 2018 BY MEMBERS

Each of the undersigned, being a person specified as a person who consents to be a member of the Company agrees to the terms of the Constitution as amended:

Name: Anne-Maree Pezzullo Address: 2/43 Ewos Pde., Cronulla, NSW 2230

Signature:

Date:

Name: Carolee Leonhardt Address: 35 Holland Street, Fremantle, WA 6160

Signature:

Date:

Name: Jennifer Connaughton Address: 35 Holland Street, Fremantle, WA 6160

Signature:

Date:

Name: Peter Connaughton Address: 166 Hensman Road, Shenton Park, WA 6008

Signature:

Date:

Name: Chris Yates Address: 38 Aberdare Road, Shenton Park, WA 6008

Signature:

Date:

Name: Diane Gonsalves Address: 40 Audrey Gardens, Wembley, Middlesex
HA0 3TG, United Kingdom

Signature:

Date:

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THE APPROVAL OF AMENDMENTS TO CONSTITUTION ON 19th JULY 2020 BY MEMBERS

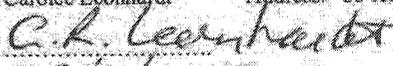
Each of the undersigned, being a person specified as a person who consents to be a member of the Company agrees to the terms of the Constitution as amended:

Name: Anne-Maree Pezzullo Address: 2/43 Ewos Pde., Cronulla, NSW 2230

Signature: 

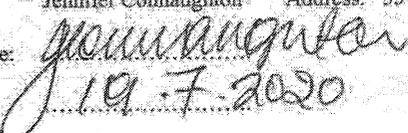
Date: 19/7/2020

Name: Carolee Leonhardt Address: 35 Holland Street, Fremantle, WA 6160

Signature: 

Date: 19/7/2020

Name: Jennifer Connaughton Address: 35 Holland Street, Fremantle, WA 6160

Signature: 

Date: 19.7.2020

Name: Peter Connaughton Address: 166 Hensman Road, Shenton Park, WA 6008

Signature: 

Date: 19/07/2020

Name: Chris Yates Address: 38 Aberdare Road, Shenton Park, WA 6008

Signature: 

Date: 19/07/2020

Name: Diane Gonsalves Address: 40 Audrey Gardens, Wembley, Middlesex
HA0 3TG, United Kingdom

Signature: 

Date: 19/7/2020

Name: Annette Chivers Address: 7 Commercial St, South Fremantle, WA 6162

Signature: 

Date: 19/7/2020

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