

Constitution

This is the Constitution for RESULTS International (Australia) Incorporated.

It was endorsed by the Board on April 29 2020 and was approved at the Annual General Meeting of Members on 27 May 2020

CONTENTS

1. Objects & Goals	3
2. Definitions	4
3. Not-for-Profit	4
4. Membership Qualification	5
5. Membership Entitlement Not Transferable	5
6. Life Membership	5
7. Membership Cessation	5
8. Resignation of Membership	6
9. Membership Register	6
10. Annual Membership Fees	6
11. Member Liability	7
12. Dispute Resolution	7
13. Member Disciplinary Action	7
14. Powers and Duties of the Board	7
15. Board Membership	8
16. Election of Board Members	8
17. Board – Casual Vacancies	9
18. Invited Board Attendees	10
19. Role of the Chair	10
20. Role of the Treasurer	10
21. Role of the Secretary	10
22. Removal of a Board Member	11
23. Meetings and Quorum	11
24. Delegation by Board to Committee	12
25. Voting and Decisions	12
26. Conflicts of Interest	13
27. Annual General Meetings	14
28. Special General Meetings	14
29. Notice	15
30. Procedure/Quorums for General Meetings	15
31. General Meetings – Presiding Members	16
32. General Meetings – Adjournment	16
33. Making of Decisions	16
34. Special Resolution	16
35. Postal Ballots	17
36. General Meetings – Voting	17
37. General Meetings – Proxies	17
38. Insurance	17

39. Funds – Source	17
40. Funds – Management	17
41. Change of Name, Objects and Constitution	18
42. Record Keeping	18
43. Serving of Notices	18
44. Financial Year	19
45. Winding Up	19

Constitution

1. OBJECTS & GOALS

- 1.1 The principal object of RESULTS is to generate the public and political will to end global poverty through the prevention and control of diseases in human beings and equitable access to health. This will be achieved by:
- (a) educating and empowering communities so as to help effect changes to policies that will bring sustainable improvements to prevent and control diseases affecting the lives of the world's poorest people;
 - (b) mobilising funds in order to facilitate increased access to vaccination for preventable diseases such as polio and diarrhoeal disease;
 - (c) advocating for development assistance for programs that promote the prevention and control of diseases in human beings;
 - (d) mobilising resources for research and development of improved tools to prevent and control diseases in human beings, ensuring that funding recommendations particularly address the needs of girls and women, disabled persons, remote and marginalized populations and communities in human beings; and
 - (e) collaborating with other stakeholders & organisations with similar objectives.
- 1.2 The ancillary objects of RESULTS are to generate the public and political will to end global poverty through equitable access to education and economic opportunities by:
- (a) helping members inform themselves on global and domestic poverty issues and their solutions, human rights and helping members build skills to communicate effectively with decision makers and members of the public;
 - (b) collaborating with other stakeholders & organisations with similar objectives;
 - (c) mobilising resources for research and development;
 - (d) conducting and funding strategic media and public awareness raising activities to educate members of the broader Australian community; and
 - (e) advocating for development assistance for programs that promote increased access to education and economic opportunities.
- 1.3 The objects in **clauses 1.1** and **1.2** shall:
- (a) be conducted in a non-partisan and secular manner through constructive communication with parliamentarians and other stakeholders irrespective of their political or religious affiliations and without intention to change these affiliations; and
 - (b) giving primacy to the delivery of health and development interventions to populations such as women and girls, the disabled, remote and marginalised communities.

2. DEFINITIONS

2.1 In this Constitution:

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

Act means the *Associations Incorporation Act 2009* (NSW).

Board means the RESULTS governing body formerly known as the Committee, the Management Committee, the Committee of Management, and the Executive Committee

Board Member means any person holding the position of a director of RESULTS and Board Members means the directors for the time being or as the context permits such number of them as have authority to act for RESULTS.

Constitution means this constitution as amended or supplemented from time to time by a Special Resolution of the Members in a general meeting.

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

Director-General means the Commissioner for Fair Trading, NSW Department of Commerce, or if there is no such position in the Department, the Director-General of the Department.

in writing or written notice includes all forms of written communication (facsimile, email or letter).

Public Officer means the person holding this office under this Constitution as Public Officer of RESULTS.

Regulation means *Associations Incorporation Regulation 2010* (NSW).

RESULTS means RESULTS International (Australia) Incorporated.

Secretary means the person holding this office under this constitution as Secretary of RESULTS, or if no such person holds that office, the Public Officer of RESULTS.

Special General Meeting means a general meeting of RESULTS other than an annual general meeting.

2.2 In this Constitution:

- (a) a reference to a function includes a reference to a power, authority and duty; and
- (b) a reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty.

2.3 The provisions of the *Interpretation Act 1987* apply to and in respect of this Constitution in the same manner as those provisions would so apply if this Constitution were an instrument made under the Act.

3. NOT-FOR-PROFIT

The assets and income of RESULTS shall be applied solely in furtherance of its objects and goals at **clause 1**. No portion shall be distributed directly or indirectly to the Members

or Board Members of RESULTS except as bona fide compensation for services rendered or expenses incurred on behalf of RESULTS. RESULTS will not remunerate Board Members.

4. MEMBERSHIP QUALIFICATION

- 4.1 In order to be eligible as a Member of RESULTS the person must:
- (a) be a natural person;
 - (b) have a demonstrable interest in the vision, objects, and goals of RESULTS; and
 - (c) have been nominated and approved for membership of RESULTS in accordance with **clause 4.2**.
- 4.2 A nominee must:
- (a) be nominated in writing by an existing Member; and
 - (b) complete and submit a membership application form; and
 - (c) pay the prescribed annual membership fee in accordance with **clause 9**.
- 4.3 The Secretary must, on payment by the applicant of the amount referred to in **clause 4.2(c)** and admission in accordance with **clause 4.3**, cause the applicant's name to be entered onto the register of Members and, on the name being so entered, the applicant becomes a Member of RESULTS.

5. MEMBERSHIP ENTITLEMENTS NOT TRANSFERABLE

- 5.1 A right, privilege or obligation which a person has by reason of being a Member of RESULTS:
- (a) is not capable of being transferred or transmitted to another person; and
 - (b) terminates on cessation of the person's membership.

6. LIFE MEMBERSHIP

- 6.1 The Board may confer life membership on any Member whom it considers has made an outstanding and sustained contribution to RESULTS.
- 6.2 Alternatively, the Board may confer lifetime membership on any Member who pays a life time membership fee as determined by the Board.

7. MEMBERSHIP CESSATION

A person ceases to be a Member of RESULTS if the person:

- (a) dies; or
- (b) resigns membership; or

- (c) is expelled from RESULTS; or
- (d) fails to pay the annual membership fee in accordance with **clause 9** within 3 months after the fee is due.

8. RESIGNATION OF MEMBERSHIP

- 8.1 A Member of the association may resign from membership of the association by first giving to the Secretary written notice of at least 1 month (or such other period as the Board may determine) of the Member's intention to resign and, on the expiration of the period of notice, the Member ceases to be a member.
- 8.2 If a Member of the association ceases to be a member under **clause 8.1**, and in every other case where a Member ceases to hold membership, the Secretary must make an appropriate entry in the register of members recording the date on which the Member ceased to be a member.

9. MEMBERSHIP REGISTER

- 9.1 The Public Officer must establish and maintain a register of Members specifying the name, email and postal or residential address of each person who is a Member of RESULTS together with the date on which the person became a Member.
- 9.2 The Register of Members must be kept in New South Wales:
 - (a) at the main premises of RESULTS, or
 - (b) if RESULTS has no premises, at RESULTS's official address.

10. ANNUAL MEMBERSHIP FEES

- 10.1 Subject to clause 10.5, a Member of the Association must pay to the Association an annual Membership fee.
- 10.2 New Members may join at any time.
- 10.3 The annual membership fees will be set at each Annual General Meeting and will be payable by 31 March in the following year.
- 10.4 Members will be notified of changes to membership fees by:
 - (a) Notice sent by post; and/or
 - (b) Notice on the RESULTS website; and/or
 - (c) Notice in Association newsletter; and/or
 - (d) Notice by email.
- 10.5 The Board may resolve to waive any membership fees payable in accordance with this clause.

11. MEMBER LIABILITY

The liability of a Member to contribute towards the payment of the debts and liabilities of RESULTS or the costs, charges and expenses of the winding up of RESULTS is limited to the amount, if any, of fees unpaid by the Member in respect of membership of RESULTS as required by **clause 9**.

12. DISPUTE RESOLUTION

- 12.1 A dispute between a Member and another Member (in their capacity as Members), or a dispute between a Member or Members and RESULTS, which cannot be resolved by the parties through negotiation shall be resolved in accordance with the Association's internal dispute resolution policy.
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13. MEMBER DISCIPLINARY ACTION

- 13.1 Member disciplinary action may be taken the Board in accordance with the Association's internal policy regarding member disciplinary action.
- 13.2 A Member's right of appeal (if any) shall be in accordance with the Association's policy.
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14. POWERS AND DUTIES OF THE BOARD

- 14.1 Subject to the Act, the Regulations, this constitution and to any resolution passed by RESULTS in general meeting, the Board:
- (a) is to control and manage the affairs of RESULTS;
 - (b) may exercise all such functions as may be exercised by RESULTS, other than those functions that are required by this constitution to be exercised by a general meeting of Members; and
 - (c) has power to perform all such acts and do all such things as appear to the Board to be necessary or desirable for the proper management of the affairs of RESULTS.
- 14.2 Board Members must comply with their duties as Board Members under legislation and common law (judge-made law), and with the duties described in governance standard 5 of the regulations made under the ACNC Act which are:
- (a) to exercise their powers and discharge their duties with the degree of care and diligence that a reasonable individual would exercise if they were a Board Member of RESULTS;
 - (b) to act in good faith in the best interests of RESULTS and to further the charitable purpose(s) of RESULTS as set out in **clause 1**;
 - (c) not to misuse their position as a Board Member;
 - (d) not to misuse information they gain in their role as a Board Member;
 - (e) to disclose any perceived or actual material conflicts of interest in the manner set out in this **clause 26**;

- (f) to ensure that the financial affairs of RESULTS are managed responsibly; and
- (g) not to allow RESULTS to operate while it is insolvent.

15. BOARD MEMBERSHIP

- 15.1 The Board is to consist of no more than 7 elected Board Members.
- 15.2 In addition to Board Members appointed under **clause 15.3**, the Members may also elect a Director by a resolution passed in a general meeting.
- 15.3 From time to time the Board may appoint up to 2 other persons who possess specialist skills deemed important for current board projects, to join the board for a limited period of no more than 2 years (**Appointed Board Member**). This is subject to case-by-case conditions placed by the board at the time. Appointed Board Members will have the roles and responsibilities of non-executive directors and be permitted to vote, but will serve at the pleasure of the Board rather than the Members. Appointed Board Members are not eligible to be appointed as an office bearer.
- 15.4 It is desirable that at least one elected Board member is an advocacy volunteer.
- 15.5 The office-bearers of RESULTS are as follows:
 - (a) the Chair;
 - (b) the Secretary; and
 - (c) the Treasurer.
- 15.6 At the first meeting after the annual general meeting, the Board will elect the office-holders.
- 15.7 A Board Member may hold up to 2 offices (other than both the Chair and Treasurer offices).
- 15.8 Each Board Member is, subject to this constitution, eligible to hold office for a term of 3 years duration from the date of their election until the conclusion of the relevant annual general meeting, but is eligible for re-election.
- 15.9 Notwithstanding **clause 15.8**, a Board Member is not eligible for re-election if they have already served 3 consecutive 3-year terms on the Board, and to be re-elected would be their fourth consecutive 3-year term.
- 15.10 If the number of Board Members is reduced to fewer than 4 or is less than the number required for a quorum, the continuing Board Members may act for the purpose of increasing the number of Board Members to 4 (or higher if required for a quorum) or calling a general meeting, but for no other purpose.

16. ELECTION OF BOARD MEMBERS

- 16.1 A person is eligible for election as a Board Member of RESULTS in accordance with **clause 15** if they:
 - (a) give RESULTS their signed consent to act as a Board Member of RESULTS at least 7 days before the date of the election; and

- (b) are not ineligible to be a Board Member under the Act or the ACNC Act.
- 16.2 If insufficient nominations are received to fill all vacancies on the Board, the eligible candidates are taken to be elected and further nominations may be received at the annual general meeting.
- 16.3 If insufficient further nominations are received, any vacant positions remaining on the Board are taken to be casual vacancies.
- 16.4 If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.
- 16.5 If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.
- 16.6 The ballot for the election of Board Members is to be conducted at the annual general meeting in such usual and proper manner as the Board may direct.
- 16.7 A person nominated as a candidate for election as a Board Member of RESULTS must become a Member of RESULTS before they can assume that role.

17. BOARD – CASUAL VACANCIES

- 17.1 In the event of a casual vacancy occurring in the membership of the Board, the Board may appoint a Member to fill the vacancy and the Member so appointed shall hold office, subject to this constitution, until the conclusion of the next annual general meeting following the date of the appointment.
- 17.2 A casual vacancy on the Board occurs if the Member:
 - (a) dies; or
 - (b) ceases to be a Member; or
 - (c) becomes an insolvent under administration within the meaning of the Corporations Act; or
 - (d) resigns office by notice in writing given to the Secretary; or
 - (e) is removed from office; or
 - (f) becomes a mentally incapacitated person; or
 - (g) is absent without the consent of the Board from 3 consecutive meetings of the Board; or
 - (h) is convicted of an offence involving fraud or dishonesty for which the maximum penalty on conviction is imprisonment for not less than 3 months; or
 - (i) is prohibited from being a director of a Association under the Corporations Act or the ACNC Act.

18. INVITED BOARD ATTENDEES

- 18.1 From time to time, the Board or a constituted Committee of the Board may invite such other people to attend Board or Committee Meetings as they deem fit. Subject to case-by-case conditions placed by the Board at the time, these invitees:
- (a) may attend as staff representatives, interns, or advisers;
 - (b) may attend for one or more meetings;
 - (c) may attend for all or part of one or many meetings.
- 18.2 Such people invited under **clause 18.1** will not have voting rights.
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19. ROLE OF THE CHAIR

- 19.1 It is the role of the Chair to:
- (a) provide strategic leadership to the Board;
 - (b) chair Board Meetings;
 - (c) chair general meetings; and
 - (d) work with the Chief Executive Officer to provide leadership to RESULTS.
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20. ROLE OF THE TREASURER

- 20.1 It is the role of the Treasurer to ensure:
- (a) that all money due to RESULTS is collected and received, that payments that have not been authorised are not made, and that all payments authorised by RESULTS are made; and
 - (b) that correct books and accounts are kept showing the financial affairs of RESULTS, including full details of all receipts and expenditure connected with the activities of RESULTS.
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21. ROLE OF THE SECRETARY

- 21.1 The Secretary must, as soon as practicable after being appointed as Secretary, lodge notice with RESULTS of his or her address.
- 21.2 It is the role of the Secretary to:
- (a) Arrange the agenda and notices of all Board Meetings and general meetings
 - (b) Record all appointments of office-bearers and Members of the Board; and
 - (c) Record the names of Members of the Board present at a Board meeting or a general meeting; and
 - (d) Keep minutes of all proceedings at Board Meetings and general meetings.

- 21.3 Minutes of proceedings at a Board Meeting must be signed by the Chair of that meeting or by the Chair of the next succeeding meeting and kept as required under section 43.

22. REMOVAL OF A BOARD MEMBER

- 22.1 RESULTS in general meeting may by resolution remove any Board Member from the Board before the expiration of the Board Member's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the Member so removed.
- 22.2 If a Board Member to whom a proposed resolution referred to in **clause 22.1** makes representations in writing to the Secretary or Chair (not exceeding a reasonable length) and requests that the representations be notified to the Members of RESULTS, the Secretary or the Chair may send a copy of the representations to each Member of RESULTS or, if the representations are not so sent, the Member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

23. MEETINGS AND QUORUM

- 23.1 The Board must meet at least 3 times in each period of 12 months at such place and time as the Board may determine.
- 23.2 Additional meetings of the Board may be convened by the Chair or by any Board Member.
- 23.3 Board Meetings may be face-to-face or by such electronic means as the Board determines (teleconference, videoconference, etc) so long as the participants can hear and be heard.
- 23.4 Oral or written notice of a meeting of the Board must be given by the Secretary to each Board Member at least 7 days (or such other period as may be unanimously agreed on by the Members of the Board) before the time appointed for the holding of the meeting.
- 23.5 Notice of a meeting given under **clause 23.4** must specify the general nature of the business to be transacted at the meeting and no business other than that business is to be transacted at the meeting, except business which the Board Members present at the meeting agree by a simple majority to treat as urgent business.
- 23.6 Any 4 Members of the Board constitute a quorum for the transaction of the business of a meeting of the Board.
- 23.7 No business is to be transacted by the Board unless a quorum is present and if, within half an hour of the time appointed for the meeting, a quorum is not present, the meeting is to stand adjourned to another time.
- 23.8 If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting is to be dissolved.
- 23.9 At a Board Meeting, if the Chair is absent or unwilling to act as Chair, in accordance with **clause** Error! Reference source not found. one of the remaining Board Members chosen by the Board Members present at the meeting is to preside.

24. DELEGATION BY BOARD TO COMMITTEE

- 24.1 The Board may, by instrument in writing, delegate to one or more Committees (consisting of such Board Members, Members or others of specific expertise as the Board thinks fit)

the exercise of such of the functions of the Board as are specified in the instrument, other than:

- (a) this power of delegation; and
 - (b) a function which is a duty imposed on the Board by the Act or by any other law.
- 24.2 A function the exercise of which has been delegated to a Committee under clause 80 may, while the delegation remains unrevoked, be exercised from time to time by the Committee in accordance with the terms of the delegation.
- 24.3 A delegation under this clause may be made subject to such conditions or limitations as to the exercise of any function, or as to time or circumstances, as may be specified in the instrument of delegation.
- 24.4 Despite any delegation under this clause, the Board may continue to exercise any function delegated.
- 24.5 Any act or thing done or suffered by a Committee acting in the exercise of a delegation under this clause has the same force and effect as it would have if it had been done or suffered by the Board.
- 24.6 The Board may, by instrument in writing, revoke wholly or in part any delegation under this clause.
- 24.7 A Committee may meet and adjourn as it thinks proper.

25. VOTING AND DECISIONS

- 25.1 Questions arising at a meeting of the Board or of any Committee appointed by the Board are to be determined by a majority of the votes of Board Members or Committee Members (as appropriate) present at the meeting.
- 25.2 Each Board Member present at a Board or Committee Meeting (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- 25.3 Any act or thing done or suffered, or purporting to have been done or suffered, by the Board or by a Committee appointed by the Board, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any Board Member or Committee.
- 25.4 A resolution in writing:
- (a) signed by a majority of the Members of the Board or any Committee appointed by the Board shall be as valid and effective as if it had been passed at a meeting of the Board or Committee duly convened and held;
 - (b) may consist of several documents in similar form each signed by one or more of the Members of the Board or Committee; and
 - (c) shall be deemed to have been signed in writing by a Board Member or Committee appointed by the Board if communicated by electronically or such similar means of communication addressed to or received by RESULTS and purporting to be signed by that Member.

26. CONFLICTS OF INTEREST

- 26.1 A Board Member must disclose the nature and extent of any actual or perceived material conflict of interest in a matter that is being considered at a Board meeting (or that is proposed in a circular resolution):
- (a) to the other Board Members; or
 - (b) if all of the Board Members have the same conflict of interest, to the Members at the next general meeting, or at an earlier time if reasonable to do so.
- 26.2 The disclosure of a conflict of interest by a Board Member must be recorded in the minutes of the meeting.
- 26.3 A general notice given to the Board by a Board Member that the Board Member is an Officer, a Member of or otherwise interested in any specified corporation or firm stating the nature and the extent of the Board Member's interest in the corporation or firm shall, in relation to any matter involving RESULTS and that corporation or firm after the giving of the notice, be a sufficient disclosure of the Board Member's interest, provided that the extent of the interest is no greater at the time of first consideration of the relevant matter by the Board than was stated in the notice.
- 26.4 Each Board Member who has a material personal interest in a matter that is being considered at a Board meeting (or that is proposed in a circular resolution) must not, except as provided under **clause 26.5**:
- (a) be present at the meeting while the matter is being discussed; or
 - (b) vote on the matter.
- 26.5 A Board Member may still be present and vote if:
- (a) their interest arises because they are a Member of RESULTS, and the other Board Members have the same interest;
 - (b) their interest relates to an insurance contract that insures, or would insure, the Board Member against liabilities that the Board Member incurs as a Board Member of RESULTS;
 - (c) their interest relates to payment of any contract relating to an indemnity that is allowed under the Act;
 - (d) the Australian Securities and Investments Commission (ASIC) makes an order allowing the Board Member to vote on the matter; or
 - (e) the Board Member who do not have a material personal interest in the matter pass a resolution that:
 - (i) identifies the Board Member, the nature and extent of the Board Member's interest in the matter and how it relates to the affairs of the RESULTS; and
 - (ii) says that those Board Members are satisfied that the interest should not stop the Board Member from voting or being present.

27. ANNUAL GENERAL MEETINGS

- 27.1 RESULTS must hold its first annual general meeting within 18 months after its registration under the Act.
- 27.2 RESULTS must hold its annual general meetings:
- (a) within 5 months after the close of RESULTS's financial year; or
 - (b) within such later time as may be allowed by the Director-General or prescribed by the Regulation.
- 27.3 The annual general meeting of RESULTS is, subject to the Act and to **clause 27.2**, to be convened on such date and time as the Board thinks fit.
- 27.4 In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting is to include the following:
- (a) to confirm the minutes of the preceding annual general meeting and of any Special General Meeting held since that meeting; and
 - (b) to receive from the Board reports on the activities of RESULTS during the preceding financial year; and
 - (c) to receive and consider any financial statement or report required to be submitted to Members under the Act; and
 - (d) to appoint an independent auditor for the current financial year; and
 - (e) to elect the Board Members for the coming year.
- 27.5 An annual general meeting must be specified as such in the notice convening it.
- 27.6 RESULTS shall prepare an annual report that will be available on request to Members.
- 27.7 Annual general meetings may be face-to-face or by such electronic means as the Board determines (teleconference, videoconference, etc) so long as the participants can hear and be heard.

28. SPECIAL GENERAL MEETINGS

- 28.1 The Board may, whenever it thinks fit, convene a Special General Meeting of RESULTS.
- 28.2 The Board must, on the requisition in writing of at least 25 per cent of the total number of RESULTS Members, convene a Special General Meeting of RESULTS.
- 28.3 A requisition of Members for a Special General Meeting:
- (a) must state the purpose or purposes of the meeting; and
 - (b) must be signed by the Members making the requisition; and
 - (c) must be lodged with the Secretary; and
 - (d) may consist of several documents in a similar form, each signed by one or more of the Members making the requisition.

- 28.4 If the Board fails to convene a Special General Meeting within 1 month after that date on which a requisition of Members for the meeting is lodged with the Secretary, any one or more of the Members who made the requisition may convene a Special General Meeting to be held not later than 3 months after that date.
- 28.5 A Special General Meeting convened by a Member or Members as referred to in **clause 28.2** must be convened as nearly as is practicable in the same manner as general meetings are convened by the Board.
- 28.6 Special general meetings may be face-to-face or by such electronic means as the Board determines (teleconference, videoconference, etc) so long as the participants can hear and be heard.
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29. NOTICE

- 29.1 The Secretary must, at least 14 days before the date fixed for the holding of a general meeting, give a notice to each Member specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- 29.2 Notwithstanding **clause 29.1**, if the nature of the business proposed to be dealt with at a general meeting requires a special resolution, the Secretary must, at least 21 days before the date fixed for the holding of the general meeting, cause notice to be given to each Member specifying, in addition to the matter required under **clause 29.1**, the intention to propose the resolution as a special resolution.
- 29.3 No business other than that specified in the notice convening a general meeting is to be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted under **clause 27.4**.
- 29.4 A Member desiring to bring any business before a general meeting may give notice in writing of that business to the Secretary who must include that business in the next notice calling a general meeting after receipt of the notice from the Member.
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30. PROCEDURE/QUORUMS FOR GENERAL MEETINGS

- 30.1 No item of business is to be transacted at a general meeting unless a quorum of Members entitled under this constitution to vote is present during the time the meeting is considering that item.
- 30.2 10 Members present (being Members entitled under this Constitution to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.
- 30.3 If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting:
- (a) if convened on the requisition of Members, is to be dissolved; and
 - (b) in any other case, is to stand adjourned to another time specified at the time of the adjournment by the person presiding at that meeting
- 30.4 If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the Members present (being at least 10) are to constitute a quorum.

31. GENERAL MEETINGS – PRESIDING MEMBER

- 31.1 The Chair or, in the Chair's absence, another Board Member, is to preside at each general meeting of RESULTS.
- 31.2 If the Chair and all other Board Members are absent or unwilling to preside as chair, the Members present must elect one of their number to preside as Chair at the meeting.

32. GENERAL MEETINGS – ADJOURNMENT

- 32.1 The chair of a general meeting at which a quorum is present may, with the consent of the majority of Members present at the meeting, adjourn the meeting, but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- 32.2 If a general meeting is adjourned for 14 days or more, the Secretary must give written or oral notice of the adjourned meeting to each Member stating the date and time of the meeting and the nature of the business to be transacted at the meeting.
- 32.3 Except as provided in **clauses 32.1** and **32.2**, notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

33. MAKING OF DECISIONS

- 33.1 A question arising at a general meeting is to be determined by a simple majority in accordance with the directions of the presiding chair.
- 33.2 If the chair or 5 or more Members present at the meeting determine it to be necessary, a question should be determined by a secret ballot.
- 33.3 If the question is to be determined by a secret ballot, the ballot is to be conducted in accordance with the directions of the chair.
- 33.4 A declaration by the chair that a resolution has been carried or lost, or an entry to that effect in the minute book of RESULTS, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.

34. SPECIAL RESOLUTION

- 34.1 A resolution of RESULTS is a special resolution if it is passed by a majority which comprises not less than three-quarters of such Members as, being entitled under this constitution so to do, vote in person or by proxy at a general meeting of which not less than 21 days' written notice specifying the intention to propose the resolution as a special resolution was given in accordance with this constitution.
- 34.2 A special resolution may only be passed in accordance with section 39 of the Act.

35. POSTAL BALLOTS

- 35.1 RESULTS may hold a postal ballot to determine any issue or proposal.

35.2 A postal ballot is to be conducted in accordance with Schedule 3 of the Regulation.

36. GENERAL MEETINGS – VOTING

- 36.1 Upon any question arising at a general meeting, a Member has one vote only.
- 36.2 All votes shall be given personally or by proxy but no Member may hold more than 5 proxies.
- 36.3 In the case of an equality of votes on a question at a general meeting, the chair is entitled to exercise a second or casting vote.
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37. GENERAL MEETINGS – PROXIES

- 37.1 A Member or their proxy is not entitled to vote at any general meeting unless all money due and payable by the Member or their proxy (also being a Member) to RESULTS has been paid.
- 37.2 Each Member shall be entitled to appoint another Member as proxy by notice (written, oral or electronic) given to the Secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.
- 37.3 The notice appointing the proxy shall be in the form set out by the Board for that purpose.
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38. INSURANCE

- 38.1 RESULTS may effect and maintain such insurance as deemed necessary.
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39. FUNDS – SOURCE

- 39.1 The funds of RESULTS are to be derived from membership fees and annual subscriptions of Members, donations and, subject to any resolution passed by RESULTS in general meeting, such other sources as the Board determines.
- 39.2 All money received by RESULTS must be deposited as soon as practicable and without deduction to the credit of RESULTS's bank or other authorised deposit-taking institution account.
- 39.3 RESULTS must, as soon as practicable after receiving any money, issue an appropriate receipt.
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40. FUNDS – MANAGEMENT

- 40.1 Subject to any resolution passed in general meeting, the funds of RESULTS are solely to be used in pursuance of the objects of RESULTS in such manner as the Board determines and in accordance with approved policies and procedures.

41. CHANGE OF NAME, OBJECTS AND CONSTITUTION

- 41.1 An application to the Director-General for registration of a change in RESULTS's name, objects or constitution in accordance with section 10 of the Act is to be caused by the Board.

42. RECORD KEEPING

- 42.1 Except as otherwise provided by this Constitution, the Public Officer must safely, adequately and accessibly store all records, books and other documents relating to RESULTS at the registered premises of RESULTS.
- 42.2 The following documents must be open to inspection, free of charge, by a Member at any reasonable hour:
- (a) records, books and other financial documents of RESULTS;
 - (b) the register of Members;
 - (c) this constitution;
 - (d) minutes of all Board meetings and general meetings of RESULTS.
- 42.3 A Member may obtain a copy of any of the documents referred to in **clause 42.2** on payment of a fee of not more than \$1 for each page copied.
- 42.4 If a Member requests that any information contained on the register about the Member (other than the Member's name) not be available for inspection, that information must not be made available for inspection.
- 42.5 A Member must not use information about a person obtained from the register to contact or send material to the person, other than for:
- (a) the purposes of sending the person a newsletter, a notice in respect of a meeting or other event relating to RESULTS or other material relating to RESULTS, or
 - (b) any other purpose necessary to comply with a requirement of the Act or the Regulation.

43. SERVING OF NOTICES

- 43.1 For the purpose of this constitution, a notice may be served on or given to a person:
- (a) by delivering it to the person personally; or
 - (b) by sending it by pre-paid post to the address of the person; or
 - (c) by sending it electronically to an address specified by the person for giving or serving such notices.
- 43.2 For the purpose of this constitution, a notice is taken, unless the contrary is proved, to have been given or served:

- (a) in the case of a notice given or served personally, on the date on which it is received by the addressee;
- (b) in the case of a notice sent by pre-paid post, on the date when it would have been delivered in the ordinary course of post; and
- (c) in the case of a notice sent electronically, on the date it was sent or, if the machine from which the transmission was sent produces a report indicating that the notice was sent on a later date, on that date.

44. FINANCIAL YEAR

44.1 The financial year of RESULTS is:

- (a) the period of time commencing on the date of incorporation of RESULTS and ending on the following 31 December; and
- (b) each period of 12 months after the expiration of the previous financial year of RESULTS, commencing on 1 January and ending on the following 31 December.

45. WINDING UP

45.1 If any surplus remains following the winding up of RESULTS, the surplus will not be paid to or distributed amongst Members, but will be given or transferred to one or more corporation(s) or institution(s) which has:

- (a) charitable objects which are similar to the objects of RESULTS as set out in **clause 1**;
- (b) a governing document which requires its income and property to be applied in promoting its objects;
- (c) is registered as a health promotion charity (**HPC**) and endorsed by the Australian Taxation Office to be income tax exempt and to have deductible gift recipient (**DGR**) status; and
- (d) a governing document which prohibits it from paying or distributing its income and property amongst its members to an extent at least as great as imposed on RESULTS by **clause 3**.

45.2 The identity of the corporation(s) or institution(s) is to be determined by a Special Resolution of the Members in writing at or before the time of dissolution and failing such determination being made, by application to the Supreme Court for determination.

45.3 In the event that RESULTS ever has its endorsement as a DGR revoked, RESULTS must transfer all remaining money received in respect of such gifts and contributions to an institution which meets the requirements set out at **clause 45.1(a) to 45.1(d)**. The identity of the other institution or corporation is to be determined by a Special Resolution of the Members in writing.