Corporations ~~Law of Victoria~~Act

Constitution

of

~~G.V. Centre Disability Services~~

Connect GV

(ACN ~~———~~ 086 054 195)

A Company Limited by Guarantee

1 Preliminary

Definitions

1.1 The following words have these meanings in ~~these Articles~~this Constitution unless the contrary intention appears.

~~Article~~ ~~means an Article of this Constitution.~~

Act means the Corporations Act 2001 (Cth) and any regulations and instruments made under the Act together with any statutory modification, amendment or re-enactment in force and any reference to any section, part or division is to that section, part or division as so modified, amended or re-enacted.

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

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

Board means all or some of the Board Members acting as a board.

Board Member means a director of the Company.

Company means Connect GV ACN 086 054 195 (formerly known as G.V. Centre Disability Services~~.~~).

Constitution means this Constitution as altered from time to time. A reference to a particular ~~Article~~clause is a reference to that provision as altered from time to time.

~~Corporations Law~~ ~~means the~~ **~~Corporations Law~~** ~~of Victoria.~~

~~Department~~ ~~means the Secretary of the Department of Human Services of Victoria and the Commonwealth Department of Health and Family Services.~~

Financial Year means ~~the year~~each 12 month period ending June 30th.

General Meeting means a general meeting of members convened in accordance with ~~article~~clause 3.

~~Member~~ ~~means a member of the Company.~~

~~Day Activity Centre~~Honorary Member means an individual appointed by the Board as a Member in accordance with this Constitution in recognition of their distinguished service to the Company.

Individual Support Facility means a non-residential activity centre operated by the Company~~.~~ ~~]~~.

Member means a member of the Company.

Proxy means a proxy for a Member appointed under ~~article~~clause 26.3 and includes an attorney appointed by a Member and a representative appointed by a corporate Member under section ~~249(3)~~250D of the ~~Corporations Law~~Act.

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

Seal means any common seal of the Company required or authorised by the ~~Corporations Law~~Act.

Secretary means the person holds office under this Constitution as secretary of the Company, and includes any person who performs all or any of the duties of a Secretary of the Company on a temporary or acting basis.

Tax Acts means the *Income Tax Assessment Act 1936* (Cth) and *Income Tax Assessment Act 1997* (Cth).

Interpretation

~~1.18~~1.2 In this Constitution unless the contrary intention appears:

(a) the word "person" includes a firm, a body corporate, a partnership, a joint venture, an unincorporated body or association or an authority;

(b) the singular includes the plural and vice versa;

(c) where a word or phrase is given a particular meaning, other parts of speech and grammatical forms of that word or phrase have corresponding meanings;

(d) a reference to writing includes typewriting, printing, facsimile transmission, electronic mail and other modes of representing or reproducing words in a visible form;

(e) a reference to ~~an article~~ a clause is a reference to one of the ~~Articles~~clauses;

(f) a reference to a section is a reference to a section of the ~~Corporations Law; and~~Act;

~~a reference to any statute, regulation, organ of government means the statute, regulation or organ as amended or varied from time to time, or any statue, regulation or organ enacted or established in its place, and includes regulations and other instruments under it.~~

(g) a reference to a document or instrument, including this Constitution, includes all of its clauses, paragraphs, recitals, parts, schedules and annexures and includes the document or instrument as amended, supplemented or replaced from time to time; anda reference to an act includes every amendment, re-enactment or replacement of that act and any subordinate legislation made under that act, such as regulations, together with any statutory rectification , amendment or re-enactment in force, and a reference to any section, part or division is to that section, part or division as so defined, amended or re-enacted.

~~(g)~~

Headings

~~1.19~~1.3 Headings are inserted for convenience and are not to affect the interpretation of this Constitution.

Continuous nature of powers

~~1.20~~1.4 Powers conferred on the Company, the Board, a Board Member, the Secretary or a Member may be exercised at any time and from time to time. It is not necessary to do everything at once or continuously. A reference to any officer of the Company includes a person appointed or authorised to act in that capacity on a temporary or interim basis.

Replaceable Rules not to apply

~~1.21~~1.5 The provisions of the ~~Corporations Law~~Act that apply as replaceable rules for public companies are displaced by this Constitution and do not apply to the Company.

Inconsistency

1.6 Subject to clauses 1.5 and 1.7, this Constitution is subject to the Act and where there is any inconsistency between a clause of this Constitution and the Act, the Act prevails to the extent of the inconsistency.

1.7 While the Company is a registered charity (as defined under and or for the purposes of the Tax Acts or the ACNC Act), if a clause of this constitution is inconsistent with the ACNC Act or would prevent the Company from complying with a provision of the ACNC Act, this Constitution will not apply to the extent of that inconsistency or to the extent it would prevent compliance with the ACNC Act.

Nature of the Company

1.8 The Company is a public company limited by guarantee.

1.9 The income and property of the Company must be used and applied solely in promotion of its objects and no portion will be distributed, paid or transferred directly or indirectly by way of dividend, bonus or by way of profit to Members.

Objects and powers

1.10

~~1.22~~ The principal ~~objects~~object of the Company ~~are:~~

is to ~~establish, manage and maintain~~undertake public charitable activities in Australia to advance social or public welfare and education in the field of disability in particular but without limitation, by:

(a)

~~(a)~~ ~~establishing, managing and maintaining~~ a range of facilities for people with disabilities including:

(i) an ~~educational centre and educational facilities~~Individual Support Facility;

~~(ii) occupational training facilities for the training of over school age disabled persons;~~

(ii) a range of business services to provide supported employment opportunities for people with a disability; and

(iii) residential accommodation for the care and training of people with disabilities~~;~~.

~~(iv) generally, facilities for people with disabilities and other persons which will benefit the integration into the general community~~ establishing, managing and ~~/ or normalisation of disabled people~~

(b) ~~to establish, manage~~maintaining facilities and ~~maintain community centres and a welfare organisation~~services for people with ~~-~~disabilities and their relatives:

(i) to provide activity in leisure hours;

(ii) to provide avenues for ~~useful citizenship activities~~integration into the community;

(iii) providing information and advice to ~~provide study classes for~~ parents and ~~relatives~~carers;

~~(iv) to give assistance on home problems;~~

(c) ~~to assist~~assisting parents of disabled people, who are in necessitous circumstances, with problems relating to accommodation, transport, psychiatric or medical treatment or other problems of any kind affecting the care of those disabled people;

(d) ~~to arouse~~arousing the general public to a greater understanding of the needs of people with disabilities and of their disabilities;

(e) ~~to represent~~ representing the interests of disabled people and to assist disabled people to represent themselves;

(f) ~~to advocate~~advocating for, and ~~cooperate~~cooperating with, the Government to increase facilities for people with disabilities and to improve existing facilities for people with disabilities; and

~~(g) to do everything including engaging in commercial~~ undertaking any other activities ~~incidental~~that are ancillary or ~~conducive to the attainment of any, or all, of the above purposes;~~incidential to, and

~~(h)~~(g) ~~to pursue any other similar~~ not inconsistent with, these objects~~, being objects specified in section 150 of the Corporations Law (charitable companies), which the Company considers appropriate~~.

~~1.23 The Company has all the powers of a natural person, including all powers of investment and dealing with assets of all kinds.~~

1.11 Subject to any restrictions set out in this Constitution, and provided that its capacities and powers are exercised directly or indirectly in the furtherance of its objects, the Company will have the legal capacity and powers set out in the Act.

2 Membership of the Company

Number of Members

2.1 All members of the Goulburn Valley Centre for Intellectually Handicapped Inc at the time of registration of the Company are Members.

~~2.1~~2.2 There must always be at least 1 member. There is no limit on the number of Members.

Application for Membership

~~2.2~~2.3 The following people may apply for membership of the Company:

(a) parents, guardians and friends of any person attending or using the facilities of the Company or on the waiting list; or

(b) any interested citizen who applies for, and is granted membership of the Company.

~~2.3~~2.4 Membership of the Company is conditional on payment of an annual subscription fee ~~of not less than one dollar.~~determined by the Board from time to time. The Board may increase the annual subscription fee from time to time applicable from July.

2.5 Application for membership must be made in writing substantially in the form set out in Annexure 1. On receipt of a duly completed application form and the subscription fee, the Board may admit the applicant as a Member. The Board may refuse any application ~~(but would not usually do so).~~in its discretion.

Membership classes

~~2.4~~

2.6 The Board may from time to time:

(a) establish new classes of Members;

(b) prescribe the qualifications and obligations of persons to become a Member of a class and the rights (including voting rights), privileges and entitlements that apply in respect of a class;

(c) vary or cancel the rights attaching to any class of Members only if the variation or cancellation is permitted by the Corporations Act provided that any such variation or cancellation will not affect the rights of the existing Members of the class unless the Members of the relevant class agree otherwise by special resolution.

2.7 The Board must give written notice of the variation or cancellation to the Members of the relevant class within seven days of the variation or cancellation.

Honorary Membership

2.8 The Board will nominate and appoint no more than two Honorary Members of the Company each calendar year.

2.9 Such persons who accept the Board's nomination shall not be required to pay the annual subscription fee set out in clause 2.4.

2.10 Honorary Members shall be entitled to vote at General Meetings and shall have such other rights and entitlements as the Board may determine from time to time.

Limited Liability

~~2.5~~2.11 The liability of the Members of the Company is limited~~.~~ to the amount of the guarantee in clause 2.12.

~~2.6~~2.12 Every Member undertakes to contribute ~~any~~an amount ~~required (~~not exceeding $2.00~~)~~ to the assets of the Company if it is wound up while the member is a Member, or within one year after the member ceases to be a member, for payment of the debts and liabilities of the Company contracted before the Member ceases to be a Member and of the costs, charges and expenses of winding up and for adjustment of the rights of the contributories among themselves.

Board Member Automatically a Member

~~2.7~~2.13 Persons appointed to the Board automatically become Members.

Terms and Conditions of Membership

~~2.8~~2.14 The terms and conditions of membership include the Constitution of the Company.

Resignation of Member

~~2.9~~2.15 A Member who has paid all outstanding money to the Company may, by notice in writing to the Secretary, resign membership with effect from a date notified to the company (or failing any date being specified) with effect from one month after the service of the notice.

Resignation / Removal of Board Member

~~2.10~~2.16A Board Member who resigns or is removed from their position as Board Member prior to the end of their term of office automatically resigns as a Member (but may be re-admitted by the Board ~~under Article 2.4). (Because a Board Member is a director of a public company, special provisions~~in accordance with clause 2.4). Section 203D of the ~~Corporations Law apply~~Act applies to ~~their~~the removal of a Board Member from office). A Board Member who retires at the end of their term remains a Member.

Board May Terminate or suspend Membership

~~2.11~~2.17If any Member:

(a) refuses or neglects to comply with the provisions of the Constitution of the Company; or

(b) is guilty of any conduct which in the opinion of the Board is unbecoming of a Member or prejudicial to the interests of the Company;

the Board may (subject to ~~articles 2.12 – 2.14),~~clauses 2.18 to 2.20), by resolution, at a meeting of the Board:

(i) expel the Member from the Company; or

(ii) suspend a Member from membership of the Company for a specified period.

Referral to general meeting

~~2.13~~2.18The Member may elect to refer the issue of his or her expulsion to a general meeting of the Company. The Board must convene a general meeting at which the matter is considered. A decision of the general meeting on the proposed resolution determines the matter and is binding on the Board, Member and the Company.

Notice of expulsion or suspension of member proposed

~~2.14~~2.19If it is proposed to expel or suspend a Member, the Member must be given notice of the meeting and the proposed resolution for his or her expulsion at least two weeks before the meeting is to be held.

Explanation or defence

~~2.15~~2.20Before the proposed resolution may become effective, the Member must have an opportunity to give an explanation or defence orally or in writing. Further provisions on this topic can be found at Annexure 2.

Other Loss of Membership

~~2.16~~2.21A Member ceases to be a Member on:

(a) death;

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

(c) becoming of unsound mind or a person whose person or estate is liable to be dealt with in any way under a law relating to mental health;

(d) if a corporation, being dissolved or otherwise ceasing to exist having a liquidator or provisional liquidator appointed to it, or being unable to pay its debts.

3 General meetings of Members

Board's power to convene general meeting

3.1 The Board may convene a general meeting whenever they think fit and must convene and arrange to hold a meeting when requisitioned by members in accordance with the ~~Corporations Law~~Act.

Notice of general meeting

3.2 At least 21 ~~days~~days' notice must be given of a meeting of the Members specifying the place, day and the hour of the meeting, must be given to those persons entitled to receive notices from the Company.

~~**Contents of notice**~~

3.3 A notice convening a meeting of the Company must be published ~~as an advertisement in a daily newspaper circulating generally in~~on the ~~Shepparton district and~~Company's website or social media page.

Contents of notice

~~3.3~~3.4 A notice convening a meeting must specify the place, day and hour of the meeting. The notice must include a reasonably prominent statement that~~:~~ a Member entitled to attend and vote is entitled to appoint a proxy.

~~(a) a Member entitled to attend and vote is entitled to appoint a proxy; and~~

~~(b)~~(a) ~~a Member who is entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes which each proxy is appointed to exercise.~~

A form of proxy is set out in Annexure 3.

If a special resolution is to be proposed, the notice of meeting must set out an intention to propose the special resolution and state the terms of the resolution. Once the terms of a resolution are notified the terms may not be amended (except if fresh notice, satisfying ~~article~~clause 3 is given).

~~3.4~~3.5 The notice must also include notification of all business to be considered at the meeting.

~~3.5~~3.6 The non-receipt of notice of a general meeting by, or the accidental omission to give notice of a general meeting to, a person entitled to receive notice does not invalidate any reason passed at the general meeting.

Director entitled to notice of meeting

~~3.6~~3.7 A Director is entitled to receive notice of and to attend all general meetings and is entitled to speak at those meetings.

Auditor entitled to notice of meeting

~~3.7~~3.8 The Company must give its auditor:

(a) notice of a general meeting in the same way that a Member is entitled to receive notice; and

(b) any other communications relating to the general meeting that a Member is entitled to receive.

Cancellation or postponement of general meeting

~~3.8~~3.9 Where a general meeting (including an annual general meeting) is convened by the Board, the Board may, whenever they think fit, cancel the meeting or postpone the holding of the meeting to a date and time determined by them. Further provisions on this topic are set out in Annexure 3.

4 Proceedings at general meetings including annual general meetings

Time of annual general meeting

4.1 The Company must convene an annual general meeting of its Members in each calendar year.

4.2 Unless the ~~Corporations Law~~Act permits otherwise, the annual general meeting must be held within ~~three~~five months of the end of the financial year.

Business of annual general meeting

4.3 The business of an annual general meeting includes:

(a) confirming the minutes of the last preceding annual general meeting and of any general meeting held since that meeting;

(b) receiving from the Board reports upon the transactions of the Company during the last preceding financial year;

(c) election of officers of the Company and the ordinary members of the Board;

(d) receiving and considering the audited financial statements and ~~director's~~directors' report in accordance with the ~~Corporations Law~~Act;

(e) election of Auditor(s) for the ensuing year.

Quorum

4.4 Subject to ~~article~~clause 4.7, ~~ten~~ nine (9) Members present in person or by proxy are a quorum at a general meeting.

Quorum continues once present

4.5 An item of business may not be transacted at a general meeting unless a quorum is present when the meeting proceeds to consider it, but if a quorum is present at the beginning of a meeting it is to be deemed present throughout the meeting unless the person chairing the meeting on their own motion or at the instance of a Member, proxy, of a Member who is present otherwise declares.

If quorum not present

4.6 If within 30 minutes after the time appointed for a meeting a quorum is not present, the meeting:

(a) if convened by, or on requisition of Members under the ~~Corporations Law~~Act, is dissolved; and

(b) in any other case is adjourned to the same day in the next week and the same time and place, or to such other day, time and place as the Board appoint by notice to the Members and others entitled to notice of the meeting.

Special quorum for adjourned meeting

4.7 At any such adjourned meeting under ~~Article~~Clause 4.6(b) seven persons each being a Member or Proxy present at the meeting are a quorum and, if a quorum is not present within 30 minutes after the time appointed for the adjourned meeting, the meeting is dissolved.

Chairman

4.8 The ~~President~~Chair, or in their absence, the Vice ~~President~~Chair, is to chair general meetings.

4.9 If the ~~President~~Chair and Vice ~~President~~ Chair are not present and able and willing to act within 15 minutes after the time appointed for a meeting or has signified an intention not to be present and able and willing to act, the Members present may elect one of their number to chair the meeting.

4.10 The person chairing a general meeting:

(a) has charge of the general conduct of the meeting and of the procedures to be adopted at the meeting;

(b) may require the adoption of any procedure which is in their opinion necessary or desirable for proper orderly debate or discussion and the proper and orderly casting or recording of votes at the general meeting; and

(c) may, having regard where necessary to provisions of the ~~Corporations Law~~Act governing meetings ~~(eg~~including Sections 250S and 250T~~),~~, terminate discussion or debate on any matter whenever they consider it necessary or desirable for the proper conduct of the meeting,

and their decision under this ~~article~~clause is final.

Adjournment of general meetings

~~4.12~~4.11 The person chairing a general meeting at which a quorum is present may, with the consent of the meeting, adjourn the meeting from time to time and place to place, but no business shall be transacted other than the business left unfinished at the meeting at which the adjournment took place.

~~4.13~~4.12 Where a meeting is adjourned for 21 days or more, notice of the adjourned meeting must be given as in the case of an ordinary meeting.

~~4.14~~4.13 Except as provided by ~~Article~~Clause 4.12, it is not necessary to give any notice of an adjournment or of the business to be transacted at any adjourned meeting.

~~4.15~~4.14 A demand for a poll does not prevent the continuance of the meeting for the transaction of any business other than the question on which the poll has been demanded.

~~4.16~~4.15 A resolution passed at a meeting resumed after an adjournment is passed on the day it was passed.

Votes, polls and proxies

~~4.17~~4.16 Annexure 4 contains detailed provisions which apply if it is necessary to put any matter to a formal vote.

Use of technology

4.17 The Company may hold a general meeting at two or more venues using any technology that gives the Members as a whole a reasonable opportunity to participate, including to hear and be heard.

4.18 Anyone using this technology is taken to be present in person at the meeting.

Circular resolutions of members

4.19 Subject to clause 4.21, the directors may put a resolution to the Members to pass a resolution without a general meeting being held (a circular resolution).

4.20 The directors must notify the auditor (if any) as soon as possible that a circular resolution has or will be put to Members, and set out the wording of the resolution.

4.21 Circular resolutions cannot be used:

(a) for a resolution to remove an auditor, appoint a director or remove a director

(b) for passing a special resolution, or

(c) where the Corporations Act or this Constitution requires a meeting to be held.

4.22 A circular resolution is passed if all the Members entitled to vote on the resolution sign or agree to the circular resolution, in the manner set out in clause 4.23 or clause 4.24.

4.23 Members may sign:

(a) a single document setting out the circular resolution and containing a statement that they agree to the resolution, or

(b) separate copies of that document, as long as the wording is the same in each copy.

4.24 The Company may send a circular resolution by email to Members and Members may agree by sending a reply email to that effect, including the text of the resolution in their reply.

5 Register of Members

5.1 The Company must keep a register of Members with their addresses in accordance with the ~~Corporations Law.~~Act. Any Member who at any time changes his or her address must give notice the change in writing to the Secretary.

5.2 No person is entitled to exercise the rights or privileges of a Member unless his or her name appears on the register of Members as a Member.

6 Board of Management

Composition of Board

6.1 The Board consists of ~~7~~nine (9) members:

(a) a ~~President~~Chair;

(b) Vice ~~President~~Chair;

(c) Treasurer; and

(d) ~~four~~six (6) Board Members

each of whom hold office for three years (unless their term is shorter because of the rotation of directors under ~~article~~clause 6.4 or their appointment to fill a casual vacancy).

~~6.3~~6.2 The Members may, by ordinary resolution alter the maximum number of Board Members, but may not reduce the term of a serving Board Member. (As a public company, the company must have a minimum of 3 directors).

~~6.4 At least one Board Member must be a parent, guardian or carer of a person attending or using the facilities of the Company.~~

Rotation of Board Members

~~6.5~~6.3 At the annual general meeting in each year, the following members of the Board retire from office:

(a) those who have held office for a period of three years ~~of~~or more without being re-elected; and

(b) those appointed to fill a casual vacancy in accordance with ~~article~~clause 6.6.

~~6.6~~6.4 A retiring Board Member may act until the conclusion of the meeting at which the Board Member retires and is eligible for re-election or re-appointment.

Power to co-opt/fill casual vacancies

~~6.7~~6.5 The Board may appoint a person as a Board Member to fill a casual vacancy, but so that the total number of Board Members does not exceed the maximum fixed by or under ~~article~~clause 6.1.

~~6.8~~6.6 If and so long as the number of Board Members is reduced below the minimum fixed by ~~article~~clause 6.2, the continuing Board Members may act only for the purpose of filling vacancies to the extent necessary to bring their number up to that minimum or convening a general meeting.

~~First~~ Board Members of Company

6.7 Subject to section 201E of the Act, the Company~~The~~ may elect a person as a Board ~~Members of the predecessor incorporated association~~Member by resolution passed in ~~office at the time of registration~~general meeting.

6.8 A person is eligible for election as a Board Member of the Company ~~continue to hold office for the balance~~if they

(a) are a member of the Company, or a representative of a member of the ~~term for which they were~~Company appointed in accordance with this Constitution;

(b) are nominated by two Members or representatives of Members entitled to vote (unless the person was previously elected as a Board Member at a general meeting and has been a Board Member since that meeting);

(c) give the Company their signed consent to act as a Board Member of the Company; and

~~6.9~~(d) are not ineligible to be a Board Member under the ~~previous Rules.~~ Act or the ACNC Act.

Length of Service

~~6.10~~6.9 The Board of Directors recognises the value of Board renewal and to facilitate this, has set the maximum length of service for a Director at ten (10) years, Provided:

(a) With the approval of the Directors a director who has served for her or his maximum term may serve for a further period where the Board believes that the benefit of retaining that Directors expertise warrants such an extension of service.

(b) Any extension shall be for one (1) year at a time but there shall be no limit to the number of extensions of service that the Board can approve.

(c) After a break of at least two (2) years, a retired director is then eligible to be re-elected or re-appointed to the board

Directors' duties

6.10 The Board Members must comply with their duties as directors 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 the Company;

(b) to act in good faith in the best interests of the Company and to further the charitable purpose(s) of the Company set out in this Constitution;

(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 Constitution;

(f) to ensure that the financial affairs of the Company are managed responsibly, and

(g) not to allow the Company to operate while it is insolvent.

7 Vacation of office and conflict of interest

Removal from office

7.1 The Company may by ordinary resolution at a general meeting remove any Board Member from office. In accordance with the special procedure contained in the ~~Corporations Law~~Act, notice of any such resolution must be given to the person to be removed prior to the holding of the general meeting. The Company (and if it does not, the Board) may appoint any eligible person to hold office as a substitute for the person removed until the following annual general meeting.

7.2 A Board Member, the subject of a resolution, is entitled to make representations in writing to the Secretary or ~~President~~Chair of the Board(not exceeding a reasonable length) and may request that their representations be sent to each member of the Company. If this is not done, the Board Member may require that they be read out at the meeting.

Vacation of office

7.3 The office of an officer of the Company or a Board Member is automatically vacated if the Board Member or officer of the Company:

(a) ceases to be a Board Member by virtue of, or becomes prohibited from being a director because of an order made under, the ~~Corporations Law~~Act or the ACNC Act;

(b) ceases to be a Member;

~~(b)~~(c) becomes bankrupt or insolvent or makes an arrangement or composition with creditors of the Board Member or officer's joint or separate estate generally;

~~(c)~~(d) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under a law relating to mental health;

~~(d)~~(e) resigns office by notice in writing to the Company or refuses to act;

~~(e)~~(f) is not present personally or by a proxy appointed under ~~article~~clause 9.5 at the meetings of the Board for a continuous period of three months without leave of absence from the Board; or

~~(f)~~(g) is removed from office by a resolution under section ~~227~~203D of the ~~Corporations Law~~Act.

Conflicts of interest - Board Member's interests

7.4 A Board Member who has a material personal interest in a matter that is being considered at a meeting of the Board may not:

(a) vote on the matter (or in relation to a proposed resolution specified in section ~~232A(3)~~195 of the ~~Corporations Law~~Act in relation to the matter, whether in relation to that or a different Board Member); or

(b) be present while the matter (or a proposed resolution of that kind) is being considered at the meeting.

except in circumstances permitted under the ~~Corporations Law (for example, as specified in section 232A(2), 232A(3), 232A(6) or 232B).~~Act. Except as provided by this ~~Article~~clause, a Director is not disqualified from voting as contemplated by paragraph (a) or from being present as contemplated by paragraph (b).

Permitted activities

~~7.6~~7.5 A Board Member may, notwithstanding the Board Member 's office as a director and the fiduciary relationship established by it but subject to ~~articles~~clauses 19 and 20 (non-profit and remuneration and expenses) :

(a) hold an office or place of profit (except that of Auditor) under the Company or under any body corporate in which the Company is a member or otherwise interested;

(b) enter into a contract with the Company or any related body corporate whether as vendor, purchaser or otherwise and participate in any association, institution, fund, trust or scheme for past or present employees of the Company or any related body corporate or any of its predecessors or their dependants or persons connected with them; and

(c) retain for the Board Member 's own benefit any profit arising from any such office, place of profit or contract and any pension, allowance or other benefit received because of that participation.

Contracts not void

~~7.7~~7.6 A contract entered into by or on behalf of the Company is not void or voidable by reason only that a Board Member is in any way directly or indirectly interested in it.

Signing of Contracts

~~7.8~~7.7 A Board Member may attest the affixing of the Seal to a contract or any other document.

Definition of Contract

~~7.9~~7.8 "**Contract**" includes an arrangement and a proposed contract or arrangement.

8 Powers of the Board

Management of Company

8.1 The management of the affairs of the Company is vested in the Board and they may exercise all the Company's powers and do every thing which the Company is authorised or required to exercise and do, except for matters which must be done by the Company in general meeting. This general power is subject nevertheless to the provisions of the ~~Corporations Law~~Act and of this Constitution.

Finance

8.2 The Board may borrow or raise money for the Company and secure the repayment, satisfaction or performance thereof or of any debts, liabilities, contracts or obligations incurred or undertaken by the Company.

Rules

8.3 Subject to this Constitution, the Board may make rules for the conduct of the operations and affairs of the Company. The Board may at any time rescind or vary those rules. The rules bind all Members in relation to their memberships of the Company. Without limiting the powers conferred by this ~~article~~clause, the matters upon which the Board may make rules include:

(a) the Board's own procedure;

(b) the engagement of its employees;

(c) the exercise by the Company of any of its powers;

(d) the procedure to be followed at meetings of the Board, or a sub-committee appointed by the Board and the appointment, duties and removal of the members of any sub-Committee;

(e) the regulation, control and management of any property or asset vested in or under the control of the Company, or its employees, officers or representatives; and

(f) generally, the control, support, management and government of the Company.

The Members by ordinary resolution in general meetings may rescind or vary any rule made by the Board under this ~~article~~clause.

Admission to the Company's Day ~~Activity Centres~~Service

~~8.5~~8.4 The Board or its delegate has the power to admit any disabled person who applies to the Company's Day ~~Activity Centres~~Service and other services, where applicable.

~~8.6~~8.5 The Board will be guided in its decision to admit a person to the Company's facilities by a proper person appointed to assess the suitability of the applicant and the ability of the Company to accommodate that applicant.

~~8.7~~8.6 The Board has the power to fix and vary fees applicable to the Company's facilities from time to time and make rules for ensuring the collection of these fees. The Company may waive the payment of these fees if necessary in special circumstances, particularly those of genuine hardship.

9 Proceedings of Board

Meetings

9.1 The Board shall meet at least ~~once a month~~every two months (except the month of January) at such place and times as the Board sees fit. In any month in which the ~~President~~Chair and Secretary agree there is insufficient business to warrant a meeting, the meeting may be postponed. However, without the agreement of a majority of Board Members, no more than 2 months may elapse between meetings.

Quorum

9.2 The quorum necessary for the transaction of the business of the Board ~~is half~~is four (4) Board Members ~~(rounded up if there is a fraction)~~.

9.3 No formal business may be transacted unless a quorum is present. If, within half an hour of the time appointed for the meeting, a quorum is not present, the meeting is adjourned to the same time and place the following week (unless the meeting was a special meeting, in which case it lapses).

Convening meetings

9.4 The ~~President~~Chair may, and the Secretary on the request of two Board Members must, convene a meeting of the Board. Such a request overrides any decision to postpone a meeting under clause 9.1.

Appointment of proxy

9.5 A Board Member may attend and vote by proxy at a Board Meeting if the proxy:

(a) is a Board Member; and

(b) has been appointed by writing from the appointor.

Such an appointment may be general or for any particular meeting or meetings.

Chairing of Board Meetings

~~9.7~~9.6 The ~~President~~Chair, or in their absence, the Vice ~~President~~ Chair shall preside at meetings of the Board. If the ~~President~~Chair and Vice ~~President~~ Chair are not present and able and willing to act within 15 minutes after the time appointed for a meeting or has signified an intention not to be present and able and willing to act, the remaining members of the Board may select a member to preside.

How questions decided

~~9.8~~9.7 Questions arising at a meeting of the Board or of any sub-committee appointed by the Board are to be decided by a majority of votes.

~~9.9~~9.8 The voting procedures are outlined in further detail in Annexure 4.

Written Resolution instead of physical meeting

~~9.10~~9.9 Subject to the ~~Corporations Law~~Act, a resolution in writing signed by a majority of Board Members, being at least a quorum, is as valid and effectual as if it had been passed at a meeting of the Board duly called and constituted at the time the resolution was last signed.

~~9.11~~9.10A written resolution may consist of several documents in like form each signed by one or more of the Board Members.

Telephone meeting/Use of Technology

~~9.12~~9.11The contemporaneous linking together by telephone, video or other means of instantaneous communication ("**telephone**") of a number of the Board Members, being at least a quorum, constitutes a meeting of the Board and all the provisions of this Constitution as to meetings of the Board apply to such a meeting if the following conditions are met:

(a) all Board Members entitled to notice of a meeting of the Board received notice of the meeting and for this purpose notice of the meeting may be given by telephone;

(b) all the Board Members wanting to take part in the meeting are linked by telephone for the purposes of the meeting; and

(c) at the commencement of the meeting each Board Member taking part acknowledges the respective Board Member's presence for the purposes of the meeting to all other Board Members taking part and acknowledges that the Board Member is able to hear each of the other Board Members taking part.

Presence throughout telephone meeting

~~9.13~~9.12A Board Member may not leave a telephone meeting by disconnecting the telephone without the consent of the person chairing the meeting. A Board Member is deemed to be present and form part of the quorum throughout the meeting unless the Board Member has obtained the consent of the person chairing the meeting to leave it.

Effect of minute

~~9.14~~9.13A minute of the proceedings at a telephone meeting is sufficient evidence of the proceedings and the observance of all necessary formalities if it is certified as a correct minute by the person chairing the meeting.

Validity of acts of Board Members

~~9.15~~9.14All acts of the Board or a person acting as a Board Member are valid notwithstanding that it is afterwards discovered that there was some defect in the appointment, election or eligibility of them or any of them or that they or any of them were ineligible or had vacated office.

10 Sub-Committees

10.1 The Board may delegate any of their powers to a Management Sub-Committee or other sub-committees, in each case, consisting of such Board Members as they think fit and may revoke the delegation.

10.2 The Board may also create advisory and specialist committees (whether or not they include non-Board Members) to advise the Board on such topics as the Board determines are appropriate. Unless granted by the Board, non-Board members of such sub-committees shall have no voting rights.

10.3 A sub-committee must conform to any rules imposed by the Board .

10.4 The quorum for meetings of a sub-committee is two of its members. The ~~President~~Chair and Secretary are automatically by virtue of their office, members of a sub-committee.

10.5 Subject to any rules of the Board, the meetings and proceedings of a sub-committee are governed by the provisions of this Constitution as to the meetings and proceedings of the committee members so far as they are applicable.

11 Auxiliaries

11.1 The Board may promote the formation of auxiliaries, support them, and may authorise the raising of funds by auxiliaries for the purpose of the Company. The Board may withdraw support and authorisation from an auxiliary when good cause is shown.

11.2 An auxiliary must conduct its business and account for its funds raised and expenses incurred in accordance with rules approved by the Company.

11.3 An authorised auxiliary must hand to the Company, such funds raised on its behalf at regular intervals or when requested by the Company.

11.4 An auxiliary is not authorised to bind the Company or act on its behalf.

12 Minutes

12.1 The Secretary must ensure that minutes record all:

(a) appointments of officers made by the Board;

(b) names of Board Members present at each meeting of the Board and of any sub-committee;

(c) resolutions and recommendation of all meetings of the Company and of the Board and sub-committees.

Minutes must be signed by the relevant person chairing the meeting or the next succeeding meeting.

13 Authentication of documents

Company seals

13.1 The Company may have an official seal. The Board must provide for safe custody of the Seal.

Use of common seal

13.2 The Seal may be affixed to a document only by the authority of the Board.

13.3 Every document to which the common seal is affixed must be signed by two Board Members, or a Board Member or another person duly authorised by the Board.

Negotiable instruments

13.4 Cheques, bills of exchange, promissory notes and other negotiable instruments may be signed, accepted, drawn, made or endorsed on behalf of the Company by any two of

(a) the ~~President~~Chair, Treasurer, and

(b) Administrative Assistant and any Chief Executive Officer.

14 Inspection of books

Powers of Board

14.1 Subject to the ~~Corporations Law~~Act and any resolution of the Company in general meeting, the Board may determine the time and place at which, and under what conditions, the books of the Company may be inspected by Members and other persons.

Member's rights of inspection

14.2 A Member is entitled to inspect:

(a) the minutes of proceedings of any general meeting of the Company;

(b) the annual report prepared by the Auditor;

without charge.

Board Member's rights of inspection

~~14.4~~14.3 A Board Member is entitled to inspect:

(a) the documents mentioned in ~~article~~clause 14.2;

(b) the accounts mentioned in ~~article~~clause 17; and

(c) the books of the Company;

without charge, at all reasonable times.

Limitation

~~14.6~~14.4 Aside from ~~article~~clause 14.2 and 14.3, a Member or other person, has no right to inspect any of the books or documents of the Company except as conferred by:

(a) this Constitution,

(b) the ~~Corporations Law~~Act or other statute;

(c) a resolution of the Board; or

(d) a resolution of the Company in general meeting.

Definition

~~14.7~~14.5 In this ~~Article~~Clause 14, "books" has the extended meaning contained in section 9~~(1)~~ of the ~~Corporations Law (This is set out in the annexure, in its 1998 form).~~Act.

15 Service of documents

Service by Company

15.1 This ~~Article~~Clause 15 does not apply to a notice of a meeting of Members.

15.2 A notice or other document may be delivered or served by the Company either:

(a) personally;

(b) by sending it by ordinary post to the address for the Member in the register of members or an alternative address nominated by the Member; or

(c) by sending it to a fax number or electronic address nominated by the Member.

Service by post-deemed delivery

15.3 A document sent by post is to be deemed received or served on the day ~~next~~that is 4 days following that on which it was posted and in proving delivery or service it is sufficient to prove that the envelope or wrapper containing the document was properly addressed and stamped and was posted.

Evidence

15.4 A certificate in writing signed by a Board Member, Secretary or other officer of the Company that a document or its envelope or wrapper was properly addressed and stamped and was posted is conclusive evidence of those facts.

Service by fax or email

15.5 A notice may be served by the Company on a Member or other person receiving notice under this Constitution by sending it by facsimile to that person at the person's registered address~~.~~ or by email to an address nominated by the person. A notice so sent is to be deemed served on the business day ~~following production of a~~it is sent, provided the sender's transmission report ~~by the machine from which the facsimile was sent which indicates that~~shows the ~~facsimile~~whole document was sent ~~in its entirety~~ to the ~~person's facsimile~~fax number or email address.

Fine Print

15.6 Subject to the ~~Corporations Law~~Act:

(a) if a given number of days' notice or notice extending over any other period is required to be given, the day on which the notice is to be deemed served and in case of a notice convening a meeting the day on which the meeting is to be held are to be excluded in calculating the number of days or other period;

(b) if this Constitution requires or permits a notice to be given by the Company, the Board, a Board Member or the Secretary, neither accidental omission to give the notice nor non-receipt of the notice invalidates the meeting, resolution, procedure or matter to which the notice relates;

(c) the signature to a written notice need not be handwritten; and

(d) all summonses, notices, process, judgments and orders in relation to any legal proceedings by the Company or its liquidator against a Member not in Victoria may be served by certified or registered post (the foregoing provisions as to notices applying with necessary changes) and that service is to be deemed personal service.

16 Treasurer

16.1 The Treasurer of the Company is responsible for:

(a) the supervision of the collection of all monies paid to the Company and shall ensure that official receipts are issued promptly in numerical sequence as required; and

(b) such monies being deposited without delay to the credit of the Company in such bank as the Company may from time to time determine, and the Treasurer must ensure that all moneys received are lodged;

(c) the supervision of all monies paid and a proper record of the same.

17 Accounts

Accounts required

17.1 The Board must cause proper accounts to be kept with respect to:-

(a) all sums of money received and expended by the Company and all matters in respect of which the receipt and expenditure takes place;

(b) all sales and purchases by the Company; and

(c) the assets and liabilities of the Company.

Location and inspection of accounts

17.2 The accounts must be kept at the Registered Office or at such other place or places as the Board thinks fit. The accounts must be open to the inspection of the Board and a Board Member at all reasonable times.

Annual general meeting

17.3 At the annual general meeting in every year, the Board must lay before the Company

(a) a general report of the activities of the Company;

(b) a statement of the income and expenditure and the funds and liabilities of the Company made up to a date not more than 5 months before the meeting, and from the time when the last preceding statement and balance sheet were made; and

(c) any other reports and statements required by the ~~Corporations Law~~Act.

Notice to members

17.4 A copy of the reports and statements set out in article 17.3 (including every document required by law to be annexed or attached to them) must be forwarded or otherwise made available to each Member at least 21 days before the date of the annual general meeting.

18 Audit

18.1 Properly qualified auditors must be appointed and their duties regulated in accordance with the provisions of the ~~Corporations Law~~Act.

18.2 At least once every year, the accounts of the Company must be examined by a properly qualified auditor or auditors who must report to the members in accordance with the ~~Corporations Law~~Act.

19 Non-profit company - application of Company property

The income and property of the Company, however derived, must be applied solely for the promotion of the objects of the Company as set out in this Constitution. The income and property of the Company must not be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise to the Members or any of them. (This does not prevent the provision of facilities, services or assistance in accordance with the objects of the Company.)

20 Remuneration and expenses

Certain payments allowed

20.1 Notwithstanding clause 19 the Directors may approve the following payments:

(a) reasonable remuneration to its officers, servants, and any Member of the Company in return for services actually rendered to the Company or for goods supplied in the ordinary and usual course of business;

(b) interest on money borrowed from any Member of the Company. The interest rate paid must not exceed the lowest rate paid for the time being by the Commonwealth Bank of Australia in respect of term deposits;

(c) reasonable rent for premises leased by any member to the Company.

Payments to Board Members in salaried office

20.2 A Board Member may not be paid any remuneration for services as a Board Member, but a Board Member appointed to any other salaried office of the Company may be paid remuneration approved by the Board Members.

Other payments to Board Members

20.3 No other remuneration or other benefit in money or money's worth may be paid or given by the Company to any Board Member, other than as approved by the Board for the:

(a) reimbursement of out-of-pocket expenses;

(b) payment of interest at the rate stated in ~~article~~clause 20.1(b) on money lent to the Company;

(c) payment of reasonable rent for premises leased to the Company;

(d) the provision of facilities, services or assistance in accordance with the objects of the Company.

21 Indemnity and insurance

Indemnity of officers, Auditors and agents

21.1 ~~Every~~The Company must indemnify every officer (as defined in the ~~Corporations Law~~Act) except the Auditor, ~~of the Company is entitled~~, to ~~be indemnified (to~~ the maximum extent permitted by law~~)~~ (including the Corporations Act), out of the property of the Company against any liabilities or expenses incurred by that person in good faith:

(a) in defending any proceedings relating to that person's position with the Company, whether civil or criminal, in which judgment is given in that person's favour or in which that person is acquitted or which are withdrawn before judgment; or

(b) in connection with any administrative proceedings relating to that person's position with the Company, except proceedings which give rise to civil or criminal proceedings against that person in which judgment is not given in that person's favour or in which that person is not acquitted or which arise out of conduct not involving good faith; or

(c) in connection with any application in relation to any proceedings relating to that person's position with the Company, whether civil or criminal, in which relief is granted to that person under the ~~Corporations Law~~Act by the court.

21.2 The Board Members may resolve to indemnify the Auditor and agents of the Company on similar terms to those in clause 21.1.

21.3 To the extent permitted by law (including the Corporations Act), and if the directors consider it appropriate, the Company may pay or agree to pay a premium for a contract insuring a person who is or has been an officer of the Company against any liability incurred by the person as an officer of the Company.

22 Winding up

~~**Resolution**~~

~~22.1 If a resolution to wind up the Company is passed by at least three quarters of the members present in general meeting (in person or by proxy), the Board must inform each of the relevant Departments and must then or at such future date specified by the resolution, proceed to realise the property of the Company.~~

~~**Government right to certain assets**~~

~~22.2 If the Australian Government or the Government of Victoria has paid a capital grant towards the cost of erecting, purchasing or converting any building, or purchasing any land or other assets for the purposes of the Company, the relevant Department (as the case may be), may determine the disposal of such buildings or land (having due regard to the part of the capital cost which may have been defrayed by the Company).~~

Property to other institution(s) **where clause 22.2 does not apply**

~~22.3~~22.1 If, after the winding up of the Company and satisfaction of all its debts and liabilities, any money or other property remains, it must not be paid to or distributed among the Members. Instead, it must be given to one or more institution(s) which satisfy all the following:

(a) objects of the institution(s) are similar to the objects of the Company;

(b) the Constitution of the institution(s) prohibits the distribution of its or their income and property among its or their members to an extent at least as great as is the restriction imposed under the Constitution of the Company.

The institution(s) are to be determined by the Members ~~(subject to the Departments' approval)~~ at or before the time of winding up. If no determination is made by the Members , the determination must be made by the State Department.

Wind-up and distribution of surplus assets or property (in special circumstances)

22.2 If, when the Company is wound up or dissolved (**Wind-up Time**) it is:

(a) endorsed or otherwise eligible under the Tax Acts to be an entity that is exempt from taxation (as an income tax exempt charity or otherwise); and/or

(b) endorsed or otherwise eligible under the Tax Acts to receive tax deductible gifts (as a deductible gift recipient or otherwise); and/or

(c) registered (or otherwise recognised) under the ACNC Act for registration as a registered charity,

then any surplus of assets or property of the Company representing:

(d) gifts or contributions of money or property for the objects of the Company; and

(e) money received by the Company because of such gifts and contributions,

and which is available for distribution after satisfaction of all debts and liabilities must, at the direction of the Members:

(f) be given or transferred to another organisation or institution which has similar objects to those of the Company (**Recipient Organisation**); and

(g) if at the Wind-up Time, the Company is endorsed or otherwise eligible under the Tax Acts to be an entity that is exempt from taxation (as an income tax exempt charity or otherwise) the Recipient Organisation must also be endorsed under the Tax Acts to be an entity that is exempt from taxation (as an income tax exempt charity or otherwise); and

(h) if at the Wind-up Time, the Company is endorsed or otherwise eligible under the Tax Acts to receive tax deductible gifts (as a deductible gift recipient or otherwise) the Recipient Organisation must also be endorsed under the Tax Acts to receive tax deductible gifts (as a deductible gift recipient or otherwise); and

(i) if at the Wind-up Time, the Company is registered or otherwise eligible under the ACNC Act for registration as a registered charity, the Recipient Organisation must also be registered under the ACNC Act for registration as a registered charity.

22.3 For the purposes of clause 22.2, the Members shall identify the organisation, institution or institutions at the time of dissolution. shall identify the organisation, institution or institutions at the time of dissolution.

Annexure 1 - Application for membership

Application form
An Application for membership must be made in substantially the following form:-

Application for Membership of ~~G.V. Centre Disability Services~~Connect GV

I, ...(full name of applicant)

of .....(address) desire to become a member of the ~~G.V. Centre Disability Services~~Connect GV.

If I am admitted as a member, I agree to be bound by the Constitution of the Company.

.....
Signature of Applicant

.....
Date

I, ...(name), a member of the Company, nominate the applicant, who is personally known to me, for membership of the Company.

.....
Signature of Proposer

.....
Date

I, ...(name), a member of the Company, second the nomination of the applicant, who is personally known to me, for membership of the Company.

.....
Signature of Seconder

.....
Date

Annexure 2 - Appeal from Termination of Membership

Notice

23.1 If it is proposed to expel or suspend a Member, the Secretary must, as soon as practicable, cause to be served on the Member a notice in writing:

(a) setting out the proposed resolution and the grounds on which it is based;

(b) stating that the Member may address the Board or the Company at a meeting to be held not earlier than fourteen and not later than twenty-eight days after service of the notice;

(c) stating the date, place and time of that meeting;

(d) informing the Member that he or she may do one or more of the following:

(i) attend that meeting;

(ii) give the Board before the date of that meeting a written statement in opposition to the resolution;

(iii) not later than twenty-four hours before the date of a Board meeting at which the resolution is to be considered, lodge with the Secretary a notice to the effect that the Member wishes to appeal to the Company in general meeting against the resolution.

Consideration of Appeal

23.2 At a meeting of the Board held in accordance with ~~Article~~Clause 23.1 the Board must:

(a) give the Member an opportunity to be heard;

(b) give due consideration to any written statement submitted by the Member; and

(c) by resolution determine whether to confirm or abandon the proposed expulsion or suspension.

Referral to General Meeting

23.3 If the Secretary receives a notice under ~~Articles~~Clauses 2.14, the Secretary must notify the Board and the Board must convene a general meeting of the Company to be held within twenty-one days after the date on which the Secretary received the notice.

23.4 At a general meeting of the Company convened under ~~Articles 23~~ clause 24.3:

(a) no business other than the question of the appeal may be transacted;

(b) the Board may place before the meeting details of the grounds for the resolution and the reasons for proposing the resolution;

(c) the member must be given an opportunity to be heard; and

(d) the members present must vote by secret ballot on the question whether the proposed expulsion or suspension should be confirmed or abandoned.

23.5 If at the general meeting;

(a) two thirds of the members vote in person in favour of the confirmation of the proposed expulsion or suspension, the resolution is passed; and

(b) in any other case, the resolution is defeated.

Annexure 3 - Cancellation or postponement of general meeting

Cancellation or postponement of general meeting

24.1 When a general meeting (including an annual general meeting) is convened by the Board, the Board may cancel the meeting or postpone the holding of the meeting to a date and time determined by them.

The following provisions apply in that case:

24.2 Written notice of cancellation or postponement of a general meeting must be given to all persons entitled to receive notices of general meetings from the Company at least three days before the date for which the meeting is convened and must specify the reason for cancellation or postponement. A failure to comply with this ~~Article~~Clause does not invalidate the cancellation or postponement.

Contents of notice

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

(a) a date and time for the holding of the meeting;

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

(c) if the meeting is to be held in two or more places, the technology that will be used to facilitate this.

Timing of postponed meeting

24.4 The number of clear days from the giving of a notice postponing the holding of a general meeting to the date specified in that notice for the holding of the postponed meeting may not be less than the number of clear days' notice of the meeting required to be given by this Constitution or the Law.

Business at postponed meeting

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

Failure to comply with notice

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

Extension of proxy

24.7 If:

(a) by the terms of an instrument appointing a Proxy, a Proxy is authorised to attend and vote at a general meeting to be held on a specified date or at a general meeting or general meetings to be held on or before a specified date; and

(b) the date for holding the meeting is postponed to a date later than the date specified in the instrument of Proxy,

then, by force of this ~~Article~~Clause, that later date is substituted for and applies to the exclusion of the date specified in the instrument of Proxy, unless the Member appointing the Proxy, gives to the Company, at its Registered Office (marked to the attention of the Secretary) notice in writing to the contrary, at least 48 hours before the time to which the holding of the meeting has been postponed.

When cancellation/postponement not permitted

~~24.9~~24.8~~Articles 24~~Clauses 25.1 to ~~24~~25.7 (both inclusive) do not apply to a general meeting convened by Members under Section ~~249F~~249E or by the Board pursuant to a request of Members under the ~~Corporations Law~~Act.

Annexure 4 - Voting, polls and proxies

25 Proceedings at general meetings including annual general meetings

Casting vote

25.1 If there is an equality of votes, whether on a show of hands or on a poll, the person chairing the meeting is entitled to a casting vote in addition to any votes to which the chairman is entitled as a Member or Proxy of a Member. The person chairing the meeting has a discretion both as to whether or not to use the casting vote and as to the way in which it is used.

How questions decided

25.2 Every question submitted to a meeting is to be decided by a show of hands, unless before or on the declaration of the result of the show of hands a poll is demanded before the vote is taken, before the voting results on the show of hands are declared or immediately after the voting results on the show of hands are declared:

(a) by the person chairing the meeting;

(b) by not less than 5 Members entitled to vote on the resolution; or

(c) by at least 10% of the Members with at least 5% of the votes that may be cast on the resolution of a poll, the percentage of votes that members have being worked out as at the midnight before the poll is demanded.

by the person chairing the meeting.

Effect of declaration of result

~~25.4~~25.3 Unless a poll is so demanded and the demand is not withdrawn, a declaration by the chairman of the meeting that the motion has been carried or carried unanimously, or without dissent, or by a particular majority, or lost, and an entry to that effect in the minutes of the meeting are conclusive evidence of that fact. Neither the chairman nor the minutes need state and it is not necessary to prove the number or proportion of votes cast in favour of or against the motion.

Questions decided by majority

~~25.5~~25.4 Subject to the requirement of the ~~Corporations Law~~Act a resolution is taken to be carried if a simple majority of the votes cast on the resolution are in favour of it.

Poll - general

~~25.6~~25.5 If a poll is properly demanded and the demand is not withdrawn, it must be taken in such manner and at such time and place and at once or after an interval or adjournment or otherwise as the chairman of the meeting then or subsequently determines. The result of the poll is the resolution of the meeting at which the poll was demanded.

~~25.7~~25.6 A demand for a poll may be withdrawn.

Certain polls to be held immediately

~~25.8~~25.7 A poll that is demanded on the election of a chairman of a meeting or a question of adjournment is to be taken immediately and without adjournment. A poll that is demanded on any other question shall be taken at any time before the close of the meeting, as the chairman directs.

Meeting can continue on other business

~~25.9~~25.8A demand for a poll does not prevent the continuance of the meeting for the transaction of any business other than the question on which the poll has been demanded.

Objection to voting qualification

~~25.10~~25.9Objection may not be raised to the right of a person to attend or vote at a meeting or adjourned meeting or to vote on a poll except at that meeting or adjourned meeting or when that poll is taken, and every vote not disallowed at the meeting or adjourned meeting or when the poll is taken is valid.

Ruling on disputed vote

~~25.11~~25.10If there is a dispute as to the admission or rejection of a vote, the chairman of the meeting must decide it and the chairman's decision made in good faith is final and conclusive.

Adjournment

~~25.12~~25.11The chairman of a meeting may with the consent of the meeting adjourn the meeting from time to time and place to place. The only business that may be transacted at an adjourned meeting is the business left unfinished at the meeting from which the adjournment took place. A resolution passed at an adjourned meeting is passed on that date and not any earlier day.

Fresh notice of adjourned meeting

~~25.13~~25.12If a meeting is adjourned for more than 21 days, notice of the adjournment must be given in accordance with ~~article~~clause 3.2.

26 Votes of Members

Voting rights

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

(a) on a show of hands, each Member present in person, or via a postal vote, and entitled to vote and each other person present as Proxy has one vote; and

(b) on a poll, each Member present in person, or by post, and entitled to vote has one vote and each person present as Proxy has one vote for each Member that the person represents.

26.2 A Proxy's authority to speak and vote for a Member at a meeting is suspended while the Member is present at the meeting.

Right to appoint proxy

26.3 A Member entitled to attend and vote at a meeting of the Company is entitled to appoint another person (whether a Member or not) as proxy to attend in the Member's place at the meeting and a proxy has the same right as the Member to speak and vote at the meeting. If the Member appoints 2 proxies and the instrument of appointment does not specify the number or proportion of the Member's votes, each proxy may exercise one half of the votes. A Proxy need not be a Member.

Instrument of proxy

26.4 An appointment of a Proxy is valid if it is signed by the Member of the Company making the appointment and contains the following information:

(a) the Member's name and address;

(b) the Company's name;

(c) the Proxy's name or the name of the office held by the Proxy;

(d) the meetings at which the appointment may be used.

An appointment may be a standing one.

~~26.6~~26.5An undated appointment is taken to have been dated on the day it is given to the Company.

~~26.7~~26.6An appointment of a proxy does not need to be witnessed.

~~26.8~~26.7A later appointment revokes an earlier one if both appointments could not be validly exercised at the meeting.

Example

~~26.9~~26.8An instrument appointing a Proxy must be in the following form or a form as near hereto as circumstances permit:-

~~G.V. Centre Disability Services~~

Connect GV

I, of being a financial member of ~~the G.V. Centre Disability Services~~Connect GV hereby appoint of or failing her/him of as my proxy to vote for me on my behalf at the general meeting of the Company, to be held on the day of ~~19~~ 20 and at any adjournment thereof.

My proxy is hereby authorised to vote *in favour of /* against the following resolutions:

Signed this day of

Note 1. In the event of the member desiring to vote for or against any resolution he or she shall instruct his or her proxy accordingly. Unless otherwise instructed, the proxy may vote as she/he thinks fit.

*** Strike out whichever is not desired.**

Receipt of proxy and other instruments

~~26.10~~26.9To be effective, an instrument appointing a proxy and any power of attorney under which it is executed or a copy (verified by a true copy) of the relevant instrument (together with any evidence of due stamping (if necessary) and execution and non-revocation of the power of attorney which the Board may require), must be received by the Company at the Registered Office or at any other place which is specified for that purpose in the notice convening the meeting, not less than 48 hours before the time appointed for the meeting or adjourned or postponed meeting or poll which the appointee proposes to attend or on which the appointee proposes to vote.

~~26.11~~26.10If the notice convening a general meeting specifies a facsimile number to which a Proxy and related materials may be sent then receipt by the facsimile machine and that number of a complete and legible facsimile of the document will be taken as a receipt by the Company at a specified place for the purposes of this ~~Article~~Clause.

Validity of vote in certain circumstances

~~26.12~~26.11A vote cast by a Proxy is valid notwithstanding the previous revocation of that person's authority by the death of the principal or otherwise, unless an intimation in writing of the revocation has been received at the Registered Office or by the chairman of the meeting before the vote is cast.

~~26.13~~26.12A member is not entitled to vote at any general meeting unless all moneys due and payable by the Member, to the Company have been paid, other than the amount of the annual subscription payable in respect of the current financial year.

Contents

~~Memorandum of Association~~
Constitution

1 Preliminary 1

Definitions 1
Interpretation 2
Headings 3~~2~~
Continuous nature of powers 3~~2~~
Replaceable Rules not to apply 3~~2~~
Nature of the Company 3
Objects and powers 3

2 Membership of the Company 4

Number of Members 4
Application for Membership 5~~4~~
Honorary Membership 5~~4~~
Limited Liability 5
Board Member Automatically a Member 6~~5~~
Terms and Conditions of Membership 6~~5~~
Resignation of Member 6~~5~~
Board May Terminate or suspend Membership 6~~5~~
Referral to general meeting 6~~5~~
Notice of expulsion or suspension of member proposed 6
Explanation or defence 6
Other Loss of Membership 6

3 General meetings of Members 7~~6~~

Board's power to convene general meeting 7~~6~~
Notice of general meeting 7~~6~~
Director entitled to notice of meeting 7
Auditor entitled to notice of meeting 8~~7~~
Cancellation or postponement of general meeting 8~~7~~

4 Proceedings at general meetings including annual general meetings 8~~7~~

Time of annual general meeting 8~~7~~
Business of annual general meeting 8~~7~~
Quorum 8~~7~~
Quorum continues once present 8~~7~~
If quorum not present 8
Special quorum for adjourned meeting 9~~8~~
Chairman 9~~8~~
Adjournment of general meetings 9~~8~~
Votes, polls and proxies 9

5 Register of Members 10~~9~~

6 Board of Management 10~~9~~

Composition of Board 10~~9~~
Rotation of Board Members 11~~10~~
Power to co-opt/fill casual vacancies 11~~10~~
Board Members of Company 11~~10~~
Length of Service 12~~11~~

7 Vacation of office and conflict of interest 1211

Removal from office 1211
Vacation of office 1211
Conflicts of interest - Board Member's interests 1312
Permitted activities 1312
Contracts not void 1412
Signing of Contracts 1413
Definition of Contract 1413

8 Powers of the Board 1413

Management of Company 1413
Finance 1413
Rules 1413
Admission to the Company's Day Service 1413

9 Proceedings of Board 1514

Meetings 1514
Quorum 1514
Convening meetings 1514
Appointment of proxy 1514
Chairing of Board Meetings 1514
How questions decided 1514
Written Resolution instead of physical meeting 1514
Telephone meeting/Use of Technology 1614
Presence throughout telephone meeting 1615
Effect of minute 1615
Validity of acts of Board Members 1615

10 Sub-Committees 1615

11 Auxiliaries 1716

12 Minutes 1716

13 Authentication of documents 1716

Company seals 1716
Use of common seal 1716
Negotiable instruments 1716

14 Inspection of books 1716

Powers of Board 1716
Member's rights of inspection 1817
Board Member's rights of inspection 1817
Limitation 1817
Definition 1817

15 Service of documents 1817

Service by Company 1817
Service by post-deemed delivery 1817
Evidence 1918
Service by fax or email 1918
Fine Print 1918

16 Treasurer 1918

17 Accounts 1918

Accounts required 1918

Location and inspection of accounts 2019
Annual general meeting 2019
Notice to members 2019

18 Audit 2019

19 Non-profit company - application of Company property 2019

20 Remuneration and expenses 2019

Certain payments allowed 2019
Payments to Board Members in salaried office 2120
Other payments to Board Members 2120

21 Indemnity and insurance 2120

Indemnity of officers, Auditors and agents 2120

22 Winding up 2220

Property to other institution(s) where clause 22.2 does not apply 2221
Wind-up and distribution of surplus assets or property (in special circumstances) 2321
Application form 2423
Notice 2524
Consideration of Appeal 2524
Referral to General Meeting 2524
Cancellation or postponement of general meeting 2726
Contents of notice 2726
Timing of postponed meeting 2726
Business at postponed meeting 2726
Failure to comply with notice 2726
Extension of proxy 2726
When cancellation/postponement not permitted 2827

25 Proceedings at general meetings including annual general meetings 2928

Casting vote 2928
How questions decided 2928
Effect of declaration of result 2928
Questions decided by majority 2928
Poll - general 2928
Certain polls to be held immediately 2928
Meeting can continue on other business 3029
Objection to voting qualification 3029
Ruling on disputed vote 3029
Adjournment 3029
Fresh notice of adjourned meeting 3029

26 Votes of Members 3029

Voting rights 3029
Right to appoint proxy 3029
Instrument of proxy 3029
Example 3130
Receipt of proxy and other instruments 3130
Validity of vote in certain circumstances 3130
Constitution 1

1 Preliminary 1

Definitions 1
Interpretation 2
Headings 2
Continuous nature of powers 2
Replaceable Rules not to apply 2
Objects and powers 2

2 Membership of the Company 3

Number of Members 3
Application for Membership 3
Limited Liability 4
Board Member Automatically a Member 4
Terms and Conditions of Membership 4
Resignation of Member 4
Board May Terminate or suspend Membership 4
Referral to general meeting 4
Notice of expulsion or suspension of member proposed 5
Explanation or defence 5
Other Loss of Membership 5

3 General meetings of Members 5

Board's power to convene general meeting 5
Notice of general meeting 5
Contents of notice 5
Director entitled to notice of meeting 6
Auditor entitled to notice of meeting 6
Cancellation or postponement of general meeting 6

4 Proceedings at general meetings including annual general meetings 6

Time of annual general meeting 6
Business of annual general meeting 6
Quorum 7
Quorum continues once present 7
If quorum not present 7
Special quorum for adjourned meeting 7
Chairman 7
Adjournment of general meetings 7
Votes, polls and proxies 8

5 Register of Members 8

6 Board of Management 8

Composition of Board 8
Rotation of Board Members 8
Power to co-opt/fill casual vacancies 9
First Board Members of Company 9

7 Vacation of office and conflict of interest 9

Removal from office 9
Vacation of office 9
Conflicts of interest - Board Member's interests 10
Permitted activities 10
Contracts not void 10
Signing of Contracts 10

Definition of Contract 10

8 Powers of the Board 10

Management of Company 10
Finance 11
Rules 11
Admission to the Company's Day Activity Centres 11

9 Proceedings of Board 11

Meetings 11
Quorum 11
Convening meetings 12
Appointment of proxy 12
Chairing of Board Meetings 12
How questions decided 12
Written Resolution instead of physical meeting 12
Telephone meeting/Use of Technology 12
Presence throughout telephone meeting 13
Effect of minute 13
Validity of acts of Board Members 13

10 Sub-Committees 13

11 Auxiliaries 13

12 Minutes 13

13 Authentication of documents 14

Company seals 14
Use of common seal 14
Negotiable instruments 14

14 Inspection of books 14

Powers of Board 14
Member's rights of inspection 14
Board Member's rights of inspection 14
Limitation 15
Definition 15

15 Service of documents 15

Service by Company 15
Service by post-deemed delivery 15
Evidence 15
Service by fax 15
Fine Print 15

16 Treasurer 16

17 Accounts 16

Accounts required 16
Location and inspection of accounts 16
Annual general meeting 16
Notice to members 17

18 Audit 17

19 Non-profit company - application of Company property 17

20 Remuneration and expenses 17

Certain payments allowed 17
Payments to Board Members in salaried office 17
Other payments to Board Members 17

21 Indemnity 18

Indemnity of officers, Auditors and agents 18

22 Winding up 18

Resolution 18
Government right to certain assets 18
Property to other institution(s) 18
Application form 20
Notice 21
Consideration of Appeal 21
Referral to General Meeting 21
Cancellation or postponement of general meeting 23
Contents of notice 23
Timing of postponed meeting 23
Business at postponed meeting 23
Failure to comply with notice 23
Extension of proxy 23
When cancellation/postponement not permitted 24

25 Proceedings at general meetings including annual general meetings 25

Casting vote 25
How questions decided 25
Effect of declaration of result 25
Questions decided by majority 25
Poll - general 25
Certain polls to be held immediately 25
Meeting can continue on other business 26
Objection to voting qualification 26
Ruling on disputed vote 26
Adjournment 26
Fresh notice of adjourned meeting 26

26 Votes of Members 26

Voting rights 26
Right to appoint proxy 26
Instrument of proxy 26
Example 27
Receipt of proxy and other instruments 27
Validity of vote in certain circumstances 27
Memorandum of Association 1

~~Corporations Law~~Act of Victoria

Constitution

of

~~G.V. Centre Disability Services~~

Connect GV

(ACN ~~———~~086 054 195)

A Company Limited by Guarantee

~~Mallesons Stephen Jaques~~
~~Solicitors~~

~~Rialto~~
~~525 Collins Street~~
~~Melbourne Vic 3000~~
~~Telephone (61 3) 9643 4000~~
~~Fax (61 3) 9643 5999~~
~~DX 101 Melbourne~~
~~Ref: PGW/VES~~
~~MEL_CORP/4188401_8~~

Amendments to Constitution

25/10/2006	1,1	Delete " Day Activity Centre Means" add Day Service
25/10/2006	1.6 (a)	(i) delete "an educational Centre and educational facilities" add Day Services Facility
25/10/2006	1.6 (a)	(ii) delete "Occupational Training Facility for the training of over school aged disabled persons; add "A range of Business Services to provide Supported Employment opportunities for people with a disability."
25/10/2006	1.6 (b)	delete "community centres and Welfare organisation for people with disabilities and their relatives and inserting in lieu thereof "Facilities and services for people with disabilities and their relatives.
25/10/2006	1.6 (b)	(ii) delete "to provide avenues for useful citizenship activities". Insert-"To provide avenues for integration into the community".
25/10/2006	1.6.(b)	(iii) Delete – "to provide study classes for parents and relatives"- Insert "To provide information and advice to parents/carers".
25/10/2006	1.6 (b)	(iv) Delete "to give assistance on home problems".
25/10/2006	4.2	delete "three months" Insert "four months."
25/10/2006	6.1	(a) That the constitution of the Company be modified by the deletion of ~~Article~~Clause 6.1 and the substitution in lieu of new ~~article~~clause 6.1 as follows. 6.1 The board consists of ten(10) members; (a) President (b) Vice President (c) Treasurer (d) Seven (7) Board Members
25/10/2006	6.4	(a) delete three years of more- Insert three years or more
25/10/2006	9.1	delete "The Board shall meet once a month" add "The Board shall meet at least every two months."
29/10/2008	6.9	Insert 6.9 Maximum term of Appointment The Board of Directors recognises the value of Board renewal and to facilitate this, has set the maximum length of service for a Director at ten (10) years, Provided: (a) With the approval of the Directors a director who has served for her or his maximum term may serve for a further period no longer than two (2) years, where the Board believes that the benefit of retaining that Directors expertise warrants such an extension of service. (b) No more than one such extension of service may be granted. (c) After a break of at least two (2) years, a retired director is then eligible to be re-elected or re-appointed to the board.
29/5/2009	1.1	1.1 of the Company Constitution be modified by deleting the words "GV Centre Disability Services" and inserting in lieu thereof the words "Connect GV".
27/10/2010	23.4	23.4(d)Delete "the members present must vote by secret ballot on the question whether the proposed explosion or suspension should be confirmed or abandoned" Add - the members present must vote by secret ballot on the question whether the proposed Expulsion or suspension should be confirmed or abandoned
26/10/2016	6.9	6.9(a) delete "no longer than two (2) years" Replace clause 6.9(b) with new clause 6.9(b) as follows: "Any extension shall be for one (1) year at a time but there shall be no limit to the number of extensions of service that the Board can approve"
[#] 2020	[##]	Amendments to incorporate the all of the previously adopted amendments as well as certain other amendments detailed in a special resolution of the Company dated [##].