

CONSTITUTION
IWF AUSTRALIA LIMITED
A.C.N. 602 091 609

A COMPANY LIMITED BY GUARANTEE

[Consolidated as at 24 October 2016]

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**CONSTITUTION
OF
IWF AUSTRALIA LIMITED**

Corporations Act 2001

A company limited by guarantee

1 Introduction

1.1 Replaceable rules excluded

The replaceable rules contained in the Act do not apply to the Company.

1.2 Definitions

In this constitution:

- (a) **Act** means the *Corporations Act 2001* and includes any amendment or re-enactment of it or any legislation passed in substitution for it;
- (b) **board** means the board of directors of the Company;
- (c) **business day** means a day that is not a Saturday, a Sunday or a public holiday or bank holiday in the place where the Company has its registered office;
- (d) **Company** means IWF Australia Limited ACN 602 091 609;
- (e) **director** means a director for the time being of the Company;
- (f) **Initial Directors** has the meaning given in rule 4.2(a);
- (g) **Honorary Member** means a member of the Company as set out in rule 2.4 elected to serve as an advisor to the board, as a special link to other organisations or the community or in recognition of dedicated services to the Company.
- (h) **member** means either a Regular Member or an Honorary Member or a member of any other category of membership established in accordance with rule 2.2(b) from time to time who becomes a member of the Company in accordance with the Act and this constitution;
- (i) **Membership Committee** means the membership committee established by the board;
- (j) **Regular Member** means a member of the Company as set out in rule 2.3; and
- (k) **secretary** means the person appointed to perform the duties of a secretary of the Company.

1.3 Interpretation

- (a) Reference to:
 - (i) one gender includes the others;
 - (ii) the singular includes the plural and the plural includes the singular; and
 - (iii) a person includes a body corporate.
- (b) Except so far as the contrary intention appears in this constitution:
 - (i) an expression has in this constitution the same meaning as in the Act; and

- (ii) if an expression is given different meanings for the purposes of different provisions of the Act, the expression has, in a provision of this constitution that deals with a matter dealt with by a particular provision of the Act, the same meaning as in that provision of the Act.
- (c) “Including” and similar expressions are not words of limitation.
- (d) Headings and any table of contents or index are for convenience only and do not form part of this constitution or affect its interpretation.

1.4 Objects and Activities

- (a) The objects for which the Company has been established are to undertake activities in connection with the interests of its members in the following matters:
 - (i) advancing women’s leadership across careers, cultures, and continents by connecting many of the world’s most preeminent women of significant and diverse achievement;
 - (ii) bringing women together to exchange ideas, to learn and inspire, and providing a network of support for the advancement of women;
 - (iii) providing a supportive forum for women leaders to meet among their peers in a non-competitive environment where meaningful friendships and alliances can grow;
 - (iv) striving to open possibilities for the next generation of women leaders and promoting better leadership for a changing world; and
 - (v) connecting with and collaborating with other chapters of the International Women’s Forum, including by making services of other chapters available to members,

together with conducting activities ancillary to these objects (including the administration of the Company and matters otherwise contemplated by this constitution).
- (b) The objects of the Company are to be achieved by activities (conducted alone or in partnership, joint venture or collaboration), including organising and promoting events, mentoring and education, including in collaboration with international chapters of the International Women’s Forum.

1.5 Powers

- (a) The Company has all the powers of an individual and a body corporate but does not have the power to issue shares.
- (b) Despite rule 1.5(a) the powers of the Company are ancillary to and exercisable only to pursue the objects of the Company set out in rule 1.4.

1.6 Application of assets and income

- (a) The assets and income of the Company must be applied solely in furtherance of the objectives in rule 1.4 and no portion may be distributed directly or indirectly to the members of the Company except as bona fide compensation for services rendered or expenses incurred on behalf of the Company.
- (b) The board must approve all payments the Company makes to its members which are permitted by rule 1.6(a).
- (c) Subject to rule 9.1, nothing in this constitution prevents payment:
 - (i) in good faith, for any services rendered, or goods supplied, by a member or director in the ordinary and usual course of the business of the Company;

- (ii) of interest at not more than a commercial rate on money borrowed from a member or director;
- (iii) of reasonable and proper rent for premises demised or let by any member or director to the Company; or
- (iv) of insurance premiums for directors and officers as permitted by this constitution.

1.7 Limited liability

The liability of the members of the Company is limited.

1.8 Guarantee

Every member of the Company undertakes to contribute an amount not exceeding \$10 to the property of the Company in the event of it being wound up while the member is a member or within one year after the member ceases to be a member, if required for payment:

- (a) of the debts and liabilities of the Company (contracted before the member ceases to be a member); and
- (b) of the costs, charges and expenses of winding up.

1.9 Winding up – no distribution to members

If the Company is wound up or dissolved, the assets and property available for distribution after satisfaction of all debts and liabilities are to be given or transferred to another organisation or organisations:

- (a) having objects similar (in whole or in part) to the objects of the Company; and
- (b) whose constitution prohibits the distribution of its income and property to an extent at least as great as that imposed by this constitution.

The directors may determine the identity of the organisation or organisations for the purpose of this rule at the time of, or prior to, winding up or dissolution.

2 Membership

2.1 Number of members

The number of members of the Company will be unlimited.

2.2 Membership

- (a) There are two classes of members of the Company, namely:
 - (i) the Regular Members; and
 - (ii) the Honorary Members.
- (b) The directors may create additional categories of members from time to time, on any terms and conditions and having any preferred, deferred or other special rights or restrictions (including with regard to voting, fees or otherwise) as the directors think fit.
- (c) Membership shall not be transferable whether by operation of law or otherwise, and all rights and privileges of membership shall cease upon the person ceasing to be a member.
- (d) All members must have been found acceptable as members of the Company by the Membership Committee and recommended for membership to the board in accordance with criteria determined from time to time by the board.

- (e) Candidates for membership must be submitted by a member to the Membership Committee.
- (f) The Membership Committee shall present to the board the qualifications of those candidates who have been sponsored by a member and whose application has been reviewed and approved by the Membership Committee.
- (g) The approval by not less than a majority of the members of the board at a meeting at which a quorum is present shall be necessary for the election of a candidate or the removal of a member. The board is not required to give reasons for any decision made in relation to a candidate for membership.

2.3 Regular Members

A Regular Member:

- (a) must pay the annual membership fee and any levies as may be determined by the board from time to time in accordance with rule 3; and
- (b) has all the rights and privileges of membership (including, without limitation, a right to vote at general meeting).

2.4 Honorary Members

(a) An Honorary Member:

- (i) is not required to pay an annual membership fee;
- (ii) has a right to receive notices of and to attend and be heard at any general meeting; but
- (iii) has no right to vote in general meeting or to be counted in the determination of a quorum.

(b) An Honorary Member is elected by the board to serve as an advisor to the board, as a special link to other organisations or the community or in recognition of dedicated service to the Company.

2.5 Notification by members

Each member must promptly notify the Company in writing of any change in their qualification to be a member of the Company.

2.6 Register of members

A register of members of the Company must be kept in accordance with the Act.

2.7 Resignation of a member

A member may resign as a member at any time by giving 10 business days written notice to the directors.

2.8 Cessation of membership

A member automatically ceases to be a member if that member:

- (a) resigns or retires;
- (b) dies or, where the member is not a natural person, ceases to exist;
- (c) is made bankrupt;
- (d) becomes of unsound mind such that the person or his estate is liable to be dealt with in any way under the law relating to mental health;

- (e) the annual membership fees of the member remains unpaid for a period of three calendar months after it becomes due unless the directors otherwise decide, but the directors may reinstate such membership on such terms as they think fit;
- (f) the member is expelled by the directors in accordance with rule 2.9 of this constitution; or
- (g) becomes insolvent within the meaning of section 95A(2) of the Act.

2.9 Suspension or expulsion

- (a) The directors may resolve to suspend a member for a specified period or expel a member if the member wilfully refuses or neglects to comply with this constitution, or whose conduct (in the opinion of the directors) is detrimental to the reputation or the interests of the Company.
- (b) The directors will determine from time to time the procedures it will follow in relation to the matters outlined in rule 2.9(a).
- (c) On expulsion from the Company, a member forfeits all rights and claims (if any) on the Company and its property.

2.10 Effect of cessation of membership

If any member ceases to be a member, the member remains liable to pay to the Company any money which, at the time of the member ceasing to be a member, the member owes to the Company on any account and any sum (not exceeding \$10) for which the member is liable under rule 1.8 of this constitution.

3 Fees and levies

- (a) Members shall pay annual membership fees and such other fees in such amounts and at such times as the directors may determine from time to time. The directors may determine that different annual membership fees apply to a class of members or within a class of members.
- (b) In order to provide additional funds required by the operation of the Company, the directors may determine that levies are to be paid by members, and may fix the amount and the dates for payment thereof, but until so determined no levies are payable by members.
- (c) In determining fees and levies under this rule 3, the directors may differentiate between classes of members as to the amounts of fees and levies payable.

4 Directors

4.1 Number of directors

Subject to rule 4.3(b), the minimum number of directors is 3. The maximum number of directors is to be fixed by the directors from time to time, but may not exceed 15 unless the Company in general meeting resolves otherwise. The directors must not determine a maximum which is less than the number of directors in office at the time the determination takes effect.

4.2 Appointment and retirement of Initial Directors

- (a) The initial directors are those named in the application for registration of the Company or otherwise elected prior to the first general meeting of the Company (**Initial Directors**).
- (b) Unless removed or their office vacated earlier in accordance with this constitution, the Initial Directors shall hold office until the first general meeting of the Company at which time the Initial Directors shall retire and be eligible for re-appointment in accordance with this constitution.

4.3 Appointment and retirement of directors

- (a) All directors appointed must be current Regular Members.
- (b) The Company may by resolution in general meeting:
 - (i) increase or reduce the minimum and maximum number of directors; and
 - (ii) appoint or, in accordance with the Act, remove any director from office.
- (c) Subject to clause 4.2 and this clause 4.3, no director may hold office beyond the second annual general meeting of the Company following his or her appointment unless that director is nominated for re-appointment and re-appointed under this rule 4.3. For the avoidance of doubt, any annual general meeting at which the director is appointed or re-appointed is excluded from counting.
- (d) A person will not be eligible for appointment or re-appointment as a director if that person has served a consecutive term exceeding 6 years (or, if re-appointed, would serve a consecutive term exceeding 6 years and 6 months prior to the next annual general meeting) as a director unless:
 - (i) a period of two years following the conclusion of that third consecutive term has expired; or
 - (ii) the board has resolved that the person should be entitled to serve an additional term, expiring no later than the second annual meeting following his or her last re-appointment as a director.
- (e) At each annual general meeting of the Company held after 1 January 2017, after excluding any director appointed under rule 4.4 and standing for election and any managing director, at least half of the balance of the directors must retire from office.
- (f) The directors to retire under rule 4.3(e) are those directors who have been in office as at 1 January for at least two consecutive years since the date of their last election or appointment. If the number of directors to retire at an annual general meeting is less than half the board, then the balance of the directors to retire under rule 4.3(e) must be agreed by the directors or be determined by lot.

4.4 Casual vacancy

- (a) The directors may appoint any individual to be a director, either as an addition to the existing directors holding office from time to time or to fill a casual vacancy, but so that the total number of directors does not exceed the maximum number fixed under this constitution.
- (b) A director appointed under rule 4.4(a), holds office until the conclusion of the next annual general meeting following his or her appointment and is eligible for re-appointment at that meeting.

5 Powers of directors

5.1 Validation of acts of directors and secretary

- (a) The acts of a director or secretary of the Company are valid despite any defect that may afterwards be discovered in his or her appointment or qualification.
- (b) Where a person whose office as director of the Company is vacated under a provision of the Act purports to do an act as a director of the Company, that act is as valid, in relation to a person dealing with the Company in good faith and for value and without actual knowledge of the matter because of which the office was vacated, as if the office had not been vacated.

5.2 General business management

- (a) The business of the Company is to be managed by or under the direction of the directors.
- (b) The directors may exercise all the powers of the Company except any powers that the Act or this constitution requires the Company to exercise in general meeting.
- (c) A rule made or resolution passed by the Company in general meeting does not invalidate any prior act of the directors which would have been valid if that rule or resolution had not been made or passed.

5.3 Borrowing powers

Without limiting the generality of rule 5.2, the directors may exercise all the powers of the Company to borrow money, to charge any property or business of the Company and to issue debentures or give any other security for a debt, liability or obligation of the Company or of any other person.

5.4 Appointment of attorney

- (a) The directors may appoint any person or persons to be the attorney or attorneys of the Company with the powers and discretions (being powers and discretions vested in or exercisable by the directors), for the period and subject to the conditions they see fit.
- (b) A power of attorney may contain the provisions for the protection and convenience of persons dealing with the attorney that the directors see fit and may also authorise the attorney to delegate all or any of the powers and discretions vested in the attorney.

5.5 Negotiable instruments

- (a) Any two directors may sign, draw, accept, endorse or otherwise execute a negotiable instrument.
- (b) The directors may determine that a negotiable instrument, including a class of negotiable instrument, may be signed, drawn, accepted, endorsed or otherwise executed in a different way.

6 Committees

- (a) The directors may from time to time delegate any of their powers to one or more committees it considers necessary or desirable to assist the board in the performance of its duties, which must include a Membership Committee.
- (b) A committee may comprise directors, employees, members or any other persons on any terms the directors decide.
- (c) The chair of each committee must be a director of the Company and must be appointed (and may be removed) by the board.
- (d) A delegate of the directors may be authorised to sub-delegate any of the powers for the time being vested in the delegate.
- (e) A committee or delegate must exercise such powers as are authorised by the board from time to time. The effect of the committee or delegate exercising a power in this way is the same as if the directors exercised it. Delegations to committees shall be outlined in documents approved by the board and made available to members.
- (f) Any power delegated in accordance with this rule 6 may be revoked, withdrawn, altered or varied as the directors decide.
- (g) Subject to the terms of appointment or reference of a committee, the provisions of this constitution applying to meetings and resolutions of directors apply, so far as they can and with the necessary changes, to meetings and resolutions of a committee.

- (h) Nothing in this rule 6 limits the powers of the directors to delegate (including the withdrawal of a delegation).

7 Vacation of office

7.1 Removal of directors

Subject to the Act, the Company may by resolution remove a director from office.

7.2 Resignation of director

A director may resign as a director of the Company by giving a written notice of resignation to the Company at its registered office.

7.3 Vacation of office of director

In addition to any other circumstances in which the office of a director becomes vacant under the Act or under rules 4.2 or 4.3, the office of a director becomes vacant if the director:

- (a) becomes bankrupt or suspends payment or compounds with his or her creditors;
- (b) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
- (c) is absent from three meetings of directors any calendar year without a special leave of absence from the other directors;
- (d) becomes disqualified from being a director under the Act or any order made under the Act;
- (e) is removed from office in accordance with rule 7.1; or
- (f) resigns from office in accordance with rule 7.2.

8 Directors' interests

8.1 Prohibition on being present or voting

- (a) Except where permitted by the Act a director who has a material personal interest in a matter that is being considered at a meeting of directors:
 - (i) must not be counted in a quorum;
 - (ii) must not vote on the matter; and
 - (iii) must not be present while the matter is being considered at the meeting.
- (b) If a director who has a material personal interest in a matter that is being considered at a meeting of the directors is not prohibited by the Act from being present at the meeting and voting, the director may be present, be counted in the quorum and may be heard but may not vote on the matter.

8.2 Director to disclose interests

- (a) A director who is in any way, whether directly or indirectly, interested in a contract or proposed contract with the Company must, as soon as practicable after the relevant facts have come to the director's knowledge, declare the nature of the interest at a meeting of the directors or by written notice to the secretary of the Company.
- (b) A director who holds any office or possesses any property by which, whether directly or indirectly, duties or interests might be created in conflict with his or her duties or interests as director must declare at a meeting of the directors of the Company or by written notice to the secretary of the Company the fact and the nature, character and extent of the conflict.

- (c) For the purposes of rules 8.2(a) and 8.2(b), a director's interest or any conflict must be disregarded if it arises from or relates solely to:
 - (i) a guarantee to be given by the director (or by persons including the director or by a body corporate of which the director is a member or officer) in respect of a loan to the Company; or
 - (ii) the position of the director as a director of a related body corporate.

8.3 Other interests

Without limiting rule 8.2 a director may to the extent permitted by the Act:

- (a) hold any other office or place of profit under the Company (other than the office of auditor) in conjunction with the office of director;
- (b) be interested in any operation, undertaking or business undertaken or assisted by the Company or in which the Company is or may be interested.

8.4 Extension of meaning of "Company"

For the purposes of rules 8.2 and 8.3 **Company** includes any subsidiary of the Company and any other company in which the Company or any subsidiary of the Company is or becomes a shareholder or is otherwise interested.

8.5 Other directorships and shareholdings

- (a) A director of the Company may be or become a director, officer, employee or member of any company promoted by the Company or in which the Company may be interested as a vendor, shareholder or otherwise and is not accountable for any reasonable benefits received as a director, officer, employee or member of the other company.
- (b) Subject to the Act:
 - (i) the directors of the Company may exercise the voting power conferred by the shares or other interest held by the Company in another company in favour of a resolution appointing themselves or any of them as directors or other officers of the other company;
 - (ii) any director of the Company may vote at a meeting of directors of the Company in favour of a resolution that the Company exercises its voting power conferred by the shares or other interest held by the Company in the other company to appoint that director as a director or other officer of the other company;
 - (iii) any director of the Company may be appointed as representative of the Company and may vote at a general meeting of the other company in favour of a resolution appointing that director as a director or other officer of the other company; and
 - (iv) a director of the Company who is also a director of the other company may vote as a director of the other company in whatever manner he or she sees fit, including voting in favour of a resolution appointing the director to any other office in the other company and a resolution appointing any other directors of the Company as directors or other officers of the other company.

8.6 Wholly owned subsidiary

Subject to the Act, if the Company is a wholly owned subsidiary or a controlled entity of another body corporate, a director may act in the best interests of the other body corporate.

9 Remuneration of directors

9.1 No directors' remuneration

No director may receive any remuneration for his or her services in his or her capacity as a director of the Company.

9.2 Directors' expenses

- (a) Despite rule 9.1 the Company may pay the directors' travelling and other expenses that they properly incur:
- (i) in attending directors' meetings or any meetings of a committee;
 - (ii) in attending any general meetings of the Company; and
 - (iii) in connection with the Company's business.
- (b) The directors must approve all payments the Company makes to its directors.

9.3 Financial benefit

To the extent, if any, required by the Act, a director must ensure that the requirements of the Act are complied with in relation to any financial benefit given by the Company to the director or to any other related party of the director.

10 Secretary

The directors must appoint at least one secretary and may appoint additional secretaries.

11 Executive officers

- (a) A reference in this rule 11 to an executive officer is a reference to the president, vice president and treasurer. An executive officer must be a director.
- (b) An executive officer shall be nominated by the nominating committee (if any). Subject to clause 11(d), in the absence of a nominating committee, a nomination for the election of an executive officer shall be made in writing and signed by two members and by the nominee (who shall thereby signify her consent to the nomination) and shall be lodged with the secretary not less than 30 days before the annual general meeting, or such other period determined by the board from time to time.
- (c) Members eligible for election to the board may be nominated for more than one executive office and in the event of their being elected to the senior office as hereinafter provided shall be deemed to have been eliminated from candidature for election to the junior office. For the purpose of this provision the order of seniority of offices shall be:
- (i) firstly – president;
 - (ii) secondly – vice president;
 - (iii) thirdly – treasurer;
 - (iv) fourthly – other director.
- (d) The Initial Directors may (but are not obliged to) elect the initial president, vice president and treasurer, to serve in those executive offices until the first general meeting of the Company, when they shall retire from those executive offices and be eligible for re-appointment in accordance with rule 11(e).

- (e) The offices of president, vice president and treasurer shall be elected by the members in general meeting of the Company to hold office during the succeeding two years after their election or until they are required to retire as a director in accordance with rule 4.2 or 4.3 (as applicable) or until such executive officer shall resign or shall have ceased to be a director of the Company, whichever occurs first. A person will be eligible for re-appointment as an executive officer provided they are eligible for appointment or reappointment as a director in accordance with rule 4.3(d).
- (f) The board may create new executive offices or fill vacancies.
- (g) Election or appointment of an executive officer or agent of the Company does not of itself create any contract rights and does not of itself constitute employment.
- (h) The directors may:
 - (i) delegate or give to an executive officer any powers, discretion and duties they decide;
 - (ii) withdraw, suspend or vary any of the powers, discretions and duties given to an executive officer; and
 - (iii) authorise the executive officer to delegate any of the powers, discretions and duties conferred on the executive officer.
- (i) An act done by a person acting as an executive officer is not invalidated by a defect in the person's appointment, or the person being disqualified or having vacated office, if the person was not aware of such defect, disqualification or vacation when the act was done.

12 Indemnity and insurance

12.1 Persons to whom the indemnity and insurance apply

For the purposes of this rule 12, an **officer** means any person who is or has been a director, secretary or executive officer of the Company.

12.2 Indemnity

- (a) To the extent permitted by law, the Company must indemnify on a full indemnity basis each officer against all losses or liabilities (including costs and expenses) incurred by the person as an officer of the Company.
- (b) This indemnity:
 - (i) is a continuing legal obligation and is enforceable by an indemnified officer even though that person has ceased to be an officer of the Company; and
 - (ii) operates only to the extent that the loss or liability in question is not covered by insurance.

12.3 Insurance

To the extent permitted by law, the Company may:

- (a) purchase and maintain insurance; or
- (b) pay or agree to pay a premium for insurance,

for each officer against any liability incurred by the person as an officer where the directors consider it appropriate to do so.

13 Directors' meetings

13.1 Circulating resolutions

- (a) The directors may pass a resolution without a directors' meeting being held if all the directors entitled to vote on the resolution (except a director absent from Australia who has not left a facsimile number at which he or she may be given notice) sign a document containing a statement that he or she is in favour of the resolution set out in the document.
- (b) Separate copies of a document may be used for signing by directors if the wording of the resolution and statement is identical in each copy.
- (c) The resolution is passed when the last director signs.
- (d) A facsimile addressed to or received by the Company and purporting to be signed or sent by a director for the purpose of this rule 13.1 must be treated as a document in writing signed by that director.

13.2 Meetings of directors

The directors may meet together for the dispatch of business and adjourn and otherwise regulate their meetings as they see fit.

13.3 Calling directors' meetings

A director may at any time, and a secretary must on the requisition of a director, call a meeting of the directors.

13.4 Notice of meeting

- (a) Reasonable notice of every directors' meeting must be given to each director except that it is not necessary to give notice of a meeting of directors to any director who:
 - (i) has been given special leave of absence; or
 - (ii) is absent from Australia and has not left a facsimile number at which he or she may be given notice.
- (b) Any notice of a meeting of directors may be given in writing or orally, and whether by facsimile, telephone, electronic mail or any other means of communication.

13.5 Waiver of notice

All resolutions of the directors passed at a meeting where a quorum is present but where notice of meeting has not been given to each director, or any act carried out under any of the resolutions, is as valid as if notice of meeting had been given to all directors if each director to whom notice was not given subsequently agrees to waive the notice.

13.6 Technology meeting of directors

- (a) A directors' meeting may be held using telephone or, if consented to by all directors, other technology. The consent may be a standing one. A director may only withdraw the consent within a reasonable period before the meeting.
- (b) The contemporaneous linking together by telephone or other electronic means of a sufficient number of directors to constitute a quorum constitutes a meeting of the directors. All the provisions of this constitution relating to meetings of the directors apply so far as they can and with any necessary changes, to meeting of the directors by telephone and other electronic means.
- (c) A director who takes part in a technology meeting by telephone or other electronic means is taken to be present.

- (d) A meeting by telephone or other electronic means is taken to be held at the place decided by the chair of the meeting, as long as at least one of the directors involved was at that place for the duration of the meeting.
- (e) If, before or during the meeting, any technical difficulty occurs as a result of which one or more directors cease to participate, the chair may adjourn the meeting until the difficulty is remedied, or may, where a quorum remains present, continue with the meeting.

13.7 Chairing directors' meetings

- (a) The president will chair all directors' meetings at which she is present.
- (b) The vice president will be the deputy chair who in the absence of the president at a meeting of the directors (or part of a meeting) may exercise all the powers and authorities of the chair in the president's absence.
- (c) The directors must elect a director present to chair a meeting, or part of it, if the president or the vice president is not present within 10 minutes after the time appointed for the holding of the meeting or is unwilling to act for the meeting or the part of the meeting.

13.8 Quorum

- (a) Unless the directors decide otherwise, a quorum for a meeting of directors is a third of the total directors (less any director on leave of absence approved by the directors), subject to a minimum quorum of three directors.
- (b) If there is a vacancy in the office of a director, then the remaining directors may act. However, if their number is not sufficient to constitute a quorum, they may only act in an emergency or to increase the number of directors to a number sufficient to constitute a quorum or to call a general meeting of the Company.

13.9 Passing of directors' resolutions

- (a) A resolution of the directors must be passed by a majority of the votes cast by directors entitled to vote on the resolution.
- (b) The chair has a casting vote.

14 Meetings of members

14.1 Circulating resolutions

- (a) This rule 14.1 applies to resolutions which the Act, or this constitution, requires or permits to be passed at a general meeting, except a resolution under section 329 of the Act to remove an auditor.
- (b) The Company may pass a resolution without a general meeting being held if all the members entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document.
- (c) Separate copies of a document may be used for signing by members if the wording of the resolution and statement is identical in each copy.
- (d) The resolution is passed when the last member signs.
- (e) If the Company receives by facsimile transmission a copy of a document referred to in this rule 14.1 it is entitled to assume that the copy is a true copy.

14.2 Calling of general meeting

- (a) A majority of directors may call a general meeting whenever they see fit.

- (b) Except as permitted by law, a general meeting, to be called the **annual general meeting**, must be held at least once in every calendar year.
- (c) Except as provided in the Act, no member or members may call a general meeting.

14.3 Amount of notice of meeting

Subject to the provisions of the Act as to short notice, at least 21 days' notice of a general meeting must be given in writing to those persons who are entitled to receive notices from the Company.

14.4 Persons entitled to notice of general meeting

- (a) Written notice of a meeting of the Company's members must be given individually to:
 - (i) each member entitled to vote at the meeting and each Honorary Member;
 - (ii) each director; and
 - (iii) the Company's auditor.
- (b) No other person is entitled to receive notice of general meetings.

14.5 How notice is given

- (a) The Company may give the notice of meeting to a member:
 - (i) personally;
 - (ii) by sending it by post to the address for the member in the register of members or the alternative address (if any) nominated by the member;
 - (iii) by sending it to the facsimile number or electronic address (if any) nominated by the member;
 - (iv) by sending it by other electronic means (if any) nominated by the member; or
 - (v) by notifying the member in accordance with rule 14.5(b).
- (b) If the member nominates:
 - (i) an electronic means (**nominated notification means**) by which the member may be notified that notices of meeting are available; and
 - (ii) an electronic means (**nominated access means**) the member may use to access notices of meeting;

the Company may give the member notice of the meeting by notifying the member (using the nominated notification means):

 - (iii) that the notice of meeting is available; and
 - (iv) how the member may use the nominated access means to access the notice of meeting.

14.6 When notice is given

- (a) A notice of meeting sent by post is taken to be given three days after it is posted.
- (b) Except as provided by rule 14.6(c), a notice of meeting given to a member under rule 14.5(a)(iii) is taken to be given on the business day after it is sent.
- (c) A notice of meeting given to a member under rule 14.5(a)(iii) is not effective if:

- (i) in the case of service by facsimile, the Company's facsimile machine issues a transmission report that the transmission was unsuccessful;
 - (ii) in the case of service by electronic mail, the Company's computer reports that delivery has failed; or
 - (iii) in either case the addressee notifies the Company immediately that the notice was not fully received in a legible form.
- (d) A notice of meeting given to a member under rule 14.5(a)(v) is taken to be given on the business day after the day on which the member is notified that the notice of meeting is available.
- (e) A certificate signed by a manager, secretary or other officer of the Company that the notice was posted or given in accordance with this rule 14.6 is conclusive evidence of the matter.

14.7 Period of notice

Subject to the Act and this constitution where a specified number of days' notice or notice extending over any period is required to be given, the day of service is excluded, and the day upon which the notice expires is included.

14.8 Contents of notice

A notice of a general meeting must:

- (a) set out the place, date and time for the meeting (and, if the meeting is to be held in two or more places, the technology that will be used);
- (b) state the general nature of the meeting's business;
- (c) if a special resolution is to be proposed at the meeting, set out an intention to propose the special resolution and state the resolution;
- (d) be worded and presented in a clear, concise and effective manner; and
- (e) contain a statement setting out the following information:
 - (i) that the member has a right to appoint a proxy; and
 - (ii) that the proxy need not be a member of the Company.

14.9 Notice of adjourned meeting

When a meeting is adjourned, new notice of the resumed meeting must be given if the meeting is adjourned for one month or more.

14.10 Accidental omission to give notice

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

14.11 Postponement of general meeting

- (a) The directors may postpone the holding of any general meeting whenever they see fit (other than a meeting requisitioned by members as provided by the Act) for not more than 42 days after the date for which it was originally called.
- (b) Whenever any meeting is postponed (as distinct from being adjourned under rule 14.13(c) or rule 14.14(d)) the same period of notice of the meeting must be given to persons entitled to receive notice of a meeting as if a new meeting were being called for the date to which the original meeting is postponed.

14.12 Technology

The Company may hold a meeting of its members at two or more venues using any technology that gives the members as a whole a reasonable opportunity to participate.

14.13 Quorum

- (a) The quorum constitutes 10% of the number of members entitled to vote (or the closest number above that percentage) present at the meeting, provided that this number is not less than seven members. Only regular members may be counted towards a quorum.
- (b) In determining whether a quorum is present, individuals attending as proxies, attorneys or body corporate representatives are counted. If an individual is attending both as a member and as a proxy, attorney or body corporate representative, the individual is counted only once.
- (c) If a quorum is not present within 30 minutes after the time for the meeting set out in the notice of meeting:
 - (i) where the meeting was called by the members or upon the requisition of members, the meeting is dissolved; or
 - (ii) in any other case, the meeting is adjourned to the date, time and place the directors specify. If the directors do not specify one or more of those things, the meeting is adjourned to:
 - (A) if the date is not specified – the same day in the next week;
 - (B) if the time is not specified – the same time; and
 - (C) if the place is not specified – the same place.
- (d) If no quorum is present at the resumed meeting within 30 minutes after the time for the meeting, the meeting is dissolved.

14.14 Chair at general meetings

- (a) The president will preside as chair at every general meeting.
- (b) The vice president will be the deputy chair who in the absence of the president at a general meeting may exercise all the powers and authorities of the chair.
- (c) Where a general meeting is held and the president or the vice president is not present within 30 minutes after the time appointed for the holding of the meeting or is unwilling to act the members present must appoint another director or if no director is present or willing to act then the members present may appoint any one of their number to be chair of the meeting.
- (d) The chair must adjourn a meeting of the Company's members if the members present with a majority of votes at the meeting agree or direct that the chair must do so.

14.15 Business at adjourned meetings

Only unfinished business is to be transacted at a meeting resumed after an adjournment.

15 Proxies and body corporate representatives

15.1 Who can appoint a proxy

A member who is entitled to attend and cast a vote at a meeting of the Company's members may appoint an individual or a body corporate as the member's proxy to attend and vote for the member at the meeting. The proxy need not be a member.

15.2 Rights of proxies

- (a) A proxy appointed to attend and vote for a member has the same rights as the member:
 - (i) to speak at the meeting;
 - (ii) to vote (but only to the extent allowed by the appointment); and
 - (iii) to join in a demand for a poll.
- (b) If a proxy is only for a single meeting it may be used at any postponement or adjournment of that meeting, unless the proxy states otherwise.
- (c) A proxy's authority to speak and vote for a member at a meeting is suspended while the member is present at the meeting.
- (d) A proxy may be revoked at any time by notice in writing to the Company.

15.3 When proxy form must be sent to all members

If the Company sends a member a proxy appointment form for a meeting or a list of persons willing to act as proxies at a meeting:

- (a) if the member requested the form or list – the Company must send the form or list to all members who ask for it and who are entitled to appoint a proxy to attend and vote at the meeting; or
- (b) otherwise – the Company must send the form or list to all its members entitled to appoint a proxy to attend and vote at the meeting.

15.4 Appointing a proxy

- (a) An appointment of a proxy is valid if it is signed or otherwise electronically authenticated (as referred to in regulation 2G.2.01 of the *Corporations Regulations 2001* and in rules 15.4(b) and 15.4(c)) by the member making the appointment and contains the following information:
 - (i) the member's name and address;
 - (ii) the Company's name;
 - (iii) the proxy's name or the name of the office held by the proxy; and
 - (iv) the meetings at which the appointment may be used.

An appointment may be a standing one.
- (b) An electronically authenticated appointment of a proxy must in addition to rule 15.8(a):
 - (i) include a method of identifying the member; and
 - (ii) include an indication of the member's approval of the information communicated.
- (c) If the electronically authenticated appointment of a proxy is done through either email or internet-based voting:
 - (i) the member must be identified by personal details such as the member's name, personal address and date of birth; and
 - (ii) the member's approval must be communicated by a form of security protection (for example, the entering of a confidential identification number such as a shareholder registration number or holder identification number).

- (d) An undated appointment is taken to have been dated on the day it is given to the Company.
- (e) An appointment may specify the way the proxy is to vote on a particular resolution. If it does:
 - (i) the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way;
 - (ii) if the proxy has two or more appointments that specify different ways to vote on the resolution – the proxy must not vote on a show of hands;
 - (iii) if the proxy is the chair – the proxy must vote on a poll, and must vote that way; and
 - (iv) if the proxy is not the chair – the proxy need not vote on a poll, but if the proxy does so, the proxy must vote that way.

If a proxy is also a member, this rule 15.4(e) does not affect the way that the person can cast any votes the person holds as a member.
- (f) An appointment does not have to be witnessed.
- (g) A later appointment revokes an earlier one if both appointments could not be validly exercised at the meeting.

15.5 Form of proxy sent out by Company

- (a) A form of proxy sent out by the Company may be in a form determined by the directors but must:
 - (i) enable the member to specify the manner in which the proxy must vote in respect of a particular resolution; and
 - (ii) leave a blank for the member to fill in the name of the person primarily appointed as proxy.
- (b) The form may provide that if the member leaves it blank as to the person primarily appointed as proxy or if the person or persons named as proxy fails or fail to attend, the chair of the meeting is appointed proxy.
- (c) Despite rule 15.5(a) an instrument appointing a proxy may be in the following form or in a form that is as similar to the following form as the circumstances allow:

IWF Australia Limited
ACN

I/We, [*name of member*] of [*address*], being a member/members of the above named company, appoint [*name of proxy*] of [*address of proxy*] or, in his or her absence [*name of proxy*] of [*address of proxy*] as my/our proxy to vote for me/us on my/our behalf at the *annual general/*general meeting of the company to be held on [*date of relevant meeting*] and at any adjournment of that meeting.

† This form is to be used *in favour of/*against the resolution.

Signed on .

* Strike out whichever is not desired.

† To be inserted if desired.

15.6 Receipt of proxy documents

- (a) For an appointment of a proxy for a meeting of the Company's members to be effective, the following documents must be received by the Company at least 48 hours before the meeting:

- (i) the proxy's appointment; and
 - (ii) if the appointment is signed or otherwise authenticated by the appointor's attorney – the authority under which the appointment was signed or authenticated or a certified copy of the authority.
- (b) If a meeting of the Company's members has been adjourned, an appointment and any authority received by the Company at least 48 hours before the resumption of the meeting are effective for the resumed part of the meeting.
- (c) The Company receives an appointment or authority:
 - (i) when it is received at any of the following:
 - (A) the Company's registered office;
 - (B) a facsimile number at the Company's registered office; or
 - (C) a place, facsimile number or electronic mail address specified for the purpose in the notice of meeting; or
 - (ii) if the notice of meeting specifies other electronic means by which a member may give the document – when the document given by those means is received by the Company and complies with rules 15.4(b) and 15.4(c).
- (d) An appointment of a proxy is ineffective if:
 - (i) the Company receives either or both the appointment or authority at a fax number or electronic address; and
 - (ii) a requirement (if any) in the notice of meeting that:
 - (A) the transmission be verified in a way specified in the notice; or
 - (B) the proxy produce the appointment and authority (if any) at the meeting;

is not complied with.

15.7 Validity of proxy vote

- (a) A proxy who is not entitled to vote on a resolution as a member may vote as a proxy for another member who can vote if the appointment specifies the way the proxy is to vote on the resolution and the proxy votes that way.
- (b) A vote cast by a proxy is valid although, before the proxy votes:
 - (i) the appointing member dies;
 - (ii) the member is mentally incapacitated;
 - (iii) the member revokes the proxy's appointment; or
 - (iv) the member revokes the authority under which the proxy was appointed by a third party;

unless the Company receives written notice of that event before the start or resumption of the meeting at which the proxy votes.

15.8 Body corporate representative

- (a) A body corporate may appoint an individual as a representative to exercise all or any of the powers the body corporate may exercise:

- (i) at meetings of the Company's members;
- (ii) at meetings of creditors or debenture holders;
- (iii) relating to resolutions to be passed without meetings; or
- (iv) in the capacity of a member's proxy appointed under rule 15.1.

The appointment may be a standing one.

- (b) The appointment may set out restrictions on the representative's powers. If the appointment is to be by reference to a position held, the appointment must identify the position.
- (c) A body corporate may appoint more than one representative but only one representative may exercise the body's powers at any one time.
- (d) Unless otherwise specified in the appointment, the representative may exercise, on the body corporate's behalf, all of the powers that the body could exercise at a meeting or in voting on a resolution.

15.9 Attorney of member

An attorney for a member may do whatever the member could do personally as a member, but if the attorney is to vote at a meeting of members or a class of members the instrument conferring the power of attorney or a certified copy of it must be produced to the Company at least 48 hours before the meeting, in the same way as the appointment of a proxy.

16 Voting at meetings of members

16.1 How vote may be exercised

- (a) Subject to rules 16.2 and 16.3 or to any rule to the contrary applying to a category of membership, at any general meeting of members, each member present has one vote on a show of hands and on a poll.
- (b) The vote may be exercised in person or by proxy, body corporate representative or attorney.

16.2 Voting disqualification

A member is not entitled to vote at a general meeting if:

- (a) the annual subscription of the member; or
- (b) in the case of a person who is a nominated representative, the annual subscription of the corporate member for which he or she is the nominated representative,

is more than one month in arrears at the date of the meeting or the postponed or adjourned meeting.

16.3 Objections to right to vote

- (a) A challenge to a right to vote at a meeting of members:
 - (i) may only be made at the meeting; and
 - (ii) must be determined by the chair, whose decision is final.
- (b) A vote not disallowed following the challenge is valid for all purposes.

16.4 How voting is carried out

- (a) A resolution put to the vote at a meeting of the Company's members must be decided on a show of hands unless a poll is demanded.

- (b) On a show of hands, a declaration by the chair is conclusive evidence of the result. Neither the chair nor the minutes need to state the number or proportion of the votes recorded in favour or against.
- (c) Unless otherwise required by this constitution or the Act, all resolutions of the Company are ordinary resolutions which are resolutions passed by more than 50% of the votes cast by members entitled to vote on the resolutions.
- (d) The chair has a casting vote in addition to any vote in his or her capacity as a member.

16.5 Matters on which a poll may be demanded

- (a) A poll may be demanded on any resolution.
- (b) A demand for a poll may be withdrawn.

16.6 When a poll is effectively demanded

- (a) At a meeting of the Company's members, a poll may be demanded by:
 - (i) at least three members entitled to vote on the resolution; or
 - (ii) the chair.
- (b) The poll may be demanded:
 - (i) before a vote is taken;
 - (ii) before the voting results on a show of hands are declared; or
 - (iii) immediately after the voting results on a show of hands are declared.

16.7 When and how polls must be taken

- (a) A poll demanded on a matter other than the election of a chair or the question of an adjournment must be taken when and in the manner the chair directs.
- (b) A poll on the election of a chair or on the question of an adjournment must be taken immediately.
- (c) The demand for a poll does not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.
- (d) The result of the poll is the resolution of the meeting at which the poll was demanded.

17 Annual general meeting

17.1 Business of an annual general meeting

- (a) The business of an annual general meeting may include any of the following, even if not referred to in the notice of meeting:
 - (i) the consideration of the annual financial report, directors' report and auditor's report;
 - (ii) the election of directors; and
 - (iii) the appointment of the auditor.

All other business transacted at an annual general meeting and all business transacted at any other general meeting is special business.

- (b) The business of the annual general meeting also includes any other business which under this constitution or the Act ought to be transacted at an annual general meeting.
- (c) The chair of the annual general meeting must allow a reasonable opportunity for the members as a whole at the meeting to ask questions about or make comments on the management of the Company.
- (d) If the Company's auditor or the auditor's representative is at the meeting, the chair of an annual general meeting must allow a reasonable opportunity for the members as a whole at the meeting to ask the auditor or that representative questions relevant to the conduct of the audit and the preparation and content of the auditor's report.

17.2 Resolutions proposed by members

A member may not at any meeting move any resolution relating to special business unless:

- (a) members with at least 5% of the votes that may be cast on the resolution have given the Company notice of the resolution or the requirements of section 249N of the Act have otherwise been satisfied, and two months' notice has elapsed since the notice was given; or
- (b) the resolution has previously been approved by the directors.

18 Minutes

- (a) The directors must keep minute books in which they record within one month:
 - (i) proceedings and resolutions of the Company's members;
 - (ii) proceedings and resolutions of directors' meetings (including meetings of a committee of directors);
 - (iii) resolutions passed by members without a meeting; and
 - (iv) resolutions passed by directors without a meeting.
- (b) The directors must ensure that minutes of a meeting are signed within a reasonable time after the meeting by one of the following:
 - (i) the chair of the meeting; or
 - (ii) the chair of the next meeting.
- (c) The directors must ensure that minutes of the passing of a resolution without a meeting are signed by a director within a reasonable time after the resolution is passed.
- (d) Without limiting rule 18(a) the directors must record in the minute books:
 - (i) all appointments of officers and executive employees;
 - (ii) the names of the directors present at all meetings of directors and the Company;
 - (iii) in the case of a technology meeting the nature of the technology; and
 - (iv) all other matters required by the Act to be recorded in the minute books, including each notice and standing notice given by a director of a material personal interest.

19 Auditor

The company must appoint a registered company auditor if required by law or otherwise determined by the board, whose duties will be regulated in accordance with the Act.

20 Execution of documents

20.1 Common seal

The Company may, but need not, have a common seal.

20.2 Use of common seal

- (a) If the Company has a common seal the directors must provide for its safe custody.
- (b) The common seal may not be fixed to any document except by the authority of a resolution of the directors or of a committee duly authorised by the directors.
- (c) The Company executes a document with its common seal if the fixing of the seal is witnessed by:
 - (i) 2 directors of the Company; or
 - (ii) a director and a company secretary of the Company.

20.3 Execution of documents without common seal

The Company may execute a document without using a common seal if the document is signed by:

- (a) 2 directors of the Company; or
- (b) a director and a company secretary of the Company.

20.4 Execution of document as a deed

The Company may execute a document as a deed if the document is expressed to be executed as a deed and is executed in accordance with rule 20.2 or rule 20.3.

20.5 Execution – general

- (a) The same person may not sign in the dual capacities of director and secretary.
- (b) A director may sign any document as director, with or without the common seal, although the document relates to a contract, arrangement, dealing or other transaction in which he or she is interested and his or her signature complies with the requirements of this constitution as to execution despite his or her interest.
- (c) Rules 20.2 and 20.3 do not limit the ways in which the directors may authorise documents (including deeds) to be executed on behalf of the Company.

21 Amendment

This constitution may only be amended in accordance with the Act.

22 Signing

The persons whose names are written below agree to this constitution, including the guarantee in rule 1.8, and to be members of the Company.

[SIGNATURE BLOCKS DELETED IN CONSOLIDATED VERSION]