



# **Constitution**

**Family of League Foundation Limited**

**A Company Limited by Guarantee**

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## Preliminary

### 1 Definitions

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In this Constitution, unless the subject or context indicates a contrary intention, the following words and expressions shall have the meanings set out opposite them:

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

**Allocated Membership Status** means a Membership Status that a Member has been allocated in accordance with Article 9;

**Annual General Meeting** has the meaning given to that term in the Corporations Act;

**Articles** means these Articles of this Constitution and all supplementary, substituted or amending Articles for the time being in force;

**ASIC** means the Australian Securities and Investment Commission;

**Attending Director** means, in relation to a meeting of Members, a Director present at the place of the meeting in person or by electronic means;

**Board** means the Directors of the Company from time to time;

**Board Skills Matrix** means the board skills matrix described in Article 39;

**Business Day** means a day except a Saturday, Sunday or public holiday in the State or Territory in which the Company is taken to be registered for the purposes of the Corporations Act;

**Charter** means the Board of Directors Charter for the Company as amended from time to time;

**Chief Executive** means the chief executive officer of the Company from time to time, appointed by the Board in accordance with Article 40;

**Class B Member** means a Member of the Company admitted or designated under Article 10(b);

**Class A Member** means a Member of the Company admitted or designated under Article 9 or 10, other than a Class B Member;

**Committee** means a committee formed under Articles 35(d), 54 or 55;

**Company** means the Family of League Foundation Limited (ABN 59 101 875 398);

**Constitution** means this Constitution;

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

**Deputy Chairperson** means the Director elected to hold the position of deputy chairperson from time to time pursuant to Article 50;

**Director** means a person who is, for the time being, a director of the Company;

**Legal Costs** of a person means legal costs calculated on a solicitor-and-client basis incurred by that person in defending or resisting any proceedings (whether criminal, civil, administrative or judicial), appearing before or responding to actions taken by any court, tribunal, government authority or agency, other body or commission, a liquidator, an administrator, a trustee in bankruptcy or other authorised official, where that proceeding, appearance or response relates to a Liability of that person;

**Liability** of a person means any liability including negligence (except a liability for legal costs) incurred by that person in or arising out of the discharge of duties as an officer of the Company or in or arising out of the conduct of the business of the Company, including as a result of appointment or nomination by the Company or a subsidiary as a trustee or as a director, officer or employee of another body corporate;

**Member** means a person whose name is entered in the Register as a member of the Company;

**Membership Status** has the meaning given to that term in Article 9(a);

**National Chairperson** means the Director elected to hold the position of national chairperson from time to time pursuant to Article 49;

**Necessitous Circumstances** describe a person whose financial resources are insufficient to enable him/her to obtain all that is necessary, not only for a bare existence, but for a modest standard of living in the Australian community;

**Notice** means a notice given pursuant to, or for the purposes of, this Constitution or the Corporations Act;

**Objects** means the objects of the Company as set out in Article 6;

**Office** means the registered office for the time being of the Company;

**Officer** has the meaning given to it in section 9 of the Corporations Act;

**Property** means real or personal, tangible or intangible, movable or immovable property of any description and location, including cash, choses in action, policies of any type, shares and any legal or beneficial, right, title or interest in any such property;

**Public Company** has the meaning given to it in section 9 of the Corporations Act;

**Register** means the register of Members kept pursuant to the Corporations Act and, where appropriate, includes any branch register;

**Relevant Officer** means a person who is, or has been, a Director or Secretary;

**Secretary** means a person(s) appointed as, or to perform the duties of, company secretary of the Company from time to time;

**State** means the State or Territory of registration of the Company; and

**Tax Acts** means each of the *Income Tax Assessment Act 1936* (Cth), the *Income Tax Assessment Act 1997* (Cth), as applicable, and where appropriate includes the *Taxation Administration Act 1953* (Cth), other applicable imposition and collection legislation, and all subordinate legislation in relation to those Acts or that legislation.

## 2 Interpretation

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Headings are for convenience only and do not affect interpretation. Unless the context indicates a contrary intention, in this Constitution:

- (a) a word importing the singular includes the plural (and vice versa);
- (b) a word indicating a gender includes every other gender;
- (c) if a word or phrase is given a defined meaning, any other part of speech or grammatical form of that word or phrase has a corresponding meaning;
- (d) the word 'includes' in any form is not a word of limitation;

- (e) a reference to something being 'written' or 'in writing' includes that thing being represented or reproduced in any mode in a visible form;
- (f) a notice or document required by this Constitution to be signed may be authenticated by any other manner permitted by the Corporations Act or any other law; and
- (g) a reference to a statute includes its delegated legislation and a reference to a statute or delegated legislation or a provision of either includes consolidations, amendments, re-enactments and replacements.

### **3 Application of Corporations Act**

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- (a) Unless the context indicates a contrary intention, in this Constitution:
  - (i) a reference to the Corporations Act is to the Corporations Act in force in relation to the Company after taking into account any waiver, modification or exemption which is in force either generally or in relation to the Company; and
  - (ii) a word or phrase given a meaning in the Corporations Act has the same meaning in this Constitution where it relates to the same matters as the matters for which it is defined in the Corporations Act, unless that word or phrase is otherwise defined in this Constitution.
- (b) The replaceable rules in the Corporations Act do not apply to the Company.

### **4 Enforcement**

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- (a) Each Member submits to the non-exclusive jurisdiction of the Federal Court of Australia and the courts competent to determine appeals from those courts with respect to any proceedings that may be brought at any time relating to this Constitution.
- (b) If at any time any provision of this Constitution is or becomes illegal, invalid or unenforceable in any respect pursuant to the law of any jurisdiction, then that does not affect or impair:
  - (i) the legality, validity or enforceability in that jurisdiction of any other provision of this Constitution; or
  - (ii) the legality, validity or enforceability pursuant to the law of any other jurisdiction of that or any other provision of this Constitution.

### **Charitable purpose and objects**

### **5 Type of company**

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The Company is a not-for-profit public company limited by guarantee which is established to be, and to continue as, a charity.

### **6 Objects of the Company**

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The objects for which the Company is established are to provide relief of poverty or distress (destitution, suffering, misfortune, helplessness and Necessitous Circumstances) to men, women and children in the rugby league community (including but not limited to current and former administrators, players, volunteers, coaches, referees and their families).

## Income and property

### 7 Application of income and property

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- (a) Subject to Articles 7(b) and 7(c), the Company must apply the profits (if any) or other income and property of the Company solely towards the promotion of the Objects and no portion of it may be paid or transferred, directly or indirectly, to any Member whether by way of dividend, distribution, bonus or otherwise.
- (b) Nothing in Article 7(a) prevents the Company making any payment in good faith for or in respect of:
  - (i) reasonable and proper remuneration to any Member for any services actually rendered or goods supplied to the Company in the ordinary and usual course of business of the Company;
  - (ii) out-of-pocket expenses incurred by a Member on behalf of the Company where the amount payable does not exceed an amount previously approved by the Board;
  - (iii) reasonable and proper rent or fees to a Member for premises leased or licensed by any Member to the Company;
  - (iv) fees to any Member, being a solicitor, accountant or other person engaged in any profession, for all usual professional or other charges for work done by that person or that person's firm or employer, where the provision of the service has the prior approval of the Board and the amount payable is approved by the Board and is not more than an amount which would be a commercially reasonable payment for the service;
  - (v) making a payment to a Member in carrying out the Company's charitable purpose(s).
- (c) The Company must not pay fees to or on behalf of Directors or a Secretary but the Company may make payments to a Director or Secretary in good faith for or in respect of:
  - (i) out-of-pocket expenses reasonably incurred by a Director or Secretary in the performance of any duty as a director or secretary of the Company where that payment or reimbursement has been approved by the Board;
  - (ii) fee to any Director or Secretary, being a solicitor, accountant or other person engaged in any profession, for all usual professional or other charges for work done by that person or that person's firm or employer, where the provision of the service has the prior approval of the Board and the amount payable is approved by the Board and is not more than an amount which would be a commercially reasonable payment for the service;
  - (iii) any salary or wage due to the Director or Secretary as an employee of the Company where the terms of employment have been approved by the Board;
  - (iv) any insurance premium in respect of a contract insuring a Director or Secretary for a liability incurred as an officer of the Company where the Board has approved the payment of the premium; or
  - (v) any payment pursuant to Article 42(a), 42(c) or 42(d) or a payment pursuant to any agreement or deed referred to in Article 42(e).

## Liability of Members

### 8 Extent of liability

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Each Member undertakes to contribute an amount not exceeding \$10 to the property of the Company if the Company is wound up at a time when that person is a Member, or within one year of the time that person ceased to be a Member, for:

- (a) payment of the Company's debts and liabilities contracted before that person ceased to be a Member;
- (b) payment of the costs, charges and expenses of winding up the Company; and
- (c) adjustment of the rights of the contributories among themselves.

## Membership

### 9 Membership Status

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- (a) Subject to this Constitution, the Board may, in its absolute discretion, approve any person becoming a Member and may designate any new or existing Member as any type or classification of Member as the Board may determine from time to time (each classification being a 'Membership Status').
- (b) Subject to the Corporations Act and this Constitution, the Board may:
  - (i) determine and/or vary the criteria, conditions, rights and/or entitlements relating to any Membership Status from time to time; and/or
  - (ii) vary the Allocated Membership Status of any one or more Members from time to time, by giving written notice to the relevant Members.
- (c) To the maximum extent permitted by law, the Board may vary the criteria, conditions, rights and/or entitlements relating to a Membership Status or vary the Allocated Membership Status of any one or more Members in accordance with this Article 9, including for the avoidance of doubt where such variation is taken to vary the rights or privileges attached to a class of Member (subject to the Corporations Act).
- (d) Failure by the Company to comply with any notice requirement in Article 9(b)(ii) above does not invalidate the decision regarding any variation of Allocated Membership Status.

### 10 Classes of Members

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- (a) The membership of the Company shall be divided into two classes, namely Class A Members and Class B Members.
- (b) Only a Director is eligible to be designated as a Class B Member.
- (c) If a Member becomes a Director, then that Member is automatically designated as a Class B Member and automatically ceases to be designated as a Class A Member, unless the Board in its absolute discretion determines otherwise.
- (d) If a Class B Member ceases to be a Director of the Company, then that Member is automatically designated as a Class A Member and automatically ceases to be designated as a Class B Member.
- (e) All Members other than Class B Members shall be Class A Members.



- (f) Class B Members have the right to attend and to vote at all General Meetings on all resolutions.
- (g) Class A Members do not have any right or entitlement to attend or vote at General Meetings or to receive or have notice of any General Meeting.

## **11 Applications**

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- (a) Subject to this Constitution, any person is eligible to apply to become a Member.
- (b) Subject to Article 11(c), each applicant to become a Member must deliver to the Company an application in the form and manner which the Board determines and pay any fee which the Board determines.
- (c) An applicant to become a Member is not required to sign an application that is delivered to an electronic address (if any) nominated by the Company.

## **12 Board to determine applications**

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- (a) The Board may determine in its absolute discretion whether an applicant may become a Member. The Board is not required to give any reason for the rejection of any application to become a Member.
- (b) If an application to become a Member is accepted by the Board, the Company must give written notice of the acceptance to the applicant and enter the applicant's name in the Register.
- (c) If an application to become a Member is rejected by the Board, the Company must give written notice of the rejection to the applicant and refund in full the fee (if any) paid by the applicant.
- (d) Failure by the Company to comply with any notice requirement in Article 12(b) or 12(c) above does not invalidate the decision regarding an application.

## **13 No transfers**

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The rights of being a Member are not transferable whether by operation of law or otherwise.

## **Cessation of Membership**

### **14 Resignation of a Member**

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- (a) A Member may at any time resign as a member of the Company by giving the Company notice in writing. Unless the notice provides otherwise, a resignation by a Member takes effect immediately on the giving of that notice to the Company.
- (b) If a Member resigns, the Company must remove the Member's name from the Register.

### **15 Expulsion of a Member**

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- (a) Subject to Article 15(b), if:
  - (i) a Member is in breach of a provision of this Constitution;

- (ii) a Member has not paid to the Company any Fee that has accrued due to late payment of that Fee in accordance with Articles 20 and 21 within 30 days after the due date for payment; or
- (iii) any act or omission of a Member is, in the opinion of the Board unbecoming of a Member, or prejudicial to the interests or reputation of the Company,

the Company may expel the Member by a resolution of the Board where not less than two thirds of the Board vote in favour of the removal of the Member's name from the Register.

- (b) The Company must not expel a Member pursuant to Article 15(a) unless:
  - (i) at least 21 days' notice has been given to the Member stating the date, time and place at which the question of expulsion of that Member is to be considered by the Board, and the nature of the alleged event giving rise to the expulsion; and
  - (ii) the affected Member is given the opportunity of explaining to the Board, orally or in writing, why the Member should not be expelled.

## **16 Other cessation events**

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If a Member:

- (a) being an individual, dies or becomes bankrupt, becomes of unsound mind or becomes a person whose property is liable to be dealt with pursuant to a law relating to mental health; or
- (b) being a body corporate, is deregistered pursuant to the laws of the jurisdiction in which the Member is incorporated,

then that Member ceases to be a member of the Company and the Company shall remove that Member's name from the Register.

## **17 Effect of cessation**

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- (a) A person who ceases to be a Member remains liable to pay, and must immediately pay, to the Company all amounts that at the date of cessation were payable by the person to the Company as a Member; and
- (b) The Company may by resolution of the Board waive any or all of its rights pursuant to this Article 17.

## **Fees and other payments**

### **18 Setting of Fees**

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- (a) Subject to the Corporations Act and the terms of membership of a Member or class of Members, the Company may by resolution of the Board require the payment of Fees by Members of any amount, on any terms and at any times as the Board resolves.
- (b) Without limiting Article 18(a), the Board may determine the amount of Fees payable by a Member or any particular Membership Status from time to time.
- (c) The Company may when admitting any Member make Fees payable for one or more Members for different amounts and at different times as the Board resolves.

- (d) The Company may by resolution of the Board revoke or postpone a Fee or extend the time for payment of a Fee, at any time prior to the date on which payment of that Fee is due.

## **19 Notice of Fees**

---

- (a) The Company must give written notice of Fees to the Members who are required to pay the Fees at least 30 days before the due date for payment. The notice must specify the amount of the Fee, the time or times and place of payment and any other information as the Board resolves.
- (b) The non-receipt of a notice of a Fee by, or the accidental omission to give notice of a Fee to, any Member does not invalidate the Fee.

## **20 Payment of Fees**

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- (a) Each Member must pay to the Company the amount of each Fee payable by the Member in the manner, at the time and at the place specified in the notice of the Fee.
- (b) If the terms of membership of a Member or class of Members require an amount to be paid as a fee or levy on a fixed date, that Member or each Member in that class of Members (as applicable) must pay that amount to the Company at that time and that amount is treated for the purposes of this Constitution as if a Fee for that amount had been properly determined by the Board of which appropriate notice has been given.
- (c) In a proceeding to recover a Fee, or an amount payable due to the failure to pay or late payment of a Fee, proof that:
  - (i) the name of the person is entered in the Register as a Member;
  - (ii) the person is a Member or in the class of Members liable to pay the Fee; and
  - (iii) notice of the Fee was given or taken to be given to the person in accordance with this Constitution,is conclusive evidence of the obligation of that person to pay the Fee.

## **General Meetings of Members**

### **21 Annual general meeting**

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- (a) Annual general meetings of the Company are to be held in accordance with the Corporations Act.
- (b) The business of an annual general meeting shall include:
  - (i) the consideration of the annual financial report, directors' report and (if required), the auditors' report;
  - (ii) the election of directors (if any);
  - (iii) the appointment of the auditor (if required); and
  - (iv) the fixing of the auditor's remuneration.

## **22 Convening general meetings**

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- (a) Subject to Article 22(b), the Directors may convene a general meeting to be held at the time and place and in the manner that the Board resolves, subject to the requirements of the Corporations Act.
- (b) No Director may call or arrange to hold a general meeting except where permitted by the Corporations Act.

## **23 Notice of meetings of Members**

---

- (a) Notice of a meeting of Members and any proxy form for the meeting may be given in the form and in the manner in which the Board resolves, subject to and in accordance with any requirements of the Corporations Act.
- (b) Subject to the Corporations Act, anything done (including the passing of a resolution) at a meeting of Members is not invalid because either or both a person does not receive notice of the meeting or a proxy form, or the Company accidentally does not give notice of the meeting or a proxy form to a person.

## **24 Quorum**

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- (a) Unless a quorum for a meeting of Members is present (in person, by electronic means or by proxy) at the time when the meeting commences, no business may be transacted at a meeting of Members except, subject to Article 25, the election of the chairperson of the meeting.
- (b) A quorum for a meeting of Members is 3 Members entitled to vote on a resolution at that meeting or if only a lesser number of Members is entitled to vote at that meeting, then that lesser number of Members. Each Member present may only be counted once towards a quorum.
- (c) If a quorum is not present within 30 minutes after the time appointed for the commencement of a meeting of Members, the meeting shall be dissolved unless the chairperson adjourns the meeting to a date, time and place determined by that chairperson or the Attending Directors (as applicable).
- (d) If a quorum is not present within 30 minutes after the time appointed for the commencement of an adjourned meeting of Members, the meeting shall be dissolved.

## **25 National Chairperson to chair meetings of Members**

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- (a) Subject to Articles 25(b) and 25(c), the National Chairperson must chair each meeting of Members.
- (b) If at a meeting of Members:
  - (i) there is no National Chairperson;
  - (ii) the National Chairperson is not present within 15 minutes after the time appointed for the commencement of a meeting of Members; or
  - (iii) the National Chairperson is not willing to chair all or part of the meeting ,  
the Deputy Chairperson will chair the meeting, unless:
    - (i) there is no Deputy Chairperson;

- (ii) the Deputy Chairperson is not present within 15 minutes after the time appointed for the commencement of a meeting of Members; or
  - (iii) the Deputy Chairperson is not willing to chair all or part of the meeting,
- in which case the Directors who are or will be present at the meeting may (by majority vote) elect one of their number to chair that meeting.
- (c) The National Chairperson (or the Deputy Chairperson or other chairperson of a meeting of Members) may, for any item of business at that meeting or for any part of that meeting, vacate the chair in favour of another person nominated by him or her (Acting Chair). Where an instrument of proxy appoints the National Chairperson as proxy for part of proceedings for which an Acting Chair has been nominated, the instrument of proxy is taken to be in favour of the Acting Chair for the relevant part of the proceedings.

## **26 Conduct of meetings of Members**

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- (a) Subject to the Corporations Act, the chairperson of a meeting of Members is responsible for the general conduct of that meeting and for the procedures to be adopted at that meeting.
- (b) The chairperson of a meeting of Members may:
  - (i) make rulings without putting the question (or any question) to the vote if that action is required to ensure the orderly conduct of the meeting;
  - (ii) determine the procedures to be adopted for proper and orderly discussion or debate at the meeting, and the casting or recording of votes at the meeting;
  - (iii) determine any dispute concerning the admission, validity or rejection of a vote at the meeting;
  - (iv) subject to the Corporations Act, at any time terminate discussion or debate on any matter being considered at the meeting and require that matter be put to a vote;
  - (v) refuse to allow debate or discussion on any matter which is not business referred to in the notice of that meeting or is not business of the meeting permitted pursuant to the Corporations Act without being referred to in the notice of meeting;
  - (vi) refuse any person admission to, or require a person to leave and remain out of, the meeting if that person:
    - (A) in the opinion of the chairperson, is not complying with the reasonable directions of the chairperson;
    - (B) if that person engages in any conduct which the chairperson reasonably believes to be inappropriate; or
    - (C) is not entitled pursuant to the Corporations Act or this Constitution to attend the meeting; and/or
  - (vii) delegate any power conferred by this Article 26 to any person.
- (c) Nothing contained in this Article 26 limits the powers conferred by law on the chairperson of a meeting of Members.

## **27 Attendance at meeting of Members**

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- (a) Subject to this Constitution a Member who is entitled to attend and cast a vote at a meeting of Members may attend and vote in person, by electronic means or by proxy.
- (b) The chairperson of a meeting of Members may require a person acting as a proxy at that meeting to establish to the chairperson's satisfaction that the person is the person who is duly appointed to act. If the person fails to satisfy this requirement, the chairperson may exclude the person from attending or voting at the meeting.
- (c) A person requested by the Board to attend a meeting of Members is, regardless of whether that person is a Member or not, entitled to attend that meeting and, at the request of the chairperson is entitled to speak at that meeting.

## **28 Proxies**

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- (a) A Member who is entitled to attend and vote at a meeting of Members may appoint a person as proxy to attend and vote for the Member in accordance with the Corporations Act but not otherwise.
- (b) A proxy appointed in accordance with the Corporations Act to attend and vote may only exercise the rights of the Member on the basis and subject to the restrictions provided in the Corporations Act.
- (c) A form of appointment of proxy is valid if it is in accordance with the Corporations Act or in any other form (including electronic) which the Board may determine or accept.
- (d) If the name of the proxy in a proxy appointment of a Member is not filled in, the proxy of that Member is:
  - (i) the person specified by the Company in the form of proxy in the case that Member does not choose; or
  - (ii) if no person is so specified, the chairperson of that meeting.

## **29 Receipt of appointments as proxies**

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- (a) An appointment of a proxy for a meeting of Members is effective only if the Company receives the appointment (and any authority pursuant to which the appointment was signed or a certified copy of the authority) not less than 48 hours before the time appointed for the commencement of the meeting or, in the case of an adjourned meeting, resumption of the meeting.
- (b) Where a notice of meeting specifies an electronic address or other electronic means by which a Member may give the Company a proxy appointment, a proxy given at that electronic address or by that other electronic means is taken to have been given by the Member and received by the Company if the requirements set out in the notice of meeting are complied with.

## **30 Authority of persons attending a meeting of Members**

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- (a) Unless otherwise provided in the document or resolution appointing a person as proxy, the person so appointed has the same rights to speak or act generally at a meeting of Members to which the appointment relates, as the appointing Member would have had if that Member was present at the meeting.
- (b) Unless otherwise provided in the document or resolution (if applicable) appointing a person as proxy, the appointment is taken to confer authority to:

- (i) vote on any amendment moved to a proposed resolution and on any motion that a proposed resolution not be put or any similar motion; and
- (ii) vote on any procedural motion, including any motion to elect the chairperson of the meeting of Members to which the appointment relates, to vacate the chair or to adjourn the meeting,

even though the appointment may refer to specific resolutions and may direct the proxy how to vote on particular resolutions.

- (c) Unless otherwise provided in the document or resolution appointing a person as proxy, the appointment is taken to confer authority to attend and vote at a meeting which is rescheduled, postponed or adjourned to another time or changed to another place, even though the appointment may refer to a specific meeting to be held at a specified time or place.

### **31 Voting at a meeting of Members**

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- (a) A resolution put to the vote at a meeting of Members must be decided on a show of hands.
- (b) Subject to this Constitution each Member or proxy having the right to vote on the resolution has one vote.
- (c) An objection to a right to vote at a meeting of Members or to a determination to allow or disregard a vote at the meeting may only be made at that meeting (or any resumed meeting if that meeting is adjourned). Any objection pursuant to this Article 31(c) must be decided by the chairperson of the meeting of Members, whose decision, made in good faith, is final and conclusive.
- (d) Except where a resolution at a meeting of Members requires a special majority pursuant to the Corporations Act, the resolution is passed if more votes are cast by Members entitled to vote in favour on the resolution than against it.
- (e) In the case of an equality of votes on a resolution at a meeting of Members, the chairperson of that meeting shall have a casting vote on that resolution in addition to any vote(s) he or she may be entitled to in his or her capacity as a Member or proxy.

### **32 Voting by proxies**

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- (a) The validity of any resolution passed at a meeting of Members is not affected by the failure of any proxy to vote in accordance with directions (if any) of the appointing Member.
- (b) If a proxy of a Member purports to vote in a way or circumstances that contravene the Corporations Act, on a show of hands the vote of that proxy is invalid and the Company must not count it.
- (c) Subject to this Constitution and the Corporations Act, a vote cast at a meeting of Members by a person appointed by a Member as a proxy is valid despite the revocation of the appointment (or the authority pursuant to which the appointment was executed), if no notice in writing of that matter has been received by the Company before the time appointed for the commencement of that meeting.

### **33 Adjournments**

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- (a) The chairperson of a meeting of Members may at any time during the meeting adjourn the meeting or any business, motion, question or resolution being considered or remaining to be considered at the meeting or any discussion or debate, either to a

later time at the same meeting or to an adjourned meeting to be held at the time and place determined by the chairperson.

- (b) If the chairperson of a meeting of Members exercises the right to adjourn that meeting pursuant to Article 33(a), the chairman may (but is not obliged to) obtain the approval of attending Members to the adjournment.
- (c) No person other than the chairperson of a meeting of Members may adjourn that meeting.
- (d) The Company may give such notice of a meeting of Members resumed from an adjourned meeting as the Board resolves. Failure to give notice of an adjournment of a meeting of Members or the failure to receive any notice of the meeting does not invalidate the adjournment or anything done (including the passing of a resolution) at a resumed meeting.
- (e) Only business left unfinished is to be transacted at a meeting of Members which is resumed after an adjournment.

### **34 Cancellations and postponements**

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- (a) Subject to the Corporations Act, the Company may by resolution of the Board cancel or postpone a meeting of Members or change the place for the meeting, prior to the date on which the meeting is to be held.
- (b) Article 34(a) does not apply to a meeting called in accordance with the Corporations Act by Directors or by the Board on the request of Members, unless those Members consent to the cancellation or postponement of the meeting.
- (c) The Company may give notice of a cancellation or postponement or change of place of a meeting of Members as the Board resolves. Failure to give notice of a cancellation or postponement or change of place of a meeting of Members or the failure to receive any notice of the meeting does not invalidate the cancellation, postponement or change of place of a meeting or anything done (including the passing of a resolution) at a postponed meeting or the meeting at the new place.
- (d) The only business generally that may be transacted at a meeting of Members, the holding of which is postponed, is the business specified in the original notice calling the meeting.

## **Directors**

### **35 Appointment of Directors**

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- (a) The number of Directors must not be less than 5 nor more than 9.
- (b) A Director is not entitled to appoint a person as his or her alternate.
- (c) Subject to this Article 35 and Articles 36 and 37 and the Corporations Act, the Company may by resolution:
  - (i) appoint new Directors;
  - (ii) increase or reduce the maximum number of Directors;
  - (iii) remove any Director before the end of the Director's term of office; and
  - (iv) appoint another person in place of a Director who has been removed from office and the replacement Director shall hold office for the term for which the



Director who has been replaced would have held office if that Director had not been replaced.

- (d) The Board shall appoint a Committee or nominate an existing Board Committee to act as a Nominations Committee when considering applications for the appointment of Directors.
- (e) The Nominations Committee must, when considering applications, consider:
  - (i) the qualifications of applicants with respect to the Board Skills Matrix to be adopted in accordance with Article 39;
  - (ii) increasing diversity and gender balance on the Board to better represent the Company's constituency.

### **36 Retirement of Directors**

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- (a) Subject to Article 37, each Director elected by resolution shall:
  - (i) hold office for a maximum of three terms of three years' duration commencing on the date on which such Director is elected and expiring at the end of the Annual General Meeting of the Company in the ninth year following that Director's last election; and
  - (ii) on the expiry of each three-year term, retire as a Director and be eligible for re-election for a further term of 3 years unless that Director has already been re-elected twice as a Director pursuant to this Article 36(a)(ii) previously.
- (b) Subject to Article 37 a Director appointed by a resolution of the Board shall hold office for a term commencing on the date of such appointment but must retire at the next Annual General Meeting occurring after the appointment and is eligible for re-election at that meeting.

### **37 Termination of office**

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Subject to the Corporations Act, a person ceases to be a Director if the person:

- (a) fails to attend 3 consecutive Board meetings without the consent of the Board;
- (b) resigns by notice in writing to the Company;
- (c) retires pursuant to Article 36 and is not re-elected;
- (d) is removed from office pursuant to the Corporations Act;
- (e) becomes an insolvent under administration;
- (f) becomes of unsound mind or a person whose property is liable to be dealt with pursuant to a law about mental health; or
- (g) is not permitted to be a director, or to manage a corporation, pursuant to the Corporations Act or the ACNC Act.

### **38 Interests of Directors**

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- (a) A Director is not disqualified by reason only of being a Director (or the fiduciary obligations arising from that office) from:

- (i) holding an office or place of profit or employment in any other company, body corporate, trust or entity promoted by the Company or in which it has an interest;
  - (ii) being a member, creditor or otherwise be interested in any body corporate (including the Company), partnership or entity, except auditor of the Company;
  - (iii) entering into any agreement or arrangement with the Company; or
  - (iv) acting in a professional capacity (or being a member of a firm which acts in a professional capacity) for the Company, except as auditor of the Company.
- (b) Each Director must comply with the relevant provisions of the ACNC Act (including the Governance Standards) and the Corporations Act in relation to the disclosure of the Director's interests.
- (c) A Director who has a material personal interest in a matter that is being considered at a Board meeting must not be present while the matter is being considered at the meeting nor vote on the matter, except where permitted by the Corporations Act.
- (d) If a Director has an interest in a matter, then subject to Article 38(b), Article 38(c) and this Constitution:
- (i) that Director may be counted in a quorum at the Board meeting that considers matters that relate to the interest provided that Director is entitled to vote on at least one of the resolutions to be proposed at that Board meeting;
  - (ii) that Director may participate in and vote on matters that relate to the interest;
  - (iii) the Company may proceed with any transaction that relates to the interest and the Director may participate in the execution of any relevant document by or on behalf of the Company; and
  - (iv) the Director may retain the benefits pursuant to any transaction that relates to the interest even though the Director has the interest; and the Company cannot avoid any transaction that relates to the interest merely because of the existence of the interest.

### **39 Board Skills Matrix**

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The Board will from time to time prepare and adopt a Board Skills Matrix which will set out the skills, background or experience that are considered necessary for the operation of the Board, given the objects of the Company.

## **Officers**

### **40 Chief Executive**

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- (a) The Board may appoint a Chief Executive, for any period and on any terms (including, subject to Article 7, as to remuneration) as the Board resolves.
- (b) Subject to any agreement between the Company and the Chief Executive, the Board may vary or terminate the appointment of a Chief Executive at any time, with or without cause.
- (c) The Board may delegate any of its powers to a Chief Executive for any period and on any terms (including the power to further delegate) as the Board resolves. The Board may revoke or vary any power delegated to a Chief Executive.

- (d) A Chief Executive must exercise the powers delegated to him or her in accordance with any directions of the Board.
- (e) If the position of Chief Executive is at any time not filled (whether by vacancy, termination or resignation), a Director chosen by a majority resolution of the Board will assume the role of Chief Executive until such time as a replacement Chief Executive is appointed.

## **41 Secretary**

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The Board may appoint one or more Secretaries, for any period and on any terms (including, subject to Article 7, as to remuneration) as the Board resolves. Subject to any agreement between the Company and the Secretary, the Board may vary or terminate the appointment of a Secretary at any time, with or without cause.

## **42 Indemnity and insurance**

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- (a) To the extent permitted by law, the Company may indemnify each Relevant Officer against a Liability of that person and the Legal Costs of that person.
- (b) The indemnity pursuant to Article 42(a):
  - (i) is enforceable without the Relevant Officer having first to incur any expense or make any payment;
  - (ii) is a continuing obligation and is enforceable by the Relevant Officer even though the Relevant Officer may have ceased to be an officer of the Company; and
  - (iii) applies to Liabilities and Legal Costs incurred both before and after this Article became effective.
- (c) To the extent permitted by law, the Company may make a payment (whether by way of advance, loan or otherwise) to a Relevant Officer in respect of Legal Costs of that person.
- (d) To the extent permitted by law, the Company may:
  - (i) enter into, or agree to enter into; or
  - (ii) pay, or agree to pay, a premium for, a contract insuring a Relevant Officer against a Liability of that person and the Legal Costs of that person.
- (e) To the extent permitted by law, the Company may enter into an agreement or deed with a Relevant Officer or a person who is, or has been, an officer of the Company or a subsidiary of the Company, pursuant to which the Company must do all or any of the following:
  - (i) keep books of the Company and allow either or both that person and that person's advisers access to those books on the terms agreed;
  - (ii) indemnify that person against any Liability and Legal Costs of that person;
  - (iii) make a payment (whether by way of advance, loan or otherwise) to that person in respect of Legal Costs of that person; and
  - (iv) keep that person insured in respect of any act or omission by that person while a Relevant Officer or an officer of the Company or a subsidiary of the Company, on the terms agreed (including as to payment of all or part of the premium for the contract of insurance).

## Powers of the Board

### 43 General powers

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- (a) The Board has the power to manage the business of the Company and may exercise to the exclusion of the Company in general meeting all powers of the Company which are not, by the law or this Constitution, required to be exercised by the Company in general meeting.
- (b) A power of the Board can only be exercised by a resolution passed at a meeting of the Board in accordance with Article 51, a resolution passed by signing a document in accordance with Article 47, or in accordance with a delegation of the power pursuant to Article 45. A reference in this Constitution to the Company exercising a power by a resolution of the Board includes an exercise of that power in accordance with a delegation of the power pursuant to Article 51 or 45.

### 44 Execution of documents

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- (a) If the Company has a common seal, the Company may execute a document if that seal is fixed to the document and the fixing of that seal is witnessed by one Director and either another Director, a Secretary, or another person appointed by the Board for that purpose.
- (b) The Company may execute a document without a common seal if the document is signed by one Director and either another Director, a Secretary, or another person appointed by the Board for that purpose.
- (c) The Board may determine the manner in which and the persons by whom cheques, promissory notes, bankers' drafts, bills of exchange and other negotiable or transferable instruments in the name of or on behalf of the Company, and receipts for money paid to the Company, must be signed, drawn, accepted, endorsed or otherwise executed.

### 45 Board Committees and delegates

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- (a) Subject to Article 45(c), the Board may delegate any of its powers to:
    - (i) committee of the Board established pursuant to Article 54;
    - (ii) a Director;
    - (iii) an employee of the Company; or
    - (iv) any other person.
  - (b) Subject to Article 45(c), a delegation of the Board's powers may be made for any period and on any terms (including the power to further delegate) as the Board resolves. The Board may revoke or vary any power so delegated.
  - (c) Any delegation of powers by the Board must be in accordance with the Charter and the Board must not delegate any powers that are reserved for the Board as set out from time to time in the Charter.
  - (d) The chairperson of each committee of the Board must be a Director.
  - (e) A committee or delegate must exercise the powers delegated in accordance with any directions of the Board.
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- (f) Subject to the terms of appointment or reference of a committee, Article 54 applies with the necessary changes to meetings and resolutions of a committee of the Board.

#### **46 Attorney or agent**

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- (a) The Board may appoint any person to be an attorney or agent of the Company for any purpose, for any period and on any terms (including as to remuneration) as the Board resolves. Subject to the terms of appointment of an attorney or agent of the Company, the Board may revoke or vary that appointment at any time, with or without cause.
- (b) The Board may delegate any of their powers (including the power to delegate) to an attorney or agent. The Board may revoke or vary any power delegated to an attorney or agent.

### **Proceedings of Directors**

#### **47 Written resolutions of Directors**

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- (a) The Board may pass a resolution without a Board meeting being held if notice in writing of the resolution is given to all Directors and all of the Directors 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.
- (b) A resolution pursuant to Article 47(a) may consist of several documents in the same form each signed by one or more Directors and is effective when signed by the last of the Directors entitled to vote on the resolution. A facsimile transmission or other document produced by electronic means under the name of a Director with the Director's authority is taken to be a document signed by the Director and is taken to be signed when received by the Company in legible form.

#### **48 Board Meetings**

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- (a) Subject to this Constitution, the Board may meet, adjourn and otherwise regulate its meetings as it thinks fit.
- (b) Meetings of the Board will be convened and held not less frequently than 6 times in each calendar year.
- (c) A Director may call a Board meeting at any time. On request of any Director, the National Chairperson must call a meeting of the Directors.
- (d) Notice of a Board meeting must be given to each Director (except a Director on leave of absence approved by the Board). Notice of a Board meeting may be given in person, or by post or by telephone, fax or other electronic means.
- (e) A Director may waive notice of a Board meeting by giving notice to that effect to the Company in person or by post or by telephone, fax or other electronic means.
- (f) A person who attends a Board meeting waives any objection that person may have to a failure to give notice of the meeting.
- (g) Anything done (including the passing of a resolution) at a Board meeting is not invalid because either or both a person does not receive notice of the meeting or the Company accidentally does not give notice of the meeting to a person.

- (h) For the purposes of the Corporations Act, each Director, by consenting to be a Director or by reason of the adoption of this Constitution, consents to the use of each of the following technologies for the holding of a Board meeting:
- (i) telephone;
  - (ii) video;
  - (iii) any other technology which permits each Director to communicate with every other participating Director; or
  - (iv) any combination of these technologies.

A Director may withdraw the consent given in accordance with the Corporations Act.

- (i) If a Board meeting is held in 2 or more places linked together by any technology:
- (i) a Director present at one of the places is taken to be present at the meeting unless and until the Director states to the chairperson of the meeting that the Director is discontinuing his or her participation in the meeting; and
  - (ii) the chairperson of that meeting may determine at which of those places the meeting will be taken to have been held.
- (j) Until otherwise determined by the Board, a quorum for a Board meeting is a simple majority of Directors, entitled to vote on a resolution that may be proposed at that meeting. A quorum for a Board meeting must be present at all times during the meeting.

## **49 National Chairperson**

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- (a) The Board may appoint a Director as National Chairperson and may by resolution remove and/or replace the National Chairperson at any time.
- (b) The National Chairperson shall:
- (i) hold office for a term commencing on the date on which the National Chairperson appointed to that position and expiring at the end of the Annual General Meeting of the Company in the third year following the National Chairperson's last appointment;
  - (ii) on the expiry of each term, retire from the position of National Chairperson and be eligible for re-appointment for a further term of 3 years; and
  - (iii) the maximum number of terms that a Director may be appointed as National Chairperson shall be 3.
- (c) A National Chairperson who retires pursuant to Article 49(b)(ii) and is not re-appointed to that position pursuant to that Article 49(b)(ii):
- (i) holds office as the National Chairperson until the end of the Annual General Meeting at which he or she retires; and
  - (ii) shall not cease to be a Director, unless he or she would be or would have been required to retire as a Director pursuant to Article 36(a), in which case the retiring National Chairperson shall cease to be a Director upon retiring from the office of National Chairperson.
- (d) Subject to Article 49(e), the National Chairperson must chair each Board meeting.
- (e) If at a Board meeting:
- (i) a National Chairperson has not been appointed pursuant to Article 49(a); or

- (ii) the National Chairperson is not present within 15 minutes after the time appointed for the holding of a Board meeting; or
- (iii) the National Chairperson is not willing to chair all or part of that meeting, the Deputy Chairperson must chair that meeting or part of the meeting.
- (f) Subject to Article 49(g), a person ceases to be National Chairperson if the person ceases to be a Director.
- (g) A person does not cease to be a National Chairperson if that person retires as a Director at a meeting of Directors and is re-elected as a Director at that meeting (or any adjournment of that meeting).

## **50 Deputy Chairperson**

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- (a) The Board may appoint a Director as Deputy Chairperson and may by resolution remove and/or replace the Deputy Chairperson at any time.
- (b) The Deputy Chairperson shall:
  - (i) hold office for a term commencing on the date on which the Deputy Chairperson appointed to that position and expiring at the end of the Annual General Meeting of the Company in the third year following the Deputy Chairperson's last appointment;
  - (ii) on the expiry of each term, retire from the position of Deputy Chairperson and be eligible for re-appointment for a further term of 3 years; and
  - (iii) the maximum number of terms that a Director may be appointed as Deputy Chairperson shall be three.
- (c) A Deputy Chairperson who retires pursuant to Article 50(b)(ii) and is not re-appointed to that position pursuant to that Article 50(b)(ii):
  - (i) holds office as the Deputy Chairperson until the end of the Annual General Meeting at which he or she retires; and
  - (ii) shall not cease to be a Director, unless he or she would be or would have been required to retire as a Director pursuant to Article 36(a), in which case the retiring Deputy Chairperson shall cease to be a Director upon retiring from the office of Deputy Chairperson.
- (d) If the Deputy Chairperson is to chair a Board meeting pursuant to Article 49(e):
  - (i) a Deputy Chairperson has not been appointed pursuant to Article 50(a); or
  - (ii) the Deputy Chairperson is not present within 15 minutes after the time appointed for the holding of a Board meeting; or
  - (iii) the Deputy Chairperson is not willing to chair all or part of that meeting,

the Directors present must elect one of their number to, chair that meeting or part of the meeting.
- (e) Subject to Article 50(f), a person ceases to be Deputy Chairperson if the person ceases to be a Director.
- (f) A person does not cease to be a Deputy Chairperson if that person retires as a Director at a meeting of Directors and is re-elected as a Director at that meeting (or any adjournment of that meeting).

## **51 Board resolutions**

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- (a) Unless otherwise specified in this Constitution or the Corporations Act, a resolution of the Board is passed if more votes are cast by Directors entitled to vote in favour of the resolution than against it.
- (b) Subject this Article 51, each Director present in person has one vote on a matter arising at a Board meeting.
- (c) In the case of an equality of votes on a resolution at a Board meeting, the chairperson of that meeting has a casting vote on that resolution in addition to any other vote(s) that the chairperson may be entitled to in his or her capacity as a Director.

## **52 Valid proceedings**

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- (a) An act at any Board meeting or a committee of the Board or an act of any person acting as a Director is not invalidated by:
  - (i) a defect in the appointment or continuance in office of a person as a Director, a member of the committee or of the person so acting; or
  - (ii) a person so appointed being disqualified or not being entitled to vote, if that circumstance was not known by the Board, committee or person (as the case may be) when the act was done.
- (b) If the number of Directors is below the minimum required by this Constitution, the Board must not act except in emergencies, to appoint Directors up to that minimum number or to call and arrange to hold a meeting of Members.

## **53 Remuneration of Directors**

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- (a) Directors may be reimbursed all travelling, hotel and other expenses properly incurred by them in attending and returning from meetings of Directors or any committee of Directors or general meetings of the Company or otherwise in connection with the Company's business.
- (b) If a Director is required to perform services for the Company which in the opinion of Directors are outside the scope of the ordinary duties of a Director, then the Company may pay the Director a fixed sum determined by the Directors

## **Committees**

### **54 Creation of committees**

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- (a) The Board must establish the following committees:
  - (i) Wellbeing Committee;
  - (ii) Finance, Audit and Risk Committee;
  - (iii) Membership, Partnership, Marketing & Communications Committee; and
  - (iv) Nominations Committee.
- (b) The Board may establish any number of committees in addition to the committees listed in Article 54(a) and/or rename any of its committees whether listed in Article 54(a) or otherwise.



- (c) Any committee established under this Article may consist entirely of Directors or a combination of Directors and such other persons as the Board may see fit to appoint, provided that at least 1 of the persons appointed to the committee is a Director.
- (d) The Board may determine from time to time the by-laws and/or rules governing the composition and conduct or procedures of the committees listed in Article 54(a) as well as any other committee established by the Board from time to time.
- (e) The creation of any committee pursuant to this Article 54 does not indicate any devolution of any powers under this Constitution or the Corporations Act to that committee, unless the Board has delegated its powers to a committee in accordance with Article 45.

## **Local Volunteer Committees**

### **55 Creation of Local Volunteer Committees**

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- (a) The Board may establish a Local Volunteer Committee based on a geographic region or approved boundaries to assist in fulfilling the Company's objects.
- (b) The Board may determine from time to time the by-laws and/or rules governing the composition and conduct or procedures of any Local Volunteer Committee.
- (c) The creation of any Local Volunteer Committee pursuant to Article 55(a) does not indicate any devolution of any powers under this Constitution or the Corporations Act to that Committee.

## **Patrons and other honorary positions and Life Members**

### **56 Patrons and other honorary positions**

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The Directors may from time to time appoint, remove and replace one or more patrons or such other honorary positions of the Company with such rights and duties as the Directors think fit.

### **57 Life Members**

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- (a) The Board may admit persons as Life Members of the Company in recognition of those persons' contribution to the Company and on such terms and conditions as it sees fit.
- (b) Subject to Article 57(c), Life Members shall be Class A Members of the Company and shall not be required to pay any fee during the period of their membership following their admission as a Life Member.
- (c) If at any time a Life Member becomes a Director or ceases to be a Director, Articles 10(c) and 10(d) (respectively) will apply.
- (d) Once a resolution has been passed in accordance with Article 57(a), the Secretary must ensure that:
  - (i) the person to be admitted as a Life Member receives an invitation to become a Life Member; and
  - (ii) the Secretary has received a consent to become a Life Member from that person.

- (e) Life members do not receive any right or entitlement to attend or vote at General Meetings.

## Notices

### 58 Notices to Members

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- (a) The Company may give Notice to a Member by any of the following means in the Board's discretion:
  - (i) delivering it to that Member or person;
  - (ii) delivering it or sending it by post to the address of the Member in the Register or the alternative address (if any) nominated by that Member for that purpose;
  - (iii) sending it to the fax number or electronic address (if any) nominated by that Member or person for that purpose;
  - (iv) if permitted by the Corporations Act, notifying that Member of the notice's availability by an electronic means nominated by the Member for that purpose; or
  - (v) any other means permitted by the Corporations Act.
- (b) The Company must send all documents to a Member whose address for Notices is not within Australia by air-mail, air courier, fax or electronic transmission.
- (c) Any Notice required or allowed to be given by the Company to one or more Members by advertisement is, unless otherwise stipulated, sufficiently advertised if advertised once in a daily newspaper circulating in the states and territories of Australia.

### 59 Notice to Directors

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The Company may give Notice to a Director by:

- (a) delivering it to that person;
- (b) sending it by post to the usual residential address of that person or the alternative address (if any) nominated by that person for that purpose;
- (c) sending it to the fax number or electronic address (if any) nominated by that person for that purpose; or
- (d) any other means agreed between the Company and that person.

### 60 Notice to the Company

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A person may give Notice to the Company by:

- (a) delivering it or sending it by post to the registered office of the Company;
- (b) delivering it or sending it by post to a place nominated by the Company for that purpose;
- (c) sending it to the fax number at the registered office of the Company nominated by the Company for that purpose;
- (d) sending it to the electronic address (if any) nominated by the Company for that purpose; or

- (e) any other means permitted by the Corporations Act.

## 61 Time of service

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- (a) A Notice sent by post or air-mail is taken to be given on the day after the date it is posted.
- (b) A Notice sent by fax or other electronic transmission is taken to be given when the transmission is sent provided that in the case of notice to the Company or a Director, the sender meets any action required by the recipient to verify the receipt of the document by the recipient.
- (c) A Notice given in accordance with Article 58(a)(iv) is taken to be given on the day after the date on which the Member is notified that the Notice is available.
- (d) A certificate by a Director or Secretary to the effect that a Notice by the Company has been given in accordance with this Constitution is conclusive evidence of that fact.

## 62 Notice requirements

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The Board may specify, generally or in a particular case, requirements in relation to Notices given by any electronic means, including requirements as to:

- (a) the classes of, and circumstances in which, Notices may be sent;
- (b) verification (whether by encryption code or otherwise); and
- (c) the circumstances in which, and the time when, the Notice is taken to be given.

## 63 Winding up

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- (a) Subject to the Corporations Act and any other law, and any court order, any surplus assets (including Gift Funds defined in Article 63(d)) that remain after the Company is wound up must be distributed to one or more charities:
- (i) with charitable object(s) similar to, or inclusive of, the object(s) in Article 6;
  - (ii) which also prohibit the distribution of any surplus assets to its Members to no lesser extent than that imposed on the Company pursuant to Article 7; and
  - (iii) that is or are deductible gift recipients within the meaning of the *Income Tax Assessment Act 1997* (Cth).
- (b) The decision as to the charity or charities to be given the surplus assets must be made by a special resolution of Members at or before the time of winding up. If the Members do not make this decision, the Company may apply to the Supreme Court to make this decision.
- (c) If the Company's deductible gift recipient endorsement is revoked (whether or not the Company is to be wound up), any surplus gift funds must be transferred to one or more charities that meet the requirements of Articles 63(a)(i), 63(a)(ii) and 63(a)(iii), as decided by the Directors.
- (d) For the purpose of this clause:
- Gift Funds** means:
- (i) gifts of money or property for the principal purpose of the Company;

- (ii) Contributions made in relation to a Fund-Raising Event held for the principal purpose of the Company; and
- (iii) money received by the Company because of such gifts and contributions.

**Contributions** and **Fund-Raising Event** have the same meaning as in Division 30 of the *Income Tax Assessment Act 1997* (Cth).

## General

### 64 Audit and Accounts

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- (a) The Directors must cause the Company to keep written financial records in relation to the business of the Company in accordance with all applicable requirements of the Corporations Act.
- (b) The Directors must cause the annual financial statements of the Company to be audited in accordance with the requirements of the Corporations Act and the ACNC Act (as applicable).

### 65 Inspection of records

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- (a) Subject to the Corporations Act, the Directors may determine whether and to what extent, and at what times and places and under what conditions, the financial records and other documents of the Company or any of them will be open for inspection by Members.
- (b) A Member shall not be entitled to inspect any financial records or other document of the Company unless the Member is authorised to do so by the Corporations Act, a court order or a resolution of the Directors.