



Notice of General Meeting

AUSTRALIAN CROHN'S AND COLITIS ASSOCIATION (ACCA)
trading as Crohns' & Colitis Australia
ACN: 42 082 747 135

Suite 4, 363 Camberwell Road
Camberwell VIC 3124

3 May 2024

Notice of General Meeting of ACCA

Dear member,

This is to advise you of the upcoming General Meeting of the members of AUSTRALIAN CROHN'S AND COLITIS ASSOCIATION (**ACCA**). The details of this meeting are as follows:

Date:	Monday 27 May 2024
Time:	7:00pm AEST
Place:	Online via video conferencing

Items of business

AGENDA ITEMS
Welcome
Adoption of Minutes of AGM 29 May 2023
Resignations and Appointments of Directors
Year in Review 2023
2023 Audited Financial Report
Special Resolution for voting on by ACCA Members (see Annexure A and Annexure B on the following pages)
Discussion and questions
Meeting close

Regards,

A handwritten signature in black ink, appearing to read 'D Tim So'.

Dominique Tim So
Company Secretary

Annexure A - Special resolution for voting on by members

ACCA proposes the following special resolution under section 136(2) of the *Corporations Act 2001* (Cth), for voting on by members:

THAT ACCA's existing constitution be amended and that the form of the proposed constitution attached as Annexure A to this special resolution (**Amended Constitution**) be approved and hereby adopted as the Constitution of ACCA with effect from the date of this special resolution.'

Annexure B – New constitution

Constitution of Australian Crohn's
and Colitis Association (ACCA)
(ACN 082 747 135)

The Corporations Act

A company limited by guarantee

Registered in Victoria

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Constitution of Australian Crohn's and Colitis Association (ACCA)

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Constitution of Australian Crohn's and Colitis Association (ACCA)

Constitution of Australian Crohn's and Colitis Association (**ACCA**) (ACN 082 747 135), a public company limited by guarantee.

1. Definitions and Interpretation

1.1 Definitions

The following definitions apply in this Constitution unless the context requires otherwise:

ACCA means Australian Crohn's and Colitis Association (**ACCA**), a company limited by guarantee (ACN 082 747 135).

ACNC Act means the *Australian Charities and Not for profits Commission Act 2012* (Cth), or any other legislation relating to the establishment or operation of an Australian charities commission and/or a national regulatory framework and/or a national education body or otherwise for the not for profit sector, as modified or amended from time to time and includes any regulations made under that Act or any other such legislation and any rulings or requirements of the Commissioner of the Australian Charities and Not for profits Commission under that Act, or any commissioner or body under any other such legislation, having application to the company.

Applicable Not for Profit Law means any law relating to the regulation of charities or not for profit entities applicable to the company, including the *ACNC Act*, the *Charities Act 2013* (Cth), each Charitable Fundraising Act, the Tax Act, section 150 of the Corporations Act and any Rulings or requirements of any commissioner or body under any such law, having application to the company.

ATO means the Australian Taxation Office.

Chair means the person occupying the position of chair of the Directors under rule 15.6.

Charitable Fundraising Act means the legislation of any State or Territory of Australia, or the Commonwealth of Australia, regulating the raising of funds for charitable purposes and applicable to the company.

Chief Executive Officer means the chief executive appointed by the Directors under rule 16.1.

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

Deductible Gift Recipient has the meaning given in the Tax Act.

Director means a person appointed or elected to the office of director of the company in accordance with this Constitution and, where appropriate, includes an alternate director.

Member means a person admitted to the membership of the company in accordance with the provisions of this Constitution.

Member Present means, in connection with a meeting, the Member present at the venue or venues for the meeting, in person, virtually in accordance with clause 10.7, by proxy, by attorney or, where the Member is a body corporate, by representative.

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person and words importing persons means any person including partnerships, associations and bodies corporate, unincorporated bodies and all other entities or associations recognised by law as well as individuals.

Seal means any common seal or duplicate common seal of the company.

Secretary means a person appointed as secretary of the company in accordance with this Constitution.

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

Treasurer means a person appointed as treasurer of the company in accordance with this Constitution.

1.2 Interpretation

Headings are for convenience only and do not affect interpretation. The following rules of interpretation apply unless any contrary intention appears in this Constitution or the context requires otherwise:

- (a) The singular includes the plural and conversely.
- (b) Where a word or phrase is defined, its other grammatical forms have a corresponding meaning.
- (c) A reference to a rule or paragraph is to a rule or paragraph, as the case may be, of this Constitution.
- (d) A reference to any legislation or to any provision of any legislation includes any modification or re enactment of it, any legislative provision substituted for it, and all regulations and statutory instruments issued under it.
- (e) A word or phrase given a meaning in the Corporations Act has the same meaning in this Constitution unless otherwise stated or defined.

2. Replaceable Rules

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

3. Transitional

Everything done under any previous constitution of the company continues to have the same operation and effect after the adoption of this Constitution as if properly done under this Constitution. In particular:

- (a) every Director and Secretary in office immediately before adoption of this Constitution is taken to have been appointed and shall continue in office under this Constitution; and
- (b) any Seal adopted by the company before the adoption of this Constitution is taken to be a Seal properly adopted under this Constitution.

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4. Authorised Actions

Where the Corporations Act authorises or permits a company to do any matter or thing if so authorised by its constitution, the company is and will be taken by this rule 4 to be authorised or permitted to do that matter or thing, despite any other provisions of this Constitution.

5. Objects

5.1 Objects of the company

The objects of the company are:

- (a) to provide direct benevolent relief to people living with, and suffering from, Crohn's Disease and Colitis via:
 - (i) directly providing counselling services to people living with, and suffering from, Crohn's Disease and Colitis;
 - (ii) organising, managing and facilitating support groups for people living with, and suffering from, Crohn's Disease and Colitis; and
 - (iii) assisting in alleviating the distress and helplessness felt by people living with, and suffering from, Crohn's Disease and Colitis by directly providing educational services, information lectures and distributing information materials to people living with, and suffering from, Crohn's Disease and Colitis and their families in relation to treating and living with Crohn's Disease and Colitis.
- (b) for the purposes of furthering the objects of the company in paragraph 5.1(a), engaging in advocacy on behalf of people living with, and suffering from, Crohn's Disease and Colitis through raising awareness about Crohn's Disease and Colitis and the activities of ACCA in supporting people living with, and suffering from, Crohn's Disease and Colitis;
- (c) for the purposes of furthering the objects of the company in paragraph 5.1(a), to encourage, arrange for, engage in, assist in and carry on research work in relation to the relief of Crohn's Disease and Colitis; and
- (d) to do all such acts, matters and things as are incidental or conducive to the attainment of any of the objects of the company.

5.2 Application of income and property to objects

- (a) Subject to paragraph (b), the income and property of the company must only be used to further the objects of the company set out in rule 5.1. No part of that income or property may be paid or transferred, directly or indirectly, to any Member of the company by way of dividend, bonus or otherwise.

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- (b) Paragraph (a) does not prevent the company from making a payment in good faith to a Member of the company:
 - (i) of reasonable and proper remuneration for services provided to the company;
 - (ii) for goods supplied in the ordinary course of business; or
 - (iii) such other payments, distributions or transfers as may be permitted by the Applicable Not-for-Profit Laws.

6. Membership

6.1 Members of the company

The Members are those persons admitted to the membership of the company whose names are entered into the company's register of Members.

6.2 Admission as a Member

- (a) A person who wants to apply for membership must submit a written application to the Secretary signed by the applicant in the form determined by the Directors from time to time and the current annual membership fee.
- (b) The Directors may decide not to admit an applicant to the membership of the company in their absolute discretion, and do not need to give any reasons for their decision.
- (c) When the Directors decide to admit the applicant as a Member, the applicant will be registered in the company's register of Members and will immediately become a Member.

6.3 Membership fee

The Directors may from time to time determine a membership fee for Members and the terms of payment of the membership fee.

6.4 Register of Members

The register of Members must be kept by the Secretary and must contain the full name and address of each Member and any other information required by the Directors.

6.5 Address of Members

Every Member must inform the Secretary in writing of any change in their address and any such change of address must be entered in the register of Members. The latest address in the register of Members is deemed to be the Member's registered address.

6.6 Membership not transferable

A right, privilege or obligation which a Member has by reason of being a Member is not capable of being transferred or transmitted to another person.

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7. Cessation of Membership

7.1 Resignation of a Member

A Member may resign from the company by giving notice in writing to the Secretary. The resignation will be effective from the date it is received by the Secretary.

7.2 Non-payment of membership fee

- (a) If any membership fee of a Member remains unpaid for a period of 28 days after it becomes due, the Secretary or the Treasurer will give notice to the Member of that fact.
- (b) If any membership fee remains unpaid more than 14 days after the date of the notice given under paragraph (a), the Directors may cancel the membership of the Member and remove the Member's name from the register of Members, provided that the Directors may reinstate the Member and restore the Member's name to the register of Members on payment of all arrears if the Directors think fit to do so.

7.3 Misconduct of a Member

- (a) The Directors may expel from the company any Member:
 - (i) who does not comply with the provisions of this Constitution; or
 - (ii) whose conduct in the opinion of the Directors is prejudicial to the interests of the company,and may remove the Member's name from the register.
- (b) At least 21 days before the Directors meet to expel a Member the Directors must send a notice to the Member which states:
 - (i) all relevant information, including any allegations against the Member;
 - (ii) the proposed resolution for the Member's expulsion;
 - (iii) that the Member has an opportunity to address the meeting either orally or in writing; and
 - (iv) that the Member may elect to have the question of expulsion dealt with by the company in general meeting, with the notice of meeting to enclose a copy of the notice sent to the relevant Member and such relevant information as the Member reasonably requests, provided that the Member notifies the Secretary in writing, at least 48 hours before the meeting at which the resolution is to be considered by the Directors.
- (c) The company must expel a Member and remove the Member's name from the register where:
 - (i) a general meeting is held to expel a Member; and
 - (ii) a resolution is passed at the meeting for the expulsion of the Member by a majority of no less than two-thirds of those present and voting (such voting will be by ballot).

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7.4 Ceasing to be a Member

A Member's membership of the company will automatically cease:

- (a) in the case of a Member who is a natural person, on the date that:
 - (i) the Member dies; or
 - (ii) the Member becomes of unsound mind or a person or estate is liable to be dealt with in any way under the law relating to mental health; or
 - (iii) the Member becomes a person whose estate or assets are liable to be dealt with in any way under the laws relating to mental health; or
 - (iv) the Member is convicted of an indictable offence; or
 - (v) the Member becomes bankrupt;
- (b) in the case of a Member which is a body corporate, on the date that:
 - (i) a liquidator is appointed in connection with the winding up of the Member; or
 - (ii) an order is made by a court for the winding up or deregistration of the Member.

8. Liability of Members

8.1 Limited liability of Members

The liability of the Members of the company is limited.

8.2 Liability after a person ceases to be a Member

A person who ceases to be a Member must pay to the company:

- (a) all membership fees or other amounts owing to the company which are due and unpaid at the date that the person ceases to be a Member; and
- (b) amounts which the Member is liable to pay under rule 8.3.

8.3 Members' liability on winding up

Each Member undertakes to contribute to the assets of the company in the event of it being wound up while they are a Member, or within one year after they cease to be a Member, for payment of the debts and liabilities of the company and of the costs, charges and expenses of winding up, such amount as may be required not exceeding \$20.

9. General Meetings

9.1 Power to call a general meeting

- (a) The Directors may convene a general meeting of the company whenever they think fit.
- (b) A Member may:

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- (i) only request the Directors to call a general meeting in accordance with section 249D of the Corporations Act; and
- (ii) not request or call and arrange to hold a general meeting except under section 249E or 249F of the Corporations Act.

9.2 Power to cancel or postpone a general meeting

Any Director may cancel or postpone any meeting convened by that Director by notice in writing to all persons who were entitled to receive notice of that meeting, except where the cancellation or postponement would be contrary to the Corporations Act. Any failure to give notice of cancellation or postponement does not invalidate the cancellation or postponement or any resolution passed at a postponed meeting.

9.3 Notice of general meetings

- (a) Subject to the provisions of the Corporations Act allowing general meetings to be held with shorter notice, at least 21 days written notice (exclusive of the day on which the notice is served or deemed to be served and of the day for which notice is given) must be given to Members of any general meeting.
- (b) A notice calling a general meeting:
 - (i) must specify the place, date and time of the meeting (and if the meeting is to be held in two or more places or virtually in accordance with clause 10.7, the technology that will be used to facilitate this);
 - (ii) must state the general nature of the business to be transacted at the meeting;
 - (iii) must specify a place and may specify an electronic address or other electronic means for the purposes of proxy appointment or proxy appointment authorities;
 - (iv) if a special resolution is to be proposed at the meeting, must specify an intention to propose the special resolution and state the resolution; and
 - (v) must comply with the Corporations Act.

9.4 Non-receipt of notice

The fact that a person entitled to receive notice of a general meeting does not receive that notice or is accidentally not given notice, does not invalidate any resolution passed at the meeting.

9.5 Business of general meetings

- (a) Unless all Members are present as Members Present and agree otherwise, the only business to be transacted at a general meeting will be that set out in the notice.
- (b) A notice of an annual general meeting need not state that the business to be transacted at the meeting includes:

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- (i) the consideration of the annual financial report, Directors' report and the Auditor's report;
- (ii) the election of directors; or
- (iii) the appointment and fixing of the remuneration of the Auditor.

9.6 Right of others to attend general meeting

- (a) A Secretary or Director who is not a Member is entitled to be present and, at the request of the Chair, to speak at any general meeting.
- (b) Any other person (whether a Member or not) requested by the Directors to attend any general meeting is entitled to be present and, at the request of the Chair, to speak at that general meeting.

10. Proceedings at General Meetings

10.1 Number for a quorum

Except as otherwise provided in this Constitution, three Members Present constitutes a quorum.

10.2 Requirement for a quorum

No business may be transacted at any general meeting unless a quorum of Members is present at the time when the meeting proceeds to business.

10.3 No quorum

- (a) If there is no quorum at a general meeting within 15 minutes after the time specified in the notice of the meeting, the meeting is dissolved unless the Directors adjourn the meeting to a date, time and place determined by the Directors.
- (b) If no quorum is present at any adjourned meeting within 30 minutes after the time appointed for the meeting, the meeting is dissolved.

10.4 Chair of general meetings

Subject to rule 10.5, the Chair is entitled to preside as chair at every general meeting.

10.5 Absence of Chair

Where a general meeting is held and:

- (a) there is no Chair; or
- (b) the Chair is not present within 15 minutes after the time appointed for the meeting or does not wish to act as chair of the meeting,

the Deputy Chair shall be the chair of the meeting, or if the Deputy Chair is not present or does not wish to act as chair of the meeting, the Members Present may elect one of their number to be chair of the meeting.

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10.6 Conduct of general meetings

- (a) The general conduct of each general meeting of the company and the procedures to be adopted at the meeting are as determined at, during or prior to the meeting by the chair of the meeting.
- (b) The chair of the meeting may make rulings without putting the question (or any question) to the vote if the chair of the meeting considers action is required to ensure the orderly conduct of the meeting.
- (c) At any time the chair of the meeting considers it necessary or desirable for the proper and orderly conduct of the meeting, the chair of the meeting may demand the cessation of debate or discussion on any business, question, motion or resolution being considered by the meeting and require the business, question, motion or resolution to be put to a vote of the Members Present.
- (d) Any determination by the chair of the meeting in relation to matters of procedure (including any procedural motions moved at, or put to, any meeting) or any other matter arising directly or indirectly from the business is final (including any procedural motions moved at, or put to, any meeting). Any challenge to a right to vote (whether on a show of hands or on a poll) or to a determination to allow or disregard to vote may only be made at the meeting and may be determined by the chair of the meeting whose decision is final.
- (e) If a person purports to cast a vote in contravention of the Corporations Act, the chair of the meeting may determine that the vote be disregarded and treated as not having been cast.
- (f) Nothing contained in this rule limits the powers conferred on a chair of a meeting by law.

10.7 Using technology to hold general meetings

- (a) Despite anything in this Constitution, the attendees need not all be physically present in the same place for a general meeting to be held in accordance with this Constitution. A general meeting may be held by all attendees communicating with each other by any technological means which gives all Members as a whole a reasonable opportunity to participate in the general meeting. For the avoidance of doubt, the company can hold a general meeting by:
 - (i) all attendees physically attending the meeting at one or more designated locations;
 - (ii) using virtual meeting technology that allows all attendees to simultaneously hear each other and participate in discussion; or
 - (iii) using a combination of the above methods.
- (b) A Director, Member or any other attendee who attends a general meeting held using technological means is taken to be present and is entitled to vote at the meeting (to the extent they are entitled to vote in accordance with this Constitution).

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- (c) Despite anything in clause 10.9 and 10.10, the means by which voting will occur will be determined by the Directors prior to the meeting, ensuring that all attendees of a meeting held in accordance with this clause 10 have a mechanism for adequate participation.

10.8 Adjournments

- (a) During the course of a general meeting, the chair of the meeting may, and if so directed by the meeting must, adjourn the meeting or any business, motion, question or resolution being considered or remaining to be considered by the meeting or any debate or discussion either to a later time at the same meeting or to a meeting held at another time and place determined by the chair of the meeting.
- (b) If the chair of the meeting exercises a right of adjournment under paragraph (a), the chair of the meeting has the sole discretion to decide whether to seek the approval of the Members Present to the adjournment and, unless the chair of the meeting exercises that discretion, no vote may be taken by the Members Present in respect of the adjournment.
- (c) The only business that may be transacted at any adjourned meeting is the business left unfinished at the meeting from which the adjournment took place.
- (d) When a meeting is adjourned for 21 days or more, notice of the adjourned meeting must be given as in the case of an original meeting. Otherwise it is not necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

10.9 Voting at general meetings

- (a) Any resolution submitted to a general meeting is to be decided by a show of hands of the Members Present and entitled to vote unless a poll is demanded.
- (b) In the case of an equality of votes, the chair of the meeting will have, both on a show of hands and on a poll, a casting vote in addition to the vote or votes to which the chair of the meeting may be entitled as a Member or as a proxy, attorney or properly appointed representative of a Member.
- (c) Unless a poll is demanded, a declaration by the chair of the meeting following a vote on a show of hands that a resolution has been passed or lost is conclusive.
- (d) A poll may be demanded by a Member in accordance with the Corporations Act (and not otherwise) or by the chair of the meeting. No poll may be demanded on the election of a chair of a meeting or, unless the chair of the meeting otherwise determines, the adjournment of a meeting. A demand for a poll may be withdrawn.

10.10 Procedure for polls

- (a) When demanded, a poll may be taken in the manner and at the time the chair of the meeting directs.
- (b) The result of a poll may be announced in the manner and at the time (whether during the relevant meeting or afterwards) as the chair of the meeting considers appropriate.

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- (c) The result of the poll is the resolution of the meeting at which the poll was demanded.
- (d) The demand for a poll does not prevent a meeting from continuing for the transaction of any business other than that on which a poll has been demanded. A poll demanded on any question of adjournment is to be taken at the meeting and without adjournment.

10.11 Written resolutions

- (a) 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. The resolution is passed when the last Member signs.
- (b) For the purposes of sub-clause (a), separate copies of a document may be used for signing by Members if the wording is identical in each copy.
- (c) If the company has one Member, it may pass a resolution by the Member recording it and signing the record.
- (d) Any document referred to in this clause may be in the form of a facsimile or electronic transmission or notification.
- (e) Any written resolution passed in accordance with this clause satisfies any requirement in the Constitution or in the Corporations Act (to the extent permitted by the Corporations Act) that the resolution be passed at a general meeting (or be a special resolution).

11. Votes of Members

11.1 Voting rights

Subject to this Constitution and any rights or restrictions for the time being placed on any Member:

- (a) at meetings of Members each Member entitled to attend and vote may attend and vote in person or by proxy, by attorney or (where the Member is a body corporate) by Representative;
- (b) a Member is not entitled to vote at a general meeting unless all sums presently payable by the Member in respect of membership of the company have been paid; and
- (c) each Member has one vote both on a show of hands and a poll.

11.2 Right to appoint proxy

- (a) A Member may appoint one proxy.
- (b) A proxy need not be a Member.

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11.3 Form of proxy

A form of appointment of a proxy is valid if it is in accordance with the Corporations Act or in any form (including electronic) which the Directors may prescribe or accept.

11.4 Lodgement of proxies

An instrument appointing a proxy is not valid unless it and the power of attorney or other authority (if any) under which the instrument is signed is received at the registered office of the company or, if notice of a meeting provides for electronic lodgement of proxies, at the electronic mail address specified in the notice, not less than 48 hours before the time for commencement of the meeting.

11.5 Validity of proxies

(a) A vote exercised in accordance with the terms of an instrument of proxy, a power of attorney or other relevant instrument of appointment is valid despite:

- (i) the previous death or unsoundness of mind of the principal; or
- (ii) the revocation of the instrument (or of the authority under which the instrument was executed) or the power,

if no notice in writing of the death, unsoundness of mind or revocation (as the case may be) has been received by the company at its registered office at least 48 hours (or any shorter period as the Directors may permit or specified by the Corporations Act) before the commencement of the meeting, or adjourned meeting at which the instrument is used or the power is exercised.

(b) A proxy is not revoked by the principal attending and taking part in the meeting unless the principal actually votes at the meeting on a resolution for which the proxy is proposed to be used.

11.6 Where proxy is incomplete

(a) No instrument appointing a proxy is treated as invalid merely because it does not contain:

- (i) the address of the appointor or of a proxy;
- (ii) the proxy's name or the name of the office held by the proxy; or
- (iii) in relation to any or all resolutions, an indication of the manner in which the proxy is to vote.

(b) Where the instrument does not specify the name of a proxy, the instrument is taken to be given in favour of the chair of the meeting.

(c) A proxy may vote as the proxy thinks fit on any motion or resolution in respect of which no manner of voting is indicated.

11.7 Representative

(a) Any Member that is a body corporate may appoint an individual as its representative as provided by the Corporations Act.

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- (b) The appointment of a Representative may set out restrictions on the Representative's powers.
- (c) The original form of appointment of a Representative, a certified copy of the appointment, or a certificate of the body corporate evidencing the appointment of a Representative is prima facie evidence of a Representative having been appointed.
- (d) The chairperson of a general meeting may permit a person claiming to be a Representative to exercise the body's powers even if he or she has not produced a certificate or other satisfactory evidence of his or her appointment.

12. Patron

12.1 Appointment of Patron

A Patron of the company may be appointed by the Directors from time to time in their discretion, either for a specified or unspecified period.

13. Appointment, Remuneration and Removal of Directors

13.1 Number of Directors

The number of Directors (not including alternate Directors) must be not less than three and not more than 12 unless otherwise determined by general meeting.

13.2 Nomination

- (a) Nominations for the election of Directors shall be made in writing, signed by two Members and endorsed with the nominee's consent and delivered to the company at least 25 days prior to the annual general meeting.
- (b) If the number of candidates duly nominated does not exceed the number who may be elected, the candidate nominated shall at the annual general meeting be declared duly elected; but if the number of candidates nominated shall exceed the number who may be elected, a ballot for election shall be taken at the annual general meeting.
- (c) If there shall be no nominations received, the retiring Directors shall continue to act but shall have power at any time during the following year to appoint other Directors in their places or in the place of any of them.

13.3 Casual vacancy

- (a) The Directors may at any time appoint a person to be a Director to fill a casual vacancy or as an addition to the existing number of Directors, provided the total number of Directors does not exceed the maximum number under rule 13.5(b).
- (b) Any Director appointed under paragraph (a) may hold office only until the next annual general meeting of the company and is then eligible for election at that meeting.

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13.4 Qualification as a Director

- (a) Each Director must be a Member.
- (b) Any person who has been duly elected a Director shall be a Member from the date of the election to the conclusion of the next succeeding annual general meeting and shall not be precluded from membership only because the membership fee has not been paid.

13.5 Term of office

- (a) The term of office of each Director shall be:
 - (i) three years; or
 - (ii) in the case of a person elected to replace a Director that has ceased to hold office under rule 13.8, the period remaining in the term of the replaced Director,

after which that Director may be eligible for re-election, subject to paragraph (b).
- (b) The maximum term that any Director may normally serve is nine consecutive years, subject to paragraph (c).
- (c) When a Director is approaching the end of his or her maximum term, the Directors may, having regard to any criteria determined by the Directors from time to time, vote to extend the maximum term of that Director and recommend that Director for re-election at the next annual general meeting. Such a vote shall be conducted by secret ballot and counted by the Secretary. The Director that is the subject of the vote shall not participate in the vote. If the Director is re-elected, the maximum term for that Director shall be extended by the further term of office. The Directors may recommend that Director for re-election at the expiry of his or her extended maximum term, in accordance with the procedures set out in this paragraph.

13.6 Retirement by rotation

- (a) At every annual general meeting one-third of the Directors or, if their number is not a multiple of three, then the number nearest to but not exceeding one-third, must retire from office and will be eligible for re-election.
- (b) The Directors to retire at each annual general meeting will be the Directors who have been in office the longest since last being elected or re-elected. Between Directors who were elected on the same day, the Director to retire will be decided by lot unless they agree otherwise.
- (c) A retiring Director will be eligible for re-election without needing to give any prior notice of an intention to submit for re-election and will hold office as a Director until the end of the meeting at which the Director retires.

13.7 Remuneration

- (a) No Director is entitled to be paid a fee for his or her service as a Director.

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- (b) The Directors will be entitled to be paid or reimbursed for all out-of-pocket expenses properly incurred by them in the performance of their duties as Directors where the amount payable has been approved by the Directors.
- (c) A Director may be engaged by the company in any other capacity (other than auditor) and may be appointed on such terms as to remuneration, tenure of office and otherwise as has been approved by the Directors.

13.8 Vacation of office

- (a) In addition to the circumstances in which the office of a Director becomes vacant under the Corporations Act and ACNC Act, the office of a Director becomes vacant if the Director:
 - (i) 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;
 - (ii) ceases to be a Member;
 - (iii) resigns from the office of Director by notice in writing to the company in accordance with paragraph (c);
 - (iv) is absent without the consent of the Directors from 75% of the meetings of the Directors in one year;
 - (v) is convicted of an indictable offence; or
 - (vi) dies.
- (b) The office of a Director who is an employee of the company is terminated on the Director ceasing to be employed but the person concerned is eligible for reappointment or re election as a Director of the company.
- (c) Any Director may retire from office by giving 30 days' notice in writing to the company of his or her intention to do so, and such retirement shall take effect upon the expiration of such notice or its earlier acceptance by the Directors.

13.9 Alternate Director

Subject to this Constitution, each Director may appoint any person who is approved by a majority of the other Directors to act as an alternate Director in the Director's place, either for a stated period or until the happening of a specified event, whenever by absence or illness or otherwise the Director is unable to attend to duties as a Director. The appointment must be in writing and signed by the Director and a copy of the appointment must be given to the registered office or to a meeting of the Directors. The appointment takes effect on approval by a majority of the other Directors or, where the approval has been granted, at any later time specified in the appointment. The following provisions apply to any alternate Director:

- (a) the appointment of the alternate Director is terminated or suspended on receipt at the registered office of notice in writing from the Director by whom the alternate Director was appointed;

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- (b) the alternate Director is entitled to receive notice of meetings of the Directors and to attend and vote at the meetings if the Director by whom the alternate Director was appointed is not present;
- (c) the alternate Director is entitled to exercise all the powers (except the power to appoint an alternate Director) and perform all the duties of a Director, to the extent the Director by whom the alternate Director was appointed has not exercised or performed them or they have not been limited by the instrument appointing the alternate Director;
- (d) the alternate Director will be entitled to be reimbursed under rule 13.7(b) as if the alternate Director were a Director;
- (e) the office of the alternate Director is terminated on the death of, or termination of office by, the Director by whom the alternate Director was appointed;
- (f) the alternate Director is not to be taken into account in determining the number of Directors or rotation of Directors; and
- (g) the alternate Director is, while acting as a Director, responsible to the company for the alternate Director's own acts and defaults and is not the agent of the Director by whom the alternate Director was appointed.

14. Powers of Directors

The business of the company will be managed by the Directors, who may exercise all powers of the company which are not, by the Corporations Act or this Constitution, required to be exercised by the company in general meeting.

15. Proceedings of Directors

15.1 Directors meetings

The Directors may meet together for conducting business and may adjourn and otherwise regulate their meetings as they see fit.

15.2 Power to call for a Directors meeting

A Director may at any time, and the Secretary must on the request of a Director, call a meeting of the Directors.

15.3 Quorum for Directors meetings

The number of Directors necessary to form a quorum at a meeting of the Directors is three Directors.

15.4 Notice

Reasonable notice must be given to every Director of the place, date and time of every meeting of the Directors. Notice of a meeting of the Directors may be given by mail (electronic or otherwise), personal delivery or facsimile transmission to the usual place of

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business or residence of the Directors or at any other address given to the Secretary by the Director or by any technology agreed to by all the Directors.

15.5 Directors meetings by technology

- (a) 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 holding a Directors meeting:
- (i) video conference;
 - (ii) telephone;
 - (iii) electronic mail;
 - (iv) any other technology which permits each Director to communicate with every other Director; or
 - (v) any combination of these technologies.

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

- (b) Where the Directors are not all in attendance at one place and are holding a meeting using technology and each Director can communicate with the other Directors:
- (i) the participating Directors are, for the purpose of every provision of this Constitution concerning meetings of the Directors, taken to be assembled together at a meeting and to be present at that meeting; and
 - (ii) all proceedings of those Directors conducted in that manner are as valid and effective as if conducted at a meeting at which all of them were physically present in one location.

15.6 Chair and Deputy Chair of Directors

- (a) At its first meeting after the annual general meeting in each year, the Directors shall appoint from their number a Chair and a Deputy Chair.
- (b) Where a meeting of the Directors is held and the Chair is not present within 10 minutes after the time appointed for the holding of the meeting or does not wish to chair the meeting, the Directors present may elect one of their number to be chair of the meeting.

15.7 Directors' voting rights

- (a) Subject to this Constitution, questions arising at a meeting of the Directors are decided by a majority of votes of Directors present and voting.
- (b) In the case of an equality of votes, the Chair will have a casting vote in addition to the Chair's deliberative vote.

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15.8 Conflict of interests

- (a) A Director is not disqualified from contracting with the company in any capacity by reason of holding the office of Director.
- (b) In relation to a contract or arrangement in which a Director is in any way interested:
 - (i) the fact that the Director signed the document evidencing the contract or arrangement will not in any way affect its validity;
 - (ii) the contract or arrangement may not be avoided merely because the Director is a party to the contract or arrangement or otherwise interested in it; and
 - (iii) the Director will not be liable to account to the company for any profit derived in respect of the contract or arrangement merely because of the Director's office or the fiduciary relationship it entails.

15.9 Material personal interest

- (a) Subject to paragraph (b), a Director who has a material personal interest in a matter that relates to the affairs of the company must give the other Directors notice of his or her interest in accordance with the Corporations Act.
- (b) A Director with a material personal interest in a matter that relates to the affairs of the company is not required to give notice in the following circumstances:
 - (i) if all of the following conditions are met:
 - (A) the Director has already given notice of the nature and extent of the interest and its relation to the affairs of the company;
 - (B) if a person who was not a Director at the time the notice was given is appointed as a Director, the notice is given to that person; and
 - (C) the nature or extent of the interest has not materially increased above that disclosed in the notice;
 - (ii) if the Director has given a standing notice of the nature and extent of the interest in accordance with the Corporations Act and that standing notice is still effective in relation to the interest; or
 - (iii) as otherwise permitted under the Corporations Act.
- (c) A Director who has a material personal interest in a matter that is being considered at a meeting of the Directors must not be present while the matter is being considered at the meeting or vote on the matter, except as permitted in accordance with the Corporations Act,
in which case the Director may:
 - (i) be counted in determining whether or not a quorum is present at any meeting of Directors considering that contract or arrangement or a proposed contract or arrangement;
 - (ii) sign or countersign any document relating to that contract or arrangement or a proposed contract or arrangement; and

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- (iii) vote in respect of, or in respect of any matter arising out of, the contract or arrangement or proposed contract or arrangement.
- (d) Nothing in this rule affects the duty of a Director:
 - (i) who holds any office or possesses any property whereby, directly or indirectly, duties or interests might be created in conflict with the Director's duties or interests as a Director, to declare at a meeting of the Directors, the fact and the nature, character and extent of the conflict; or
 - (ii) to comply with the Corporations Act or any other law.

15.10 Committees

- (a) The Directors may delegate any of their powers to committees consisting of any one or more Directors or any other person or persons as the Directors think fit and may revoke that delegation.
- (b) A committee to which any powers have been delegated under paragraph (a), must exercise those powers in accordance with any directions of the Directors. These powers are then taken to have been exercised by the Directors.
- (c) Subject to paragraph (b), the meetings and proceedings of any committee are to be governed by the provisions of this Constitution for regulating the meetings and proceedings of the Directors so far as they are applicable.
- (d) Nothing in this rule 15.10 limits the power of the Directors to delegate.

15.11 Written resolutions

- (a) A resolution in writing signed by all Directors or a resolution in writing of which notice has been given to all Directors and which is signed by a majority of the Directors entitled to vote on the resolution (not being less than the number required for a quorum at a meeting of the Directors) is a valid resolution of the Directors and is effective when signed by the last of all the Directors or the last of the Directors constituting the majority, as required.
- (b) For the purpose of this rule, the references to Directors include any alternate Director appointed by a Director who is not available to sign the document or is otherwise unable to sign the document within a reasonable time but do not include any other alternate Director.
- (c) The resolution may consist of several documents in the same form each signed by one or more of the Directors. A facsimile transmission or other document produced by mechanical or electronic means under the name of a Director with the Director's authority is considered a document in writing signed by the Director and is deemed to be signed when received in legible form.

15.12 Defects in appointments

- (a) All acts done by any meeting of the Directors or person acting as a Director are as valid as if each person was duly appointed and qualified to be a Director or a member of a committee.

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- (b) Paragraph (a) applies even if it is afterwards discovered that there was some defect in the appointment of a person to be a Director or to act as a Director or that a person so appointed was disqualified.

15.13 If less than minimum number of Directors

If the number of Directors is reduced below the minimum number fixed under this Constitution, the continuing Directors may act for the purpose of increasing the number of Directors to that number or of calling a general meeting of the company but for no other purpose.

16. Officers of the Company

16.1 Appointment of Chief Executive Officer

- (a) The Directors may appoint a person to be the Chief Executive Officer of the company for such period and on such terms as they think fit. Subject to the terms of any agreement entered into in a particular case, the Directors may at any time terminate any such appointment.
- (b) The Directors may from time to time appoint the Chief Executive Officer as a Director, in accordance with rule 13.3(a).

16.2 Powers of a Chief Executive Officer

The Directors may delegate, on the terms and conditions and with any restrictions as they determine, to the Chief Executive Officer any of the powers exercisable by them under this Constitution and may at any time withdraw, suspend or vary any of those powers. Giving powers to the Chief Executive Officer does not prevent the exercise of those powers by the Directors.

16.3 Appointment of Secretary

There must be at least one Secretary who is to be appointed by the Directors.

16.4 Qualification as a Secretary

Each Secretary must be a Member.

16.5 Powers, duties and authorities of Secretary

A Secretary of the company holds office on the terms and conditions, and with the powers, duties and authorities, as the Directors decide.

16.6 Termination of appointment of Secretary

The Directors may at any time terminate the appointment of a Secretary.

16.7 Appointment of other officers

The Directors may from time to time:

- (a) create any other position or positions in the company with the powers and responsibilities as the Directors may from time to time decide; and

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- (b) appoint any person, whether or not a Director, to any position or positions created under paragraph (a).

16.8 Termination of appointment of other officers

The Directors may at any time terminate the appointment of a person holding a position created under rule 16.7(a) and may abolish the position.

17. Accounts

- (a) The Directors will cause proper accounts to be kept in accordance with the law and applicable accounting standards.
- (b) The accounts will be held at the registered office or any other place as the Directors think fit.
- (c) The Directors may authorise a Member to inspect the accounts of the company to the extent, at the time and places and under the conditions, the Directors consider appropriate.
- (d) A person (other than a Director) does not have the right to inspect any document of the company except as provided by law or as authorised by the Directors.

18. Seals

18.1 Seals and their use

The company may have a common seal and a duplicate common seal which are to be used by the company as determined by the Directors.

19. Notices

19.1 Notices generally

Any Member who has not left at or sent to the registered office, a place of address or an electronic mail address (for registration in the register) at or to which all notices and documents of the company may be served or sent is not entitled to receive any notice.

19.2 How notice may be given

The company may give notice to a Member, in its discretion, by:

- (a) serving it on the Member personally;
- (b) sending it by post to or leaving it at the Member's address as shown in the register of Members or an alternative address supplied by the Member;
- (c) sending it to the fax number or electronic mail address supplied by the Member;
- (d) serving it in any manner contemplated in this rule 19.2 on a Member's attorney as specified by the Member under a notice given under rule 19.3.

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19.3 Notices to an attorney

By written notice to the Secretary left at or sent to the registered office, a Member may request that all notices to be given by the company or the Directors be served on the Member's attorney at an address specified in the notice and the company may do so in its discretion.

19.4 Personal service or delivery

A notice served on a Member personally or left at the Member's address is considered to have been served when delivered.

19.5 Notice by post

A notice sent by post:

- (a) if sent to an address in Australia, may be sent by ordinary post; and
- (b) if sent to an address outside Australia, must be sent by airmail,

and in either case is considered to have been served at the expiration of 24 hours after the notice is posted, provided that it is properly addressed.

19.6 Notice by fax or electronic mail

Any notice sent by fax or electronic mail is considered to have been served on the day it is sent, provided that it is properly addressed.

20. Winding Up or Revocation of Endorsement of the Company

20.1 Winding up while endorsed or revocation of endorsement

If the company is endorsed as a deductible gift recipient under Subdivision 30-BA of the Tax Act, then on the winding up or revocation of endorsement of the company any surplus of the following assets, namely:

- (a) gifts of money or property for the principal purpose of the company;
 - (b) contributions described in item 7 or 8 of the table in section 30-15 of the Tax Act in relation to a fundraising event held for the principal purpose;
 - (c) money received by the company because of such gifts or contributions;
- will, as required by section 30-125 of the Tax Act, be given or transferred to a fund, authority or institution gifts to which are deductible under Division 30 of the Tax Act and which, by its constitution, is:
- (d) required to pursue charitable purposes only (being charitable purposes similar, as far as possible, to the objects of the company set out in rule 5);
 - (e) required to apply gifts of money or property or its profits (if any) or other income in promoting its charitable purpose; and
 - (f) prohibited from making any distribution to its members or paying fees to its directors, to at least the same extent of such prohibitions under this Constitution,

such fund, authority or institution to be determined by the Members at or before the winding up or revocation and in default, by application to the Supreme Court of Victoria for determination.

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20.2 Winding up or dissolution of the company

Subject clause 20.2, on the winding up of the Company, any other surplus remaining after satisfaction of all debts and liabilities, must not be paid to or distributed among the Members but will, unless otherwise required by law, be given or transferred to another corporation or body which, by its constitution, is:

- (g) required to pursue charitable purposes only (being charitable purposes similar, as far as possible, to the objects of the company set out in rule 5); and
 - (h) required to apply gifts of money or property or its profits (if any) or other income in promoting its charitable purpose; and
 - (i) prohibited from making any distribution to its members or paying fees to its directors, to at least the same extent of such prohibitions under this Constitution,
- such corporation or body to be determined by the Members, and in default, by application to the Supreme Court of Victoria for determination.

20.3 Amalgamation

Where it furthers the objects of the company to amalgamate with any one or more other organisations having similar objects to the objects of the company, the other organisation or organisations must have rules prohibiting the distribution of its income and property to members.

21. Indemnity

- (a) The company is to indemnify each officer of the company out of the assets of the company to the relevant extent against any liability incurred by the officer in or arising out of the conduct of the business of the company or in or arising out of the discharge of the duties of the officer.
- (b) Where the Directors consider it appropriate, the company may execute a documentary indemnity in any form in favour of any officer of the company or a subsidiary.
- (c) Where the Directors consider it appropriate, the company may:
 - (i) make payments by way of premium in respect of any contract effecting insurance on behalf or in respect of an officer of the company against any liability incurred by the officer in or arising out of the conduct of the business of the company or in or arising out of the discharge of the duties of the officer; and
 - (ii) bind itself in any contract or deed with any officer of the company to make the payments.
- (d) Where the Directors consider it appropriate, the company may:
 - (i) give a former Director access to certain papers, including documents provided or available to the Directors and other papers referred to in those documents; and

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- (ii) bind itself in any contract with a Director or former Director to give the access.
- (e) In this rule 21:
 - (i) **officer** means:
 - (A) a Director or Secretary, chief executive officer or employee; or
 - (B) a person appointed as a trustee by, or acting as a trustee at the request of, the company,and includes a former officer.
 - (ii) **duties of the officer** includes, in any particular case where the Directors consider it appropriate, duties arising by reason of the appointment, nomination or secondment in any capacity of an officer by the company or, where applicable, the subsidiary of the company to any other corporation.
 - (iii) **to the relevant extent** means:
 - (A) to the extent the company is not precluded by law from doing so;
 - (B) to the extent and for the amount that the officer is not otherwise entitled to be indemnified and is not actually indemnified by another person (including, but without limitation, a subsidiary or an insurer under any insurance policy); and
 - (C) where the liability is incurred in or arising out of the conduct of the business of another corporation or in the discharge of the duties of the officer in relation to another corporation, to the extent and for the amount that the officer is not entitled to be indemnified and is not actually indemnified out of the assets of that corporation.
 - (iv) **liability** means all costs, charges, losses, damages, expenses, penalties and liabilities of any kind including, in particular, legal costs incurred in defending any proceedings (whether criminal, civil, administrative or judicial) or appearing before any court, tribunal, government authority or other body.

22. Amendment

22.1 Amendment of this Constitution

This Constitution may be amended in accordance with the requirements of the Corporations Act.

23. Applicable Not-for-Profit Laws

23.1 Applicable Not-for-Profit Laws

The company will at all times comply with the Applicable Not-for-Profit Laws.