Australian Nurses Memorial Centre

ACN 004 285 956

Constitution

A company limited by guarantee

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Constitution
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1 Interpretation

1.1 Definitions

In this Constitution unless the contrary intention appears:

Administrator means a person appointed in accordance with Part 12**.**

AHPRA means the Australian Health Practitioner Regulation Agency or any successor organisation.

Alternate Director means a person appointed as an alternate director under article 11.9.

Annual Subscription Fee means any amount determined in accordance with article 6.7.

Approved Course means either or both of the following:

(a) a “tertiary course” within the meaning of the Tax Act; and

(b) a course or study in an overseas educational institution which is undertaken as a component of a course referred to in paragraph (a) of the definition of Approved Course in this Part 1.

Approved Institution means a fund, authority or institution which falls within the description of an item in any of the tables in Subdivision 30-B of the Tax Act, which has been established for charitable purposes, and which is endorsed as a deductible gift recipient under or for the purposes of the Tax Act.

Approved Recipient means an individual that is:

(a) either an Australian citizen or permanent resident of Australia, within the meaning of the *Australian Citizenship Act 2007* (Cth);

(b) a member of the nursing profession throughout Australia registered by the AHPRA, or other body previously or subsequently carrying out the same functions as the AHPRA; and

(c) selected by the Scholarship Fund Committee as an Approved Recipient.

Auditor means a person appointed in accordance with Part 15.

Charitable Fundraising Legislation means *eg the Charitable Fundraising Act 1991* (NSW) and corresponding legislation in other Australian States and Territories.

Committee means a committee of Directors constituted under article 10.5.

Company means Australian Nurses Memorial Centre ACN 004 285 956.

Constitution means this constitution and a reference to an article is a reference to an article of this constitution.

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

Director means a person holding office as a director, and where appropriate includes an Alternate Director.

Directors means all or some of the Directors acting as a board.

Eligible Scholarship, Bursary or Prize means a scholarship, bursary or prize that:

(a) may only be awarded to Australian citizens or permanent residents of Australia, within the meaning of the *Australian Citizenship Act 2007* (Cth);

(b) is open to individuals or groups of individuals, a region of at least 200,000 people, or throughout at least an entire State or Territory;

(c) promotes a recipient's education in an Approved Course; and

(d) is awarded on merit or for reasons of equity.

Member means a person entered in the Register of Members as a member of the Company and who has not ceased to be a member in accordance with this Constitution, including any Honorary Member and Patron.

Objects means the objects specified in article 2.2.

President means an officer of the Company holding that position from time to time in accordance with this Constitution.

Register means the register of Members of the Company and, if appropriate, includes a branch register.

Registered Office means the registered office of the Company.

Representative means a person appointed to represent a corporate Member at a general meeting of the Company in accordance with the Corporations Act.

Responsible Person means an individual who:

(a) performs a significant public function;

(b) is a member of a professional body having a code of ethics and rules of conduct***;***

(c) is officially charged with a spiritual function by a religious institution;

(d) is a director of a company whose shares are listed on the Australian Securities Exchange;

(e) has received formal recognition from government for services to the community;

(f) holds public or elected office; or

(g) is approved as a Responsible Person by the Commissioner of Taxation.

Scholarship Fund means the public fund known as the Nurses Memorial Centre Scholarship Fund operating pursuant to Part 4.

Scholarship Fund Committee means a committee constituted under article 4.8.

Secretary means a person appointed under Part 13 as a secretary of the Company, and where appropriate, includes an acting secretary and a person appointed by the Directors to perform all or any of the duties of a secretary of the Company.

Vice President means an officer of the Company holding that position from time to time in accordance with this Constitution.

Tax Act means the *Income Tax Assessment Act 1936* (Cth) or the *Income Tax Assessment Act 1997* (Cth), as the context requires.

Treasurer means an officer of the Company holding that position from time to time in accordance with this Constitution.

1.2 Interpretation

In this Constitution unless the contrary intention appears:

(a) words importing any gender include all other genders;

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

(c) a reference to a particular person includes the person's executors, administrators, successors, substitutes and permitted assigns;

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

(e) a reference to a document (including this Constitution) includes any variation or replacement of it;

(f) the meaning of general words is not limited by specific examples introduced by "including", "for example" or "such as" or similar expressions;

(g) a reference to legislation includes regulations and other instruments under it and any variation or replacement of any of them;

(h) a power, an authority or a discretion given to a Director, the Directors, the Company in general meeting or a Member may be exercised at any time and from time to time;

(i) "writing" and "written" includes printing, typing and other modes of reproducing words in a visible form including any representation of words in a physical document or in an electronic communication or form or otherwise;

(j) the word "present" in the context of a person being present at a meeting includes participating using technology approved by the Directors in accordance with this Constitution;

(k) a reference to dollars or $ is a reference to Australian dollars;

(l) the word "law" includes common law, principles of equity and legislation, and a reference to legislation includes regulations and other instruments under it and any variation or replacement of any of them;

(m) a chairman appointed under this Constitution may be referred to as a chairperson, chairwoman or as chair, as appropriate.

1.3 Corporations Act

In this Constitution unless the contrary intention appears:

(a) a word or expression defined or used in the Corporations Act has the same meaning when used in this Constitution in a similar context; and

(b) "section" means a section of the Corporations Act.

1.4 Replaceable rules not to apply

The provisions of the Corporations Act that apply as replaceable rules are displaced by this Constitution and do not apply to the Company.

2 Purpose and objects of the Company

2.1 Charitable purpose

The Company must be operated in Australia and must only pursue public charitable purposes associated with its Objects.

2.2 Objects

(a) The Company is established to establish a living memorial to Australian nurses who lost their lives in the various theatres of any of the Boer War, the World War 1914-1918, the World War 1939-45 and a subsequent war, a non-warlike operation or a humanitarian program, and to maintain, carry on and conduct a centre in Melbourne for the advancement of the nurses profession.

(b) The use and enjoyment of the facilities of the Company of whatever description the use of which is not reserved exclusively for Members must be open to all nurses in Australia and internationally whether or not they are Members of the Company, but non-Members must not have any voice in the control or management of the Company.

(c) Without limiting the generality of article 2.2(a), the Objects of the Company include:

(i) to adopt such means as may be thought expedient or desirable to provide for education of members of the nursing profession in Australia registered by the AHPRA, or other body previously or subsequently carrying out the same or similar functions as the AHPRA or any equivalent body outside Australia;

(ii) to purchase, take on, lease, exchange or otherwise acquire any lands and buildings in Australia and any estate or interest in any rights connected with any such lands and buildings and to develop and turn to account any land and buildings so acquired;

(iii) to purchase, hire or otherwise acquire for the purposes of the Company any personal property;

(iv) to establish and support or aid in the establishment and support of any company, body corporate, trust or entity calculated to benefit nurses in Australia and to subscribe or guarantee money for charitable or benevolent objects;

(v) to sell, let, mortgage, exchange or otherwise deal with the whole or any part of parts of any land or other buildings or other property whether real or personal in such manner and upon such terms as may be deemed expedient;

(vi) to borrow or raise money, to charge any property or business of the Company and to issue debentures or give any other security for a debt, liability or obligation of the Company or of any other person;

(vii) to draw, make, accept, endorse, discount, execute and issue cheques and other negotiable or transferable instruments;

(viii) to take or accept any gift of property (real or personal), including property subject to a trust, for any one or more of the objects of the Company;

(ix) to undertake and execute any trust for the purpose of directly or indirectly carrying out the objects of the Company as set forth in this Constitution;

(x) to invest the moneys of the Company as may from time to time be determined by the Company in:

(A) land or an interest in land in the Commonwealth of Australia;

(B) the shares, debentures or securities of any company or corporation, incorporated and carrying on business in the Commonwealth of Australia or any other of the States thereof, which are listed on a recognised securities exchange; or

(C) any other investment authorised or permitted by law of the Commonwealth of Australia or any of the States in relation to trust money;

(xi) to pay all preliminary and other expenses in connection with and incidental to the incorporation of the Company and to reimburse any moneys paid by any person or persons for or on account of the Company prior to its incorporation;

(xii) to enter into any arrangement with any government or authorities supreme, municipal, local or otherwise that may seem conducive to the Company's objects or any of them and to obtain from any such government or authority any rights, privileges, concessions or assistance which the Company may think it desirable to apply for and obtain and carry out, exercise and comply with any such arrangements, rights, privileges, any concessions or any conditions, stipulations or requirements subject to which any such assistance was or is to be granted;

(xiii) to enter into any arrangements for joint working or amalgamation or union of interests with any other body or association with objects similar to those of this Company and the distribution of the income and property of which is restricted to an extent at least as great as is the distribution of the income and property of the Company under Part 5 of this Constitution;

(xiv) to do all or any of the things authorised in this Constitution as trustee or agent for another;

(xv) to do all lawful things as are incidental or conducive to the attainment of any of the objects of the Company;

(xvi) to administer any scholarship, grants or bursaries program for charitable or benevolent objects;

(xvii) without limiting the generality of article 2.2(c)(xvi), to operate and maintain the Scholarship Fund in accordance with article 4 for the sole purpose of providing financial assistance to Approved Recipients by way of Eligible Scholarships, Bursaries or Prizes; and

(xviii) to do all other things as may be incidental or ancillary to the attainment of these objects.

3 Funds

In order to achieve the objects as set out in article 2.2, the Company may use at least two structures for the receipt of funds and the allocation of grants, scholarships and bursaries. These structures must be:

(a) as part of the general funds of the Company; or

(b) a separate scholarship gift fund established and maintained in accordance with Part 4.

4 Scholarship Fund requirements

4.1 Scholarship Fund

The Company has established the Scholarship Fund for the sole purpose of providing money to Approved Recipients by way of Eligible Scholarships, Bursaries or Prizes.

4.2 Public invited to contribute to the Scholarship Fund

Members of the public are to be invited to make gifts of money or property to the Scholarship Fund.

4.3 Maintaining the Scholarship Fund

The Company must maintain the Scholarship Fund:

(a) such that all gifts of money or property for the purposes of the Scholarship Fund are made to the Scholarship Fund;

(b) such that investment of monies in the Scholarship Fund will be made in accordance with guidelines for public funds as specified by the Australian Taxation Office;

(c) such that it does not receive any other money or property and is only to be used to further the purpose of the Scholarship Fund; and

(d) as a separate financial institution account.

4.4 Receipts for gifts

Receipts for gifts to the Scholarship Fund must state:

(a) the name of the Scholarship Fund;

(b) the Australian Business Number of the Company;

(c) the fact that the receipt is for a gift; and

(d) any other matter required to be included on the receipt pursuant to the requirements of the Tax Act.

4.5 Scholarship Fund to be administered by Responsible Persons

The Scholarship Fund will be managed by the Scholarship Fund Committee, the majority of whom will be Responsible Persons.

4.6 No distributions to members or Directors

No monies or assets in the Scholarship Fund will be distributed to the Members, office bearers or Directors, except as reimbursement for out-of-pocket expenses incurred on behalf of the Scholarship Fund or proper remuneration for administrative services.

4.7 Winding up of the Scholarship Fund

If upon the winding up or dissolution of the Scholarship Fund, or upon the revocation of the Scholarship Fund's endorsement as a deductible gift recipient, there remains after satisfaction of all its debts and liabilities, any property or funds, the property or funds shall not be paid to or distributed to the Members, office bearers or Directors, but shall be given or transferred to an Approved Institution.

The Approved Institution is to be determined by not less than two thirds of the Members in general meeting at or before the time of dissolution and in default by application to the court.

4.8 Scholarship Fund Committee

(a) The Directors may establish a management committee ("**Scholarship Fund Committee**") to administer the Scholarship Fund.

(b) The Scholarship Fund Committee must have a minimum of 3 members, the majority of whom must be Responsible Persons.

(c) The Directors may specify:

(i) the manner in which proceedings of the Scholarship Fund Committee are to be conducted; and

(ii) the manner in which decisions of the Scholarship Fund Committee are to be made.

(d) Until such time as the Directors elect to establish a Scholarship Fund Committee under the terms of this article, the Directors shall be deemed to be the Scholarship Fund Committee for the purposes of this Constitution.

4.9 Responsible Person requirement

(a) To ensure that the requirement in article 4.5 is satisfied, one of the following requirements must be satisfied:

(i) the majority of the Directors must be Responsible Persons; or

(ii) the Directors must establish the Scholarship Fund Committee in accordance with article 4.8.

(b) If at any time the requirement in article 4.9(a) is not met, the Directors may not act in the affairs of the Scholarship Fund until the requirement is met.

5 Income and property of the Company

5.1 Application of income and property

All income, property and profits of the Company must be applied towards the promotion of the Objects.

5.2 No dividend, bonus or profit paid to Members

No part of the profits, income or property of the Company may be paid or transferred to a Member, either directly or indirectly by way of dividend, bonus or otherwise, other than in accordance with article 5.3.

5.3 Permitted payments by the Company

Subject to article 9.9, article 5.2 does not prevent payment in good faith to an officer of the Company or a Member, or to a firm of which an officer of the Company or a Member is a partner:

(a) of remuneration for services provided by, or reimbursement of expenses incurred by, that person (other than as a Director) or firm;

(b) for goods supplied in the ordinary course of business;

(c) for repayment of any money borrowed from an officer of the Company or a Member;

(d) of interest at a rate fixed by the Directors (but not exceeding 10 per cent per annum on money borrowed from an officer of the Company or a Member); or

(e) of reasonable rent for premises let by an officer of the Company or a Member.

However, no Director may be appointed to any salaried office of the Company or any office of the Company paid by fees and no remuneration or other benefit in money or monies worth may be given by the Company or to any Director except repayment of out-of-pocket expenses and interest at the rate referred to above on money lent or reasonable and proper rent for premises demised or let to the Company.

5.4 Provision of Services

Article 5.2 does not prevent an officer of the Company or a Member being the recipient of services from the Company in accordance with the Company's Objects.

6 Membership

6.1 Members

The Members of the Company must be:

(a) the signatories to the original constitution;

(b) every person who was at the date of incorporation of the Company a Member of the unincorporated association known as "Australian Nurses Memorial Centre" on or before the first day of December 1950 or such extended period as the Directors may determine;

(c) every person was a Member on the date of the adoption of the revised constitution on or about October 2018; and

(d) every person who may be admitted by the Directors to membership of the Company as provided in this Part 6.

6.2 Becoming a Member

A person may only become a Member under this Part 6.

6.3 Application for Membership

A person may apply to become a Member by submitting to the Secretary a properly completed application in the form prescribed by the Directors.

By completing an application form, if accepted, the applicant agrees to be bound by this Constitution and any other rules, by-laws, policies or other standards prescribed by the Directors from time to time.

6.4 Admission as a Member

The Directors may, in their absolute discretion, admit as a Member any person who:

(a) is currently registered by the AHPRA or other body previously or subsequently carrying out the same functions as the AHPRA, in Australia or overseas; or

(b) supports the Objects of the Company.

The Directors must resolve whether to accept or reject each application for membership and, within a reasonable time, notify the applicant of their decision. The Directors are not required to give reasons for rejection of an application for membership of the Company.

6.5 Application fee

The Directors may resolve from time to time that any person applying to become a Member must pay an application fee and, if so, how much, when and how it is to be paid.

6.6 Register of Members

Upon admission as a Member, that person's details will be recorded in the Register by a Director or the Secretary.

A Member must promptly notify the Company of any change in the Member's details which are recorded in the Register.

6.7 Annual Subscription Fee

The Directors may determine the Annual Subscription Fee for each Member or class of Members.

The Directors or Secretary may notify Members of the date and manner for payment. Otherwise, each Member must pay any applicable Annual Subscription Fee in advance by 30 June each year.

The Directors may waive the payment of all or any part of an Annual Subscription Fee for a Member or any class of Members.

No Member whose subscription is in arrears may vote at any meeting of the Members.

A Member absent abroad for the whole of any year will not be liable for any subscription for that year provided that he or she has given to the Administrator previous notice in writing of his or her intention to be absent.

6.8 Directors may create and vary classes and class rights

The Directors may, subject to this Constitution and the Corporations Act:

(a) prescribe, revoke and amend the criteria for membership and any classes of membership (but are not obliged to accept persons fulfilling those criteria as Members or Members of a class);

(b) establish any new class of Members and define the rights, restrictions and obligations of Members in that class; and

(c) vary or cancel the rights, restrictions and obligations of Members in any new or existing class, if:

  (i) at least 75% of the Members of that class give their written consent; or

  (ii) a special resolution to that effect is passed at a separate meeting of those Members.

The articles on general meetings apply to meetings of a class of Members so far as they are capable of application and with the necessary changes to every separate meeting.

6.9 No transfer of Membership

A Member must not sell, transfer or dispose of their interests in the Company to another Member or a third party.

6.10 Ceasing to be a Member

A person ceases to be a Member on:

(a) resignation;

(b) the termination of the person's membership by the Directors or by the Company in general meeting in accordance with this Constitution;

(c) in the case of a natural person:

(i) death;

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

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

(d) in the case of a body corporate:

(i) being dissolved or otherwise ceasing to exist;

(ii) having a liquidator or provisional liquidator appointed to it; or

(iii) being insolvent.

6.11 Resignation

A Member may by written notice to the Company resign from membership with immediate effect or with effect from a specified date occurring not more than six months after the service of the notice. A Member remains liable after resignation for all money due by the Member to the Company at the date of resignation, in addition to any sum for which the Member is liable as a Member under article 20.1. Any such Member having discharged all his/her liabilities to the Company and wishing to re-join may be admitted in accordance with this Part 6.

6.12 Non-payment of Annual Subscription Fee

If an Annual Subscription Fee for a Member remains unpaid on 1 January after it becomes due, the Member's membership automatically terminates and the Member ceases to be a Member. The Directors may, but need not, reinstate a Member whose membership is terminated if the Member pays all overdue Annual Subscription Fee amounts.

6.13 Member to give notification of changes

A Member who changes his or her address for service of notices must give notice of that change in writing to the Secretary.

6.14 Censuring, suspension or expulsion of a Member

If a Member wilfully refuses or neglects to comply with the provisions of this Constitution, by-laws, policies or other standards prescribed by the Directors, or acts in a manner which in the opinion of the Directors is prejudicial to the interests of the Company, the Directors may by resolution censure or suspend such Member from the privileges of membership for a period not exceeding six months or expel the Member from the Company, provided that the following procedure is observed:

(a) the Directors or Secretary must give written notice to the Member setting out what is alleged against the Member and the Member must be given the opportunity to rectify the matter;

(b) at least one week before the Directors' meeting at which the resolution is to be considered, the Member must be given notice of the meeting setting out:

(i) what is alleged against the Member; and

(ii) the intended resolution; and

(c) at the Directors' meeting, and before voting on the resolution, the Member must be given an opportunity to give a written or verbal explanation as the Member thinks fit;

and further provided that the Directors must not expel a Member unless;

(d) a general meeting of the Company is called to consider the resolution set out in the notice originally given to the Member under this article; and

(e) a resolution is passed on a poll at the general meeting by at least two-thirds of those present and entitled to vote.

If a resolution for the Member's expulsion is passed in accordance with this article, the Member's membership automatically terminates and the Member ceases to be a Member.

6.15 Expulsion

Any Member expelled in accordance with the rules or otherwise ceasing to be a Member of the Company forfeits all such rights to, or claim upon, the Company or its property or funds as the Member otherwise would have by reason of membership.

6.16 Honorary Life Members

(a) On the recommendation of the Directors any Member of the Company may by a two-thirds majority of those present at any general meeting of the Company be appointed an Honorary Life Member.

(b) Any Member appointed an Honorary Life Member must be entitled to all privileges and be subject to all the obligations of membership, except for payment of an Annual Subscription Fee.

6.17 Life Members

(a) The Directors may appoint any Member of the Company a Life Member upon application of the Member and payment of such fee (not being less than $100.00) as the Directors may from time to time determine.

(b) Any Member appointed a Life Member must be entitled to all privileges and be subject to all the obligations of membership, except for payment of an Annual Subscription Fee.

(c) The number of Life Members so appointed must not at any one time exceed 300 or such other number as the Members in general meeting may determine.

6.18 Patrons

(a) The Directors may, in their discretion, appoint as patron or any other honorary title-holder any person considered to be of service to the Company.

(b) A patron, or any other honorary title-holder, may, in the discretion of the Directors, be given:

(i) the right to all privileges of membership;

(ii) an exemption from the requirement to pay an Annual Subscription Fee; and

(iii) eligibility to be a Director.

6.19 Limited liability

A Member has no liability as a Member except as set out in this Part 6 and article 20.1.

7 General meetings

7.1 Annual general meeting

Annual general meetings of the Company are to be held within five months after 30 June in each year and subject to the Corporations Act. There must be included with the notice of such meeting an audited revenue statement and balance sheet (or equivalent accounting information) as at the previous 30 June.

7.2 Convening a general meeting

The Directors may convene and arrange to hold a general meeting of the Company when they think fit and must do so if required to do so under the Corporations Act.

7.3 Members have power to convene general meeting

If there are not sufficient Directors for a quorum, a Director or any two or more Members may convene a general meeting of the Company at the cost of the Company.

A general meeting will be convened by the Directors on receipt of a requisition signed by at least ten Members. The requisition must state the purpose for which the general meeting is required.

7.4 Use of technology at general meetings

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

7.5 Notice of general meeting

At least twenty one days' notice of any general meeting (including an annual general meeting) must be given specifying the place, day and hour of the general meeting and the general nature of any business.

Notice of a general meeting must be given by advertisement or in accordance with Part 18 and the Corporations Act.

7.6 Calculation of period of notice

In computing the period of notice for a general meeting, both the day on which the notice is given or taken to be given and the day of the meeting convened by it are to be disregarded.

7.7 Cancellation or postponement of general meeting

Where a general meeting (including an annual general meeting) is convened by the Directors, they may by notice, whenever they think fit, cancel the meeting or postpone the holding of the meeting to a date and time determined by them or change the place for the meeting.

This article does not apply to a meeting convened in accordance with the Corporations Act, by a single Director, by Members, by the Directors on the request of Members, or to a meeting convened by a court.

7.8 Notice of cancellation, postponement or change of place of general meeting

Written notice of cancellation or postponement or change of place of a general meeting must be given to all persons entitled to receive notices of general meetings from the Company. A notice of a change of place of a general meeting must specify the different place for the holding of the meeting.

7.9 Contents of notice postponing general meeting

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

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

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

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

7.10 Business at postponed general meeting

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

7.11 Non-receipt of notice

The non-receipt of, or accidental omission to give, a notice of a general meeting or cancellation, postponement or change of details for a general meeting to a person entitled to receive notice does not invalidate any resolution passed at the general meeting or at a postponed meeting or the cancellation or postponement of a meeting.

7.12 Proxy, attorney or Representative at postponed general meeting

Where by the terms of an instrument appointing a proxy or attorney or of an appointment of a Representative:

(a) the appointed person is authorised to attend and vote at a general meeting or general meetings to be held on or before a specified date; and

(b) the date for holding the meeting is postponed to a date later than the date specified in the instrument of proxy, power of attorney or appointment of Representative,

then that later date is substituted for and applies to the exclusion of the date specified in the instrument of proxy, power of attorney or appointment of Representative unless the Member appointing the proxy, attorney or

Representative gives to the Company, at its Registered Office, written notice to the contrary not less than 24 hours before the time to which the holding of the meeting has been postponed. No person may be appointed a proxy who is not a Member.

7.13 Circulating resolutions

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.

Separate copies of the document may be used for signing by Members if the wording of the resolution and statement is identical in each copy.

The resolution is passed when the last Member signs.

8 Proceedings at general meetings

8.1 Business of the general meeting

The business of the annual general meeting must be:

(a) to receive the Directors' report;

(b) to receive the audited revenue account and balance sheet (or equivalent accounting information);

(c) to elect a President, a Vice President, a Treasurer, Directors as may be necessary and an Auditor, in place of one retiring;

(d) to deal with any business or motion of which notice has been given to the Administrator as the Secretary and circulated to Members not less than 30 days prior to the annual general meeting; and

(e) any other matter permitted by the chairman of the meeting.

8.2 Number for a quorum

Subject to article 8.4, five Members present in person or by proxy, attorney or Representative are a quorum at a general meeting of the Company. In determining whether a quorum is present, each individual attending as a proxy, attorney or Representative is to be counted, except that:

(a) where a Member has appointed more than one proxy, attorney or Representative, only one is to be counted; and

(b) where an individual is attending both as a Member and as a proxy, attorney or Representative, that individual is to be counted once for that Member and once for each Member for whom that individual is attending as proxy, attorney or representative.

8.3 Requirement for a quorum

An item of business may not be transacted at a general meeting unless a quorum is present when the meeting proceeds to consider it. If a quorum is present at the time the first item of business is transacted, it is taken to be present when the meeting proceeds to consider each subsequent item of business unless the chairman of the meeting (on the chairman's own motion or at the request of a Member, proxy, attorney or Representative who is present) declares otherwise.

8.4 If quorum not present

If within 15 minutes after the time appointed for a general meeting a quorum is not present, the meeting:

(a) if convened by a Director, or at the request of Members, is dissolved; and

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

8.5 Adjourned meeting

At a meeting adjourned under article 8.4(b), two persons each being a Member, proxy, attorney or Representative present at the meeting are a quorum. If a quorum is not present within 15 minutes after the time appointed for the adjourned meeting, the meeting is dissolved.

8.6 Appointment of chairman of general meeting

If there is a President, that person is entitled to preside as chairman at a general meeting of the Company.

8.7 Absence of President at general meeting

If a general meeting is held and:

(a) a President has not been elected; or

(b) the elected President is not present within 15 minutes after the time appointed for the holding of the meeting or is unable or unwilling to act,

the following may preside as chairman of the meeting (in order of precedence):

(c) Vice President (if any);

(d) a Director chosen by a majority of the Directors present;

(e) the only Director present; or

(f) a Member chosen by a majority of the Members present in person or by proxy, attorney or Representative.

8.8 Conduct of general meetings

The chairman of a general meeting:

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

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

(c) may terminate discussion or debate on any matter whenever the chairman considers it necessary or desirable for the proper conduct of the meeting,

and a decision by the chairman under this article is final.

8.9 Adjournment of general meeting

The chairman of a general meeting may at any time during the meeting adjourn the meeting or any business, motion, question, resolution, debate or discussion being considered or remaining to be considered by the meeting either to a later time at the same meeting or to an adjourned meeting at any time and any place, but:

(a) in exercising this discretion, the chairman may, but need not, seek the approval of the Members present in person or by proxy, attorney or Representative; and

(b) only unfinished business is to be transacted at a meeting resumed after an adjournment.

Unless required by the chairman, a vote may not be taken or demanded by the Members present in person or by proxy, attorney or Representative in respect of any adjournment.

8.10 Notice of adjourned meeting

It is not necessary to give any notice of an adjournment or of the business to be transacted at any adjourned meeting unless a meeting is adjourned for twenty one days or more. In that case, notice of the adjourned meeting must be given as in the case of an original meeting.

8.11 Questions decided by majority

Subject to the requirements of the Corporations Act, a resolution is taken to be carried if a simple majority of the votes cast on the resolution are in favour of it unless a different majority is specified by this Constitution.

8.12 Casting vote for the chairman

Subject to the requirements of the Corporations Act, if there is an equality of votes, whether on a show of hands or on a poll, the chairman of the general meeting is entitled to a casting vote in addition to any votes to which the chairman is entitled as a Member or proxy, attorney or Representative of a Member.

8.13 Voting on show of hands

At any general meeting a resolution put to the vote of the meeting must be decided on a show of hands unless a poll is effectively demanded and the demand is not withdrawn. A declaration by the chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book containing the minutes of the proceedings of the Company, is conclusive evidence of the fact. Neither the chairman nor the minutes need state, and it is not necessary to prove, the number or proportion of the votes recorded in favour of or against the resolution.

8.14 Demanding a poll

At a general meeting of the Company, a poll may be demanded by:

(a) at least five Members entitled to vote on the resolution whether in person, by proxy, attorney or Representative; or

(b) the chairman of the meeting.

8.15 Poll

If a poll is effectively demanded in accordance with article 8.14:

(a) it must be taken in the manner and at the date and time directed by the chairman, but not more than 14 days after the poll was demanded, and the result of the poll is a resolution of the meeting at which the poll was demanded;

(b) on the election of a chairman or on a question of adjournment, it must be taken immediately;

(c) the demand may be withdrawn;

(d) the demand does not prevent the continuance of the meeting for the transaction of any business other than the question on which the poll has been demanded; and

(e) two scrutineers must be appointed by the meeting at which a poll is demanded.

8.16 Entitlement to vote

Subject to this Constitution and to any rights and any restrictions attached to any class of Members:

(a) on a show of hands, each Member present in person and each other person present as proxy, attorney or Representative of a Member has one vote; and

(b) on a poll, each Member present in person has one vote and each person present as proxy, attorney or Representative of a Member has one vote for each Member that the person represents.

8.17 Validity of vote in certain circumstances

Unless the Company has received written notice of the matter before the start or resumption of the meeting at which a person votes as a proxy, attorney or Representative, a vote cast by that person is valid even if, before the person votes:

(a) the appointing Member dies;

(b) the appointing Member is mentally incapacitated; or

(c) the Member revokes the appointment or authority.

8.18 Objection to voting qualification

An objection to the right of a person to attend or vote at a general meeting or adjourned general meeting:

(a) may not be raised except at that meeting or adjourned meeting; and

(b) must be referred to the chairman of the meeting, whose decision is final.

A vote not disallowed under the objection is valid for all purposes.

8.19 Right to appoint attorney

A Member may by power of attorney appoint an attorney to act on the Member's behalf at all or any meetings of the Company or of any class of Members.

To be effective, an instrument appointing an attorney under this article, together with any evidence of non-revocation the Directors require, must be received by the Company at least 24 hours before the meeting.

8.20 Suspension or if any Annual Subscription Fee not paid

In addition to any other rights of the Company, if:

(a) any Annual Subscription Fee is due and payable by a Member and is not paid; or

(b) a Member is suspended,

the Member has no right to be present at, be counted among the quorum for, or vote, whether in person or by proxy, attorney or Representative, at a general meeting of the Company.

9 Directors

9.1 Number and qualifications of Directors

(a) Until otherwise determined by the Company in general meeting, the number of Directors must be at least three officers, being a President, one Vice President and a Treasurer, and not more than eight other Directors.

(b) Notwithstanding any other provision of this Constitution, a person may not be elected or appointed as a Director unless at least three Directors are currently or have been previously registered as an Australian nurse or midwife by the AHPRA or other body subsequently carrying out the same functions as the AHPRA (or in the case of an election of Directors, immediately after the conclusion of the meeting at which they are elected).

9.2 Change of number of Directors

Without limiting article 9.1 and article 9.5, the Company in general meeting may by resolution increase or reduce the number of Directors and may also determine any provisions for the rotation or retirement of Directors.

9.3 Officers

(a) The President, a Vice President and a Treasurer must be elected annually by the Members, provided that no Director may be elected as a President or Vice President to retain office for more than 5 consecutive years.

(b) To be eligible for election or appointment as President, a person must be currently or have been previously registered as an Australian nurse or midwife by the AHPRA or other body previously or subsequently carrying out the same functions as the AHPRA.

9.4 Office held until conclusion of meeting

A retiring Director holds office until the conclusion of the meeting.

9.5 Directors elected at general meeting

The election of officers and other Directors must take place in the following manner:

(a) any two Members of the Company may nominate a Member as a candidate for each office and a Director or Directors to serve on the board otherwise than as officers;

(b) in the event of there being more than one candidate for any one office a ballot paper setting out the names of candidates must be forwarded to each Member not less than fourteen days before the date of the annual general meeting. If there is not a sufficient number of candidates nominated, the Directors may fill the remaining vacancies. If two or more candidates obtain an equal number of votes, the chairman of the annual general meeting will have the casting vote; and

(c) of the Directors, other than the officers, two must retire every year at the annual general meeting and are eligible for re-election. Directors must if necessary for the purpose of creating vacancies on the board retire in order of seniority, and in case of equal seniority the order of retirement must be determined by lot.

For the purposes of the first election after the adoption of this Constitution, a non-Member candidate may be nominated provided they are a Member prior to election.

9.6 Casual vacancy or additional Director

The Directors may at any time appoint:

(a) any Member to be a Director, either to fill a casual vacancy or as an addition to the existing Directors; and

(b) an eligible person to be President, a Vice President or a Treasurer to fill a vacancy in any of those positions.

A President, Vice President, Treasurer or any Director appointed under this article holds office until the conclusion of the next annual general meeting of the Company but is eligible for election at that meeting (subject to this Constitution).

The service of any Director chosen to fill a casual vacancy must not be reckoned in calculating the seniority of such Director if subsequently elected to serve on the board.

9.7 Retirement or removal of a Director

Any Director so chosen must retire at the following annual general meeting, but must be eligible as a candidate for election on the board at such annual general meeting.

The Company may by a resolution of Members at a general meeting remove any Director before the expiration of any Director’s period of office and may by a resolution appoint another person in her or his place. The person so appointed will hold office during such time only as the removed Director would have held the same if she or he had not been removed.

9.8 Remuneration for services as a Director

A Director must not be paid any remuneration for services as a Director.

9.9 Reimbursement of expenses

A Director is entitled to be reimbursed out of the funds of the Company for any outlay on behalf of the Company.

9.10 Director’s interests

Subject to the provisions of this Constitution and to complying with the Corporations Act regarding disclosure of and voting on matters involving material personal interests, a Director may:

(a) hold any office or place of profit in the Company, except that of Auditor;

(b) hold any office or place of profit in any other company, body corporate, trust or entity promoted by the Company or in which it has an interest of any kind;

(c) enter into a contract or arrangement with the Company;

(d) participate in any association, institution, fund, trust or scheme for past or present employees or directors of the Company or persons dependent on or connected with them;

(e) act in a professional capacity (or be a member of a firm which acts in a professional capacity) for the Company, except as Auditor;

(f) despite having an interest in a matter that is being considered at a meeting of Directors, be present at, participate in, vote on and be counted in a quorum at the meeting;

(g) despite having an interest in a document, sign or participate in the execution of a document by or on behalf of the Company; and

(h) do any of the above despite the fiduciary relationship of the Director’s office:

    (i) without any liability to account to the Company for any benefit accruing to the Director; and

    (ii) without affecting the validity of any contract or arrangement.

A reference to the Company in this article is also a reference to any related body corporate of the Company.

9.11 Vacation of office

In addition to the circumstances in which the office of a Director becomes vacant under the Corporations Act, the office of a Director becomes vacant if the Director:

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

(b) resigns office by notice in writing to the Company; or

(c) is not present personally or by Alternate Director at meetings of the Directors for a continuous period of six months without leave of absence from the Directors.

10 Powers and duties of Directors

10.1 Directors to manage the Company

The Directors are to manage the business of the Company and may exercise all the powers of the Company that are not, by the Corporations Act or by this Constitution, required to be exercised by the Company in general meeting.

10.2 Appointment of attorney

The Directors may, by power of attorney, appoint any person or persons to be the attorney or attorneys of the Company for the purposes and with the powers, authorities and discretions vested in or exercisable by the Directors for the period and subject to the conditions they think fit.

10.3 Provisions in power of attorney

A power of attorney granted under article 10.2 may contain any provisions for the protection and convenience of persons dealing with the attorney that the Directors think fit and may also authorise the attorney to delegate (including by way of appointment of a substitute attorney) all or any of the powers, authorities and discretions vested in the attorney.

10.4 Signing of cheques

The Directors may determine the manner in which and persons by whom cheques, promissory notes, bankers' drafts, bills of exchange and other negotiable instruments, and receipts for money paid to the Company, may be signed, drawn, accepted, endorsed or otherwise executed.

10.5 Committees

The Directors may delegate, and revoke the delegation of, any of their powers, other than powers required by law to be dealt with by Directors as a board, to a Committee or Committees consisting of one or more of their number as they think fit.

10.6 Powers delegated to Committees

A Committee to which any powers have been delegated under article 10.5 must exercise those powers in accordance with any directions of the Directors.

10.7 Powers of delegation

The Directors may delegate any of their powers to any persons they select for any period, to be exercised for any objects and purposes on any terms and subject to any conditions and restrictions as they think fit, and may revoke, withdraw, alter or vary the delegation of any of those powers.

The powers of delegation expressly or impliedly conferred by this Constitution on the Directors are conferred in substitution for, and to the exclusion of, the power conferred by section 198D of the Corporations Act.

11 Proceedings of Directors

11.1 Directors' meetings

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

11.2 Director may convene a meeting

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

11.3 Use of technology for Directors' meetings

A Directors' meeting may be called or held using any technology consented to by all the Directors. The consent may be a standing one. A Director may only withdraw their consent within a reasonable period before the meeting.

11.4 Questions decided by majority

A question arising at a meeting of Directors is to be decided by a majority of votes of Directors present and entitled to vote and that decision is for all purposes a decision of the Directors.

11.5 Alternate Director or proxy and voting

A person who is present at a meeting of Directors as an Alternate Director or as a proxy for another Director has one vote for each absent Director who would be entitled to vote if present at the meeting and for whom that person is an Alternate Director or proxy. If that person is also a Director, they have one vote as a Director in that capacity.

11.6 Chairman of Directors' meetings

The President will be the chairman of meetings of Directors.

11.7 Absence of chairman at a Directors' meeting

If a Directors' meeting is held and:

(a) the President is not present within 10 minutes after the time appointed for the holding of the meeting or is unable or unwilling to act or there is not a President; and

(b) the Vice President is not present within 10 minutes after the time appointed for the holding of the meeting or is unable or unwilling to act or there is not a Vice President,

the Directors present must elect one of their number to be a chairman of the meeting.

11.8 Chairman's casting vote at Directors' meetings

If there is an equality of votes cast for and against a question, the chairman of a Directors' meeting has a casting vote, unless only two Directors are present and entitled to vote at the meeting on the question.

11.9 Appointment of Alternate Director

Subject to the Corporations Act, a Director (but not the President, Vice President or Treasurer) may appoint a Member approved by a majority of the other Directors, to be an Alternate Director in the Director's place for such period as the Director thinks fit.

11.10 Alternate Director and meetings

An Alternate Director is entitled to notice of all meetings of the Directors and, if the appointor does not participate in a meeting, the Alternate Director is entitled to participate and vote in the appointor's place.

11.11 Alternate Director's powers

An Alternate Director may exercise all the powers of the appointor except the power to appoint an Alternate Director and, subject to the Corporations Act, may perform all the duties of the appointor except to the extent that the appointor has exercised or performed them.

11.12 Alternate Director responsible for own acts and defaults

Whilst acting as a Director, an Alternate Director:

(a) is an officer of the Company and not the agent of the appointor; and

(b) is responsible to the exclusion of the appointor for the Alternate Director's own acts and defaults.

11.13 Alternate Director - expenses and remuneration

Articles 5.3, 9.8, 9.9 and 9.10 apply to an Alternate Director as if they were a Director.

11.14 Termination of appointment of Alternate Director

The appointment of an Alternate Director may be terminated at any time by the appointor even if the period of the appointment of the Alternate Director has not expired, and terminates in any event if the appointor ceases to be a Director.

11.15 Appointment or termination

An appointment, or the termination of an appointment, of an Alternate Director must be effected by a notice signed by the Director who makes or made the appointment and delivered to the Company.

11.16 Alternate Director and number of Directors

An Alternate Director is not to be taken into account separately from the appointor in determining the number of Directors.

11.17 Director attending and voting by proxy

A Director may participate in and vote by proxy at a meeting of the Directors if the proxy:

(a) is another Director; and

(b) the appointment is signed by the appointor.

The appointment may be general or for one or more particular meetings. A Director present as proxy of another Director who would be entitled to vote if present at the meeting has one vote for the appointor and one vote in his or her own capacity as a Director.

11.18 Quorum for Directors' meeting

At a meeting of Directors, the number of Directors whose presence in person or by proxy is necessary to constitute a quorum is as determined by the Directors and, unless so determined, is more than 50% of the Directors.

11.19 Continuing Directors may act

The continuing Directors may act despite a vacancy in their number. If their number is reduced below the requirements of article 9.1, the continuing Directors may, except in an emergency, act only for the purpose of filling vacancies to the extent necessary to bring their number up to that minimum or to convene a general meeting.

11.20 Chairman of Committee

The members of a Committee may elect one of their number as chairman of their meetings. If a meeting of a Committee is held and:

(a) a chairman has not been elected; or

(b) the chairman is not present within 10 minutes after the time appointed for the holding of the meeting or is unable or unwilling to act,

the members involved may elect one of their number to be chairman of the meeting.

11.21 Meetings of Committee

A Committee may meet and adjourn as it thinks proper.

11.22 Determination of questions

Questions arising at a meeting of a Committee are to be determined by a majority of votes of the members of the Committee entitled to vote.

If there is an equality of votes the chairman of the meeting has a casting vote, unless only two members of the Committee are present and entitled to vote at the meeting on the question.

11.23 Circulating resolutions

The Directors may pass a resolution without a Directors' meeting being held if 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. Separate copies of a document may be used for signing by Directors if the wording of the resolution and statement is identical in each copy. The resolution is passed when the last Director signs.

11.24 Validity of acts of Directors

All acts done at a meeting of the Directors or of a Committee, or by a person acting as a Director are, even if it is afterwards discovered that:

(a) there was a defect in the appointment or continuance in office of a person as a Director or of the person so acting; or

(b) a person acting as a Director was disqualified or was not entitled to vote,

as valid as if the relevant person had been duly appointed or had duly continued in office and was qualified and entitled to vote.

12 Administrator

The Directors must appoint at least one Administrator at a salary to be determined by them. The person appointed must conduct the correspondence of the Company, have the custody of all documents belonging to the Company, keep full and correct minutes of all proceedings and records of all transactions of the Company and carry out the directions of the Directors

13 Secretary

13.1 Appointment of Secretary

The Company must have at least one Secretary who is to be appointed by the Directors.

13.2 Suspension and removal of Secretary

The Directors may suspend or remove a Secretary from that office.

13.3 Powers, duties and authorities of Secretary

A Secretary holds office on the terms and conditions (including as to remuneration) and with the powers, duties and authorities, as determined by the Directors.

14 Accounts Finance and revenue account and balance sheet

14.1 Funds

All funds are held by the Directors or such officers as the Directors may direct.

14.2 Payments, receipts and accounts

(a) The Treasurer must pay into or cause to be paid into such bank as the Directors may from time to time direct, to the credit of the Company all moneys received by the Treasurer.

(b) All payments must be made by cheque or electronic transfer and signed or in such manner as the Directors determine from time to time

14.3 Annual Subscription Fees and donations

Official receipts for Annual Subscription Fees, donations or other payments to the Company must be given by the Secretary or other officers of the Company duly authorised by the Directors.

14.4 Books of account

The Directors must cause the accounts and records of the Company to be maintained and, if required, audited in accordance with the requirements of the Corporations Act.

14.5 Annual general meeting

(a) At every annual general meeting the board must lay before the Company revenue account and a balance sheet containing a summary of the property and liabilities of the Company as at the thirtieth day of June last preceding.

(b) Every such account and balance sheet must comply with the Corporations Act.

15 Auditor

(a) An Auditor must be appointed by the Members at the annual general meeting in each year. The Auditor appointed must be a member of the Institute of Chartered Accountants in Australia or equivalent professional body.

(b) If any casual vacancy occurs in the office of Auditor the surviving or continuing Auditor may act but if there is no Auditor the Directors must appoint an Auditor to hold office until the next annual general meeting.

(c) No person other than a first or retiring Auditor must be eligible for appointment as Auditor at any general meeting unless notice in writing of his/her candidature must have been left at the office at least twenty one days prior to the meeting at which the appointment of an Auditor is to take place.

(d) The retiring Auditor must be eligible for the re-appointment.

16 Seals

16.1 Safe custody of common seals

The Directors must provide for the safe custody of any seal of the Company.

16.2 Use of common seal

If the Company has a common seal or duplicate common seal:

(a) it may be used only by the authority of the Directors, or of a Committee authorised by the Directors to authorise its use; and

(b) every document to which it is affixed must be signed by a Director and be countersigned by another Director, a Secretary or another person appointed by the Directors to countersign that document or a class of documents.

17 Inspection of records

17.1 Inspection by Members

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 accounting records and other documents of the Company or any of them will be open to the inspection of Members (other than Directors).

17.2 Right of a Member to inspect

Subject to clause 17.1, a Member (other than a Director) does not have the right to inspect any document of the Company except as provided by law or authorised by the Directors or by the Company in general meeting.

18 Service of documents

18.1 Document includes notice

In this Part 18, a reference to a document includes a notice and a notification by electronic means.

18.2 Form of document

Unless expressly stated otherwise in this Constitution, all notices, certificates, statements, demands, appointments, directions and other documents referred to in this Constitution must be in writing.

18.3 Methods of service

The Company may give a document to a Member:

(a) personally;

(b) by delivering it or sending it by post to the address for the Member in the Register or an alternative address nominated by the Member;

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

(d) by sending it by an email to an email address nominated by the Member; or

(e) by notifying the Member by an electronic means nominated by the Member that:

(i) the document is available; and

(ii) how the Member may use the nominated access means to access the document.

18.4 Post

A document 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 taken to have been received on the day after the date of its posting.

18.5 Fax or electronic transmission

A document sent or given by fax or to an electronic address:

(a) is taken to be effected by properly addressing and transmitting the fax or electronic transmission; and

(b) is taken to have been delivered one hour following its transmission.

18.6 Electronic notification

A document made available by electronic means is taken to have been given and received one hour following transmission of the notification specifying that the document is available and how it can be accessed.

18.7 Evidence of service

A certificate signed by a Director or a Secretary stating that a document was sent, delivered or given to a Member by post, fax or other electronic means on a particular date is evidence that the document was sent, delivered or given on that date and by that means.

19 Indemnity and insurance

19.1 Indemnity

To the maximum extent permitted by law, the Company indemnifies any current or former Director or other officer of the Company out of the assets of the Company against:

(a) any liability incurred by the person in that capacity (except a liability for legal costs);

(b) reasonable legal costs incurred in defending or resisting or otherwise in connection with proceedings, whether civil or criminal or of an administrative or investigatory nature against the person or in which the person becomes involved because of that capacity; and

(c) reasonable legal costs incurred in good faith in obtaining legal advice on issues relevant to the performance of their functions and discharge of their duties as an officer of the Company.

19.2 Insurance

To the maximum extent permitted by law, the Company may pay a premium for a contract insuring a person who is or has been a Director or other officer of the Company against liability incurred by the person in that capacity, including a liability for legal costs.

19.3 Contract

The Company may enter into an agreement with a Director or other officer of the Company with respect to the matters referred to in articles 19.1 and 19.2 and including provisions relating to rights of access to the books of the Company.

20 Winding up

20.1 Contributions on winding up

Each Member undertakes to contribute to the Company’s property an amount not exceeding $2.00 if the Company is wound up during, or within one year after the cessation of, the Member’s membership, on account of:

(a) payment of the Company’s debts and liabilities contracted before they ceased to be a Member;

(b) the costs of winding up; and

(c) adjustment of the rights of the contributories among themselves.

20.2 Application of property on winding up

If any property or funds remain on the winding-up or dissolution of the Company and after satisfaction of all its debts and liabilities, the property or funds may not be paid to or distributed among the Members but must be given or transferred to one or more funds or institutions:

(a) having a public charitable purpose or public charitable objects similar to the purpose and Objects of the Company;

(b) whose constitution or rules prohibit the distribution of its property and funds among its members to an extent at least as great as is imposed on the Company under this Constitution; and

(c) which is an Approved Institution.

The fund or institution is to be determined by not less than two thirds of the Members in general meeting at or before the time of dissolution and in default by application to the court.