

Constitution of
Zonta International District 22 Ltd
ACN 612 963 194

Clayton Utz
Lawyers
Level 28, Riparian Plaza
71 Eagle Street
Brisbane QLD 4000
GPO Box 9806
Brisbane QLD 4001
Tel +61 7 3292 7000
Fax +61 7 3221 9669
www.claytonutz.com

Our reference 12261/80166910

Certificate of Registration of a Company

This is to certify that

ZONTA INTERNATIONAL DISTRICT 22 LTD

Australian Company Number 612 963 194

is a registered company under the Corporations Act 2001 and
is taken to be registered in Queensland.

The company **is limited by guarantee.**

The company is a **public** company.

The day of commencement of registration is
the thirteenth day of June 2016.



ASIC

Australian Securities & Investments Commission

Issued by the
Australian Securities and Investments Commission
on this thirteenth day of June, 2016.

A handwritten signature in black ink, appearing to read 'G. Medcraft'.

Greg Medcraft
Chairman

CERTIFICATE

Contents

Preliminary **1**

 1. Definitions 1

 2. Interpretation 2

 3. Application of Corporations Act 3

 4. Enforcement 3

Objects **3**

 5. Objects of the Company 3

Income and property **3**

 6. Application of income and property 3

Liability of Members **4**

 7. Extent of liability 4

Membership **5**

 8. Applications 5

 9. No transfers 5

Cessation of membership **5**

 10. Resignation of a Member 5

 11. Expulsion or suspension of a Member 5

 12. Revocation of Charter 6

 13. Other cessation events 6

 14. Effect of cessation 6

Fees and other payments **7**

 15. Setting of Fees 7

 16. Notice of Fees 7

 17. Payment of Fees 7

 18. Interest payable 7

Proceedings of Members **8**

 19. Written resolutions of Members 8

 20. Calling meetings of Members 8

 21. Notice of meetings of Members 8

 22. Business of meetings 8

 23. Quorum 8

 24. Chairperson of meetings of Members 9

 25. Conduct of meetings of Members 9

 26. Attendance at meeting of Members 10

 27. Authority of Attending Members 10

 28. Multiple appointments 11

 29. Voting at meeting of Members 11

 30. Voting by representatives 12

 31. Restrictions on voting rights 12

 32. Polls 13

 33. Proxies 13

 34. Receipt of appointments 14

 35. Adjournments 14

 36. Cancellations and postponements 14

Directors **15**

 37. Appointment of Directors 15

 38. Retirement of Directors 15

 39. Termination of office 15

 40. Vacancies of Office 16

 41. Proxies 16

 42. Interests of Directors 16

Officers	17
43. District Secretary	17
44. Indemnity and insurance	17
Powers of the Board.....	18
45. General powers	18
46. Areas	18
47. Execution of documents	19
48. Committees and delegates.....	19
49. Attorney or agent	19
Proceedings of Directors.....	19
50. Written resolutions of Directors	19
51. Board Meetings.....	20
52. Chairperson of the Board	21
53. Board resolutions.....	21
54. Valid proceedings	21
Notices.....	21
55. Notices to Members.....	21
56. Notice to Directors	22
57. Notice to the Company	22
58. Time of service	22
59. Notice requirements	22
Winding up	23
60. Winding up.....	23

Zonta International District 22 Ltd
ACN 612 963 194

Constitution

Preliminary

1. Definitions

In this Constitution:

Area means a separate and distinct part of the District with boundaries and Members determined by the Board. At the time the Company is registered the Areas are as listed in Annexure A.

Area Director means a person who is a Director and has been elected to the position of Area Director for their relevant Area in accordance with Article 37.

Attending Member means, in relation to a meeting of Members, the Member present at the place of the meeting, in person or by proxy, by attorney or, where the Member is a body corporate, by Corporate Representative.

Board means the Directors of the Company from time to time.

Business Day means a day except a Saturday, Sunday or public holiday in the state or territory in which the Company is taken to be registered for the purposes of the Corporations Act.

Bylaws means the bylaws of Zonta International, as amended from time to time.

Charter means the written grant by Zonta International whereby the Member is accepted as a member of Zonta International.

Convention means the convention held every two years (or such other time period as Zonta International deems necessary) by Zonta International for administrative purposes.

Corporate Representative means a person authorised in accordance with the Corporations Act (or a corresponding previous law) by a Member which is a body corporate to act as its representative at a meeting of Members.

Corporations Act means the Corporations Act 2001 (Commonwealth).

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

District means District 22 as determined by Zonta International for administrative purposes.

District Bylaws and Resolutions Committee means the committee appointed by the Board to resolve issues concerning compliance with the Bylaws and membership of the Company, from time to time.

District Conference means the meeting of the Company's Members held approximately every two years (or such other time period as determined by the Board from time to time).

District Governor means a person who is a Director and has been elected to the position of District Governor in accordance with Article 37.

District Secretary means a person appointed as, or to perform the duties of, secretary of the Company for the time being in accordance with Article 43.

District Treasurer means a person who is a Director and has been elected to the position of District Treasurer in accordance with Article 37.

Fee means a fee or levy referred to in Article 15(a).

Holding Company means the ultimate holding company (within the meaning of the Corporations Act) of the Company.

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

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

Lieutenant Governor means a person who is a Director and has been appointed to the position of Lieutenant Governor in accordance with Article 37.

Member means a person whose name is entered in the Register as a member of the Company. At the time the Company is registered the Members are as listed in Annexure A.

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

Personal Representative means the legal personal representative, executor or administrator of the estate of a deceased person.

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

Relevant Officer means a person who is, or has been, a Director or District Secretary.

Zonta International means the corporation known as Zonta International incorporated in Chicago, Illinois USA.

Zonta International Foundation means the official charitable foundation of Zonta International which advances and sustains Zonta International's global service and advocacy programs from time to time.

2. Interpretation

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

- (a) a word importing the singular includes the plural (and vice versa);
- (b) a word indicating a gender includes every other gender;
- (c) if a word or phrase is given a defined meaning, any other part of speech or grammatical form of that word or phrase has a corresponding meaning;
- (d) the word "includes" in any form is not a word of limitation;
- (e) a reference to something being "written" or "in writing" includes that thing being represented or reproduced in any mode in a visible form;
- (f) a notice or document required by this Constitution to be signed may be authenticated by any other manner permitted by the Corporations Act or any other law;
- (g) a reference to a statute includes its delegated legislation and a reference to a statute or delegated legislation or a provision of either includes consolidations, amendments, re-enactments and replacements;

- (h) "person" includes an individual, the estate of an individual, a corporation, an authority, an association or a joint venture (whether incorporated or unincorporated), a partnership and a trust; and
- (i) the Bylaws prevail to the extent of any inconsistency with this Constitution.

3. Application of Corporations Act

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

4. Enforcement

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

Objects

5. Objects of the Company

The objects of the Company are:

- (a) to improve the legal, political, economic, educational, health, and professional status of women at the global and local level through service and advocacy;
- (b) to work for the advancement of understanding, goodwill, and peace through a world fellowship of members;
- (c) to promote justice and universal respect for human rights and fundamental freedoms;
- (d) to be united internationally to foster high ethical standards, to implement service programs, and to provide mutual support and fellowship for members who serve their communities, their nations, and the world; and
- (e) to function as an administrative division of Zonta International in the attainment of the objects of Zonta International as stated in the Bylaws.

Income and property

6. Application of income and property

- (a) Subject to Articles 6(b) and 6(c), the Company must apply the profits (if any) or other income and property of the Company solely towards the promotion of the objects of the Company set out in Article 5 and no portion of it may be paid or

transferred, directly or indirectly, to any Member whether by way of dividend, bonus or otherwise.

- (b) Nothing in Article 6(a) prevents the Company making any payment in good faith of:
- (i) reasonable and proper remuneration to any Member for any services actually rendered or goods supplied to the Company in the ordinary and usual course of business of the Company;
 - (ii) the payment or reimbursement of out-of-pocket expenses incurred by a Member on behalf of the Company where the amount payable does not exceed an amount previously approved by the Board;
 - (iii) reasonable and proper rent or fees to a Member for premises leased or licensed by any Member to the Company;
 - (iv) money to any Member, being a solicitor, accountant or other person engaged in any profession, for all usual professional or other charges for work done by that person or that person's firm or employer, where the provision of the service has the prior approval of the Board and the amount payable is approved by the Board and is not more than an amount which commercially would be reasonable payment for the service;
 - (v) interest to a Member at a rate not exceeding a rate approved by the Board on money borrowed by the Company from the Member; or
 - (vi) an amount pursuant to Article 60.
- (c) The Company must not pay fees to or on behalf of Directors or a District Secretary but the Company may make payments to a Director or District Secretary in good faith for:
- (i) the payment or reimbursement of out-of-pocket expenses reasonably incurred by a Director or District Secretary in the performance of any duty as a director or secretary of the Company where that payment or reimbursement has been approved by the Board;
 - (ii) money to any Director or District Secretary, being a solicitor, accountant or other person engaged in any profession, for all usual professional or other charges for work done by that person or that person's firm or employer, where the provision of the service has the prior approval of the Board and the amount payable is approved by the Board and is not more than an amount which commercially would be reasonable payment for the service;
 - (iii) any salary or wage due to the Director or District Secretary as an employee of the Company where the terms of employment have been approved by the Board;
 - (iv) an insurance premium in respect of a contract insuring a Director or District Secretary for a liability incurred as an officer of the Company where the Board has approved the payment of the premium; or
 - (v) any payment pursuant to Article 44(a), 44(c) or 44(d) or a payment pursuant to any agreement or deed referred to in Article 44(e).

Liability of Members

7. Extent of liability

Each Member undertakes to contribute an amount not exceeding \$1.00 to the property of the Company if the Company is wound up at a time when that person is a Member, or within one year of the time that person ceased to be a Member, for:

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

Membership

8. Applications

- (a) Any person is eligible to apply to become a Member.
- (b) Each applicant to become a Member must sign and deliver to Zonta International an application in the form which Zonta International determines, and pay any initial fee which Zonta International determines in accordance with the Bylaws.
- (c) Zonta International determines in accordance with the Bylaws whether an applicant may become a Member. Zonta International is not required to give any reason for the rejection of any application to become a Member.
- (d) If an application to become a Member is accepted by Zonta International and the applicant has received its Charter:
 - (i) the Company must give written notice of the acceptance to the applicant; and
 - (ii) as decided by Zonta International in their absolute discretion, the Company must:
 - A. enter the applicant's name in the Register; and
 - B. allocate the applicant to an Area.
- (e) If an application to become a Member is rejected by Zonta International, the Company must give written notice of the rejection to the applicant and refund the fee (if any) paid by the applicant in accordance with the Bylaws.
- (f) Failure by the Company to comply with any notice requirement in this Article 8(d) or 8(e) does not invalidate the decision regarding an application.
- (g) The Board must not limit the maximum number of Members of the Company.

9. No transfers

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

Cessation of membership

10. Resignation of a Member

- (a) Subject to Article 10(b), a Member may at any time resign as a member of the Company by giving the Company notice in writing. Unless the notice provides otherwise, a resignation by a Member takes effect immediately on the giving of that notice to the Company.
- (b) If there is only one Member and the Member gives proper notice of resignation or on the same day all of the Members give proper notice of resignation, the notice or notices will be ineffective and the Member or Members cannot resign until either another person is appointed as a Member or the Company is wound up.
- (c) If a Member resigns, the Company must remove the Member's name from the Register.

11. Expulsion or suspension of a Member

- (a) If the Company receives a complaint in writing from any person alleging, or the Board determines (in its sole discretion) that:
 - (i) a Member is in breach of a provision of this Constitution (including the provisions relating to the payment of Fees); or
 - (ii) a Member fails to meet at least quarterly; or
 - (iii) any act or omission of a Member may be, in the opinion of the Board, unbecoming of a Member, or prejudicial to the interests or reputation of the Company; or

- (iv) a Member is, or any step is taken for that Member to become, either an insolvent under administration or an externally administered body corporate; or
- (v) there is a succession by another body corporate or entity to the assets and liabilities of the Member,

the Company must refer the matter to the District Bylaws and Resolutions Committee.

- (b) Before making a recommendation to the Board with regards to the suspension or expulsion of a Member, the District Bylaws and Resolutions Committee must give the affected Member:
 - (i) at least 5 Business Days' notice stating the date, time and place at which the question of suspension or expulsion of that Member is to be considered by the committee, and the nature of the alleged events giving rise to the suspension or expulsion; and
 - (ii) an opportunity of explaining to the committee, orally or in writing, why the Member should not be suspended or expelled.
- (c) The Board may only recommend that Zonta International suspend or expel a Member:
 - (i) after it considers the recommendation made by the the District Bylaws and Resolutions Committee; and
 - (ii) it resolves to do so by a two-thirds majority.
- (d) If the Board resolves to make a recommendation to Zonta International under Article 11(c) the Company must notify Zonta International of its recommendation (which notice includes proof that the affected Member has also been served with its recommendation).
- (e) If Zonta International determines to expel the Member, the Company must by a resolution of the Board resolve to expel or suspend the Member from the Company and remove the Member's name from the Register.

12. Revocation of Charter

- (a) Subject to Article 12(b), if a Member has its Charter revoked by Zonta International for any reason (including but not limited to a breach of the Bylaws or a breach of its Charter), the Company may expel the Member by a resolution of the Board and remove the Member's name from the Register.
- (b) The Company must not expel a Member pursuant to Article 12(a) until:
 - (i) the Company has been given notice by Zonta International that the Member's Charter has been revoked; and
 - (ii) the affected Member has been given an opportunity of explaining to the Board or Zonta International, orally or in writing, why the Member should not have its Charter revoked; and
 - (iii) Zonta International has determined to revoke the Member's Charter.

13. Other cessation events

If a Member, being a body corporate, is deregistered pursuant to the laws of the jurisdiction in which the Member is incorporated, the Member ceases to be a member of the Company and the Company may remove the Member's name from the Register.

14. Effect of cessation

- (a) A person who ceases to be a Member:
 - (i) remains liable to pay, and must immediately pay, to the Company all amounts that at date of cessation were payable by the person to the Company as a Member;

- (ii) must pay to the Company interest at the rate the Board resolves on those amounts from the date of cessation until and including the date of payment of those amounts; and
 - (iii) if the Member was expelled under Article 12, all remaining assets of the Member must be disbursed to the Zonta International Foundation, except for operating funds which will be paid to the Company.
- (b) The Company may by resolution of the Board waive any or all of its rights pursuant to this Article 14.

Fees and other payments

15. Setting of Fees

- (a) Subject to the Corporations Act and the Bylaws, the Company may require the payment of Fees and interest by Members of any amount, on any terms and at any times, including payment by instalments.
- (b) The Company may by resolution of the Board revoke or postpone a Fee or extend the time for payment of a Fee, at any time prior to the date on which payment of that Fee is due.

16. Notice of Fees

- (a) The Company must give notice of Fees to the Members who are required to pay the Fees at least 10 Business Days before the due date for payment. The notice must specify the amount of the Fee, the time or times and place of payment and any other information as the Board resolves.
- (b) The non-receipt of a notice of a Fee by, or the accidental omission to give notice of a Fee to, any Member does not invalidate the Fee.

17. Payment of Fees

- (a) Each Member must pay to the Company the amount of each Fee payable by the Member in the manner, at the time and at the place specified in the notice of the Fee.
- (b) In a proceeding to recover a Fee, or an amount payable due to the failure to pay or late payment of a Fee, proof that:
 - (i) the name of the person is entered in the Register as a Member;
 - (ii) there is a record in the minute books of the Company of the approval of the Fee or the resolution determining the Fee; and
 - (iii) notice of the Fee was given or taken to be given to the person in accordance with this Constitution,
 is conclusive evidence of the obligation of that person to pay the Fee.

18. Interest payable

- (a) If an amount payable to the Company as a Fee is not paid before or on the time for payment, the person who owes the amount must pay to the Company:
 - (i) interest on the unpaid part of the amount from the date payment is due to the date of payment at the rate that the Board resolves; and
 - (ii) all costs and expenses that the Company incurs due to the failure to pay or the late payment.
- (b) Interest pursuant to Article 18(a) accrues daily and may be capitalised at any interval that the Board resolves.
- (c) The Company may by resolution of the Board waive payment of some or all of the interest, costs or expenses payable pursuant to Article 18(a).

Proceedings of Members

19. Written resolutions of Members

While the Company has only one Member, the Company may pass a resolution by that Member signing a record in writing of that resolution.

20. Calling meetings of Members

- (a) The Company may by resolution of the Board call a meeting of Members to be held at the time and place (including 2 or more venues using technology which gives Attending Members as a whole a reasonable opportunity to participate) and in the manner that the Board resolves.
 - (b) No Member may call or arrange to hold a meeting of Members except where permitted by the Corporations Act.
-

21. Notice of meetings of Members

- (a) Where the Company has called a meeting of Members, notice of the meeting and any proxy form for the meeting may be given in the form and in the manner in which the Board resolves, subject to any requirements of the Corporations Act.
 - (b) A person may waive notice of any meeting of Members by written notice to the Company.
 - (c) A person who has not duly received notice of a meeting of Members may, before or after the meeting, notify the Company of the person's agreement to anything done or resolution passed at the meeting.
 - (d) A person's attendance at a meeting of Members waives any objection which that person may have had to a failure to give notice, or the giving of a defective notice, of the meeting, unless the person at the beginning of the meeting objects to the holding of the meeting.
 - (e) Subject to the Corporations Act, anything done (including the passing of a resolution) at a meeting of Members is not invalid because either or both a person does not receive notice of the meeting or a proxy form, or the Company accidentally does not give notice of the meeting or a proxy form to a person.
-

22. Business of meetings

Except with the approval of the Board, with the permission of the District Governor or pursuant to the Corporations Act, no person may move at any meeting of Members:

- (a) any resolution (except in the form set out in the notice of meeting given pursuant to Article 21(a)); or
 - (b) any amendment of any resolution or a document which relates to any resolution and a copy of which has been made available to Members to inspect or obtain.
-

23. Quorum

- (a) No business may be transacted at a meeting of Members except, subject to Article 24, the election of the chairperson of the meeting unless a quorum for a meeting of Members is present at the time when the meeting commences.
- (b) A quorum for a meeting of Members is a majority of the Attending Members at that meeting entitled to vote on a resolution or if only one Member is entitled to vote at that meeting, then that person (or an Attending Member representing that person). An individual present may count each vote that they hold in accordance with Article 29(k) towards a quorum. If a Member has appointed more than one proxy or attorney or Corporate Representative in relation to a vote that they hold, only one of them may be counted towards a quorum in relation to that vote.

- (c) If a quorum is not present within 30 minutes after the time appointed for the commencement of a meeting of Members, the meeting is dissolved unless the District Governor or the Board adjourn the meeting to a date, time and place determined by the District Governor or the Board.
- (d) If a quorum is not present within 30 minutes after the time appointed for the commencement of an adjourned meeting of Members, the meeting is dissolved.

24. Chairperson of meetings of Members

- (a) Subject to Articles 24(b) and 24(c), the District Governor must chair each meeting of Members.
- (b) If at a meeting of Members:
 - (i) there is no District Governor; or
 - (ii) the District Governor is not present within 15 minutes after the time appointed for the commencement of a meeting of Members or is not willing to chair all or part of the meeting,

the Lieutenant Governor or, in the absence of the Lieutenant Governor or if the Lieutenant Governor is not willing to act, the Attending Members may elect one of their number, to chair that meeting.
- (c) A chairperson of a meeting of Members (including the District Governor and the Lieutenant Governor) may, for any item of business at that meeting or for any part of that meeting, vacate the chair in favour of another person nominated by him or her (**Acting Chair**). Where an instrument of proxy appoints the chairperson as proxy for part of proceedings for which an Acting Chair has been nominated, the instrument of proxy is taken to be in favour of the Acting Chair for the relevant part of the proceedings.

25. Conduct of meetings of Members

- (a) Subject to the Corporations Act, the chairperson of a meeting of Members is responsible for the general conduct of that meeting and for the procedures to be adopted at that meeting.
- (b) The chairperson of a meeting of Members may make rulings without putting the question (or any question) to the vote if that action is required to ensure the orderly conduct of the meeting.
- (c) The chairperson of a meeting of Members may determine the procedures to be adopted for proper and orderly discussion or debate at the meeting, and the casting or recording of votes at the meeting.
- (d) The chairperson of a meeting of Members may determine any dispute concerning the admission, validity or rejection of a vote at the meeting.
- (e) The chairperson of a meeting of Members may, subject to the Corporations Act, at any time terminate discussion or debate on any matter being considered at the meeting and require that matter be put to a vote.
- (f) The chairperson of a meeting of Members may refuse to allow debate or discussion on any matter which is not business referred to in the notice of that meeting or is not business of the meeting permitted pursuant to the Corporations Act without being referred to in the notice of meeting.
- (g) The chairperson of a meeting of Members may refuse any person admission to, or require a person to leave and remain out of, the meeting if that person:
 - (i) in the opinion of the chairperson, is not complying with the reasonable directions of the chairperson;
 - (ii) has any audio or visual recording or broadcasting device;
 - (iii) has a placard or banner;

- (iv) has an article the chairperson considers to be dangerous, offensive or liable to cause disruption;
 - (v) behaves or threatens to behave in a dangerous, offensive or disruptive manner;
 - (vi) refuses to produce or to permit examination of any article, or the contents of any article, in the person's possession; or
 - (vii) is not entitled pursuant to the Corporations Act or this Constitution to attend the meeting.
- (h) If the chairperson of a meeting of Members considers that there are too many persons present at the meeting to fit into the venue where the meeting is to be held, the chairperson may nominate a separate meeting place using any technology that gives Attending Members as a whole a reasonable opportunity to participate.
 - (i) The chairperson of a meeting of Members may delegate any power conferred by this Article 25 to any person.
 - (j) Nothing contained in this Article 25 limits the powers conferred by law on the chairperson of a meeting of Members.

26. Attendance at meeting of Members

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

27. Authority of Attending Members

- (a) Unless otherwise provided in the document or resolution appointing a person as proxy, attorney or Corporate Representative of a Member, the person so appointed has the same rights to speak, demand a poll, join in demanding a poll or act generally at a meeting of Member to which the appointment relates, as the appointing Member would have had if that Member was present at the meeting.
- (b) Unless otherwise provided in the document or resolution appointing a person as proxy, attorney or Corporate Representative of a Member, the appointment is taken to confer authority to:
 - (i) vote on any amendment moved to a proposed resolution and on any motion that a proposed resolution not be put or any similar motion; and
 - (ii) vote on any procedural motion, including any motion to elect the chairperson of the meeting of Members to which the appointment relates, to vacate the chair or to adjourn the meeting,
 even though the appointment may refer to specific resolutions and may direct the proxy, attorney or Corporate Representative how to vote on particular resolutions.
- (c) Unless otherwise provided in the document or resolution appointing a person as proxy, attorney or Corporate Representative of a Member, the appointment is taken to confer authority to attend and vote at a meeting which is rescheduled, postponed or adjourned to another time or changed to another place, even though the appointment may refer to a specific meeting to be held at a specified time or place.

28. Multiple appointments

- (a) If more than one attorney or Corporate Representative appointed by a Member is present at a meeting of Members and the Company has not received notice of any revocation of any of the appointments:
 - (i) an attorney or Corporate Representative appointed to act at that particular meeting may act to the exclusion of an attorney or Corporate Representative appointed pursuant to a standing appointment; and
 - (ii) subject to Article 28(a)(i), an attorney or Corporate Representative appointed pursuant to the most recent appointment may act to the exclusion of an attorney or Corporate Representative appointed earlier in time.
- (b) An appointment of a proxy of a Member is revoked (or, in the case of a standing appointment, suspended for that particular meeting of Members) if the Company receives a further appointment of a proxy from that Member which would result in there being more than one proxy of that Member entitled to act at the meeting. The appointment of proxy made first in time is the first to be treated as revoked or suspended by this Article 28(b).
- (c) The appointment of a proxy for a Member is not revoked by an attorney or Corporate Representative for that Member attending and taking part in a meeting of Members to which the appointment relates, but if that attorney or Corporate Representative votes on a resolution at that meeting, the proxy is not entitled to vote, and must not vote, as the Member's proxy on that resolution.

29. Voting at meeting of Members

- (a) A resolution put to the vote at a meeting of Members must be decided on a show of hands, unless a poll is demanded in accordance with Article 32 and that demand is not withdrawn.
- (b) The Board may determine that Members entitled to attend and vote at a meeting of Members may vote at that meeting without an Attending Member in respect of that person being present at that meeting (and voting in this manner is referred to in this Article 29(b) as direct voting). The Board may determine rules and procedures in relation to direct voting, the manner in which a direct vote may be cast, the circumstances in which a direct vote will be valid and the effect of a Member casting both a direct vote and a vote in any other manner. Where a notice of meeting specifies that direct voting may occur by eligible Members, a direct vote cast by an eligible Member is taken to have been cast by that person at the meeting if the rules and procedures for direct voting determined by the Board (whether set out in the notice of meeting or otherwise) are complied with.
- (c) Subject to this Constitution, on a show of hands at a meeting of Members, each Attending Member having the right to vote on the resolution has one vote, provided that where a person is entitled to vote in more than one capacity, that person is entitled only to one vote.
- (d) Subject to Articles 29(j) and 29(k) and any other provision of this Constitution, on a poll at a meeting of Members, each Attending Member having the right to vote on the resolution has one vote for each Member that the Attending Member represents.
- (e) Subject to Articles 29(j) and 29(k) and any other provision of this Constitution, where the Board has determined other means (including electronic) permitted by law for the casting and recording of votes by Attending Members on any resolution to be put at a meeting of Members, each Attending Member having a right to vote on the resolution has one vote for each Member that the Attending Member represents.
- (f) An objection to a right to vote at a meeting of Members or to a determination to allow or disregard a vote at the meeting may only be made at that meeting (or any resumed meeting if that meeting is adjourned). Any objection pursuant to this

Article 29(f) must be decided by the chairperson of the meeting of Members, whose decision, made in good faith, is final and conclusive.

- (g) Subject to this Constitution and except where a resolution at a meeting of Members requires a special majority pursuant to the law, the resolution is passed if more votes are cast by Members entitled to vote in favour on the resolution than against it.
- (h) In the case of an equality of votes on a resolution at a meeting of Members, the chairperson of that meeting does not have a casting vote on that resolution.
- (i) Unless a poll is demanded and the demand is not withdrawn, a determination by the chairperson of a meeting of Members following a vote on a show of hands that a resolution has been passed or not passed is conclusive, without proof of the number or proportion of the votes recorded in favour or against the resolution.
- (j) At a meeting of Members each Member shall be entitled to appoint:
 - (i) one Attending Member;
 - (ii) a second Attending Member if the number of individuals registered as members of that Member exceeds thirty (30) people at a time determined under Article 15(a); and
 - (iii) a third Attending Member if the number of individuals registered as members of that Member exceeds sixty (60) people at a time determined under Article 15(a).
- (k) If, in accordance with Article 29(j), a Member is entitled to have more than one Attending Member present at a meeting of Members, that Member may authorise an Attending Member to hold more than one vote for that meeting. The maximum number of votes an Attending Member may hold at a meeting is capped by the number of Attending Members that their Member is entitled to appoint in accordance with Article 29(j).
- (l) Members of the Board are not entitled to vote as an Attending Member at a meeting of Members.
- (m) Except for polls conducted for the purpose of Article 37 in relation to their own appointment to the Board, the District Governor, Lieutenant Governor, District Treasurer and each of the Area Directors are entitled to one vote each for any resolution at a meeting of Members.

30. Voting by representatives

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

31. Restrictions on voting rights

- (a) The authority of a proxy or attorney for a Member to speak or vote at a meeting of Members to which the authority relates is suspended while the Member is present in person at that meeting.

- (b) An Attending Member is not entitled to vote on any resolution on which any Fee or other amount due and payable to the Company in respect of that Member's membership of the Company has not been paid.
- (c) An Attending Member is not entitled to vote on a resolution at a meeting of Members where that vote is prohibited by the Corporations Act or an order of a court of competent jurisdiction.
- (d) The Company must disregard any vote on a resolution at a meeting of Members purported to be cast by an Attending Member where that person is not entitled to vote on that resolution. A failure by the Company to disregard a vote on a resolution as required by this Article 31(d) does not invalidate that resolution or any act, matter or thing done at the meeting, unless that failure occurred by wilful default of the Company or of the chairperson of that meeting.

32. Polls

- (a) A poll on a resolution at a meeting of Members may be demanded by a Member only in accordance with the Corporations Act or by the chairperson of that meeting.
- (b) No poll may be demanded at a meeting of Members on the election of a chairperson of that meeting, or unless the chairperson of the meeting otherwise determines, the adjournment of that meeting.
- (c) A demand for a poll may be withdrawn.
- (d) A poll demanded on a resolution at a meeting of Members for the adjournment of that meeting must be taken immediately. A poll demanded on any other resolution at a meeting of Members must be taken in the manner and at the time and place the chairperson of the meeting directs.
- (e) The result of a poll demanded on a resolution of a meeting of Members is a resolution of that meeting.
- (f) A demand for a poll on a resolution of a meeting of Members does not prevent the continuance of that meeting or that meeting dealing with any other business.

33. Proxies

- (a) A Member who is entitled to attend and vote at a meeting of Members may appoint a person as proxy to attend and vote for the Member in accordance with the Corporations Act but not otherwise. The proxy appointed by a Member is entitled to the total number of votes attributable to the Member who appointed the proxy as determined in accordance with Article 29(j).
- (b) A proxy appointed in accordance with the Corporations Act to attend and vote may only exercise the rights of the Member on the basis and subject to the restrictions provided in the Corporations Act.
- (c) A form of appointment of proxy is valid if it is in accordance with the Corporations Act or in any other form (including electronic) which the Board may determine or accept.
- (d) If the name of the proxy or the name of the office of the proxy in a proxy appointment of a Member is not filled in, the proxy of that Member is:
 - (i) the person specified by the Company in the form of proxy in the case that Member does not choose; or
 - (ii) if no person is so specified, the chairperson of that meeting.
- (e) A Member may not appoint a person as a proxy to attend and vote for the Member at more than two (2) consecutive District Conferences or at more than two (2) consecutive meetings of Members.
- (f) A proxy appointed under this Article 33 is not entitled to attend and vote for more than two (2) other Members.

34. Receipt of appointments

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

35. Adjournments

- (a) The chairperson of a meeting of Members may at any time during the meeting adjourn the meeting or any business, motion, question or resolution being considered or remaining to be considered at the meeting or any discussion or debate, either to a later time at the same meeting or to an adjourned meeting to be held at the time and place determined by the chairperson.
- (b) If the chairperson of a meeting of Members exercises the right to adjourn that meeting pursuant to Article 35(a), the chairperson may (but is not obliged to) obtain the approval of Attending Members to the adjournment.
- (c) No person other than the chairperson of a meeting of Members may adjourn that meeting.
- (d) The Company may give such notice of a meeting of Members resumed from an adjourned meeting as the Board resolves. Failure to give notice of an adjournment of a meeting of Members or the failure to receive any notice of the meeting does not invalidate the adjournment or anything done (including the passing of a resolution) at a resumed meeting.
- (e) Only business left unfinished is to be transacted at a meeting of Members which is resumed after an adjournment.

36. Cancellations and postponements

- (a) Subject to the Corporations Act, the Company may by resolution of the Board cancel or postpone a meeting of Members or change the place for the meeting, prior to the date on which the meeting is to be held.
- (b) Article 36(a) does not apply to a meeting called in accordance with the Corporations Act by Members or by the Board on the request of Members, unless those Members consent to the cancellation or postponement of the meeting.
- (c) The Company may give notice of a cancellation or postponement or change of place of a meeting of Members as the Board resolves. Failure to give notice of a cancellation or postponement or change of place of a meeting of Members or the failure to receive any notice of the meeting does not invalidate the cancellation, postponement or change of place of a meeting or anything done (including the passing of a resolution) at a postponed meeting or the meeting at the new place.
- (d) The only business that may be transacted at a meeting of Members the holding of which is postponed is the business specified in the original notice calling the meeting.

Directors

37. Appointment of Directors

- (a) The District Governor, Lieutenant Governor and District Treasurer must be appointed by the Members at the District Conference immediately preceding the Convention via a poll conducted in accordance with Article 32.
- (b) Area Directors must be appointed by the delegates of the Members of that Area (whose numbers will be determined in accordance with the Bylaws) at the District Conference immediately preceding the Convention via a poll conducted in accordance with Article 32.
- (c) To be eligible to be appointed a Director a person must:
 - (i) be a registered member of a Member (as determined by the Bylaws); and
 - (ii) have served at least two (2) years in an elected office of the Member, or have been a District committee chairman.
- (d) In addition to Article 37(c), a person must have served at least one (1) year as the president of a Member in order to be eligible to be appointed the District Governor, Lieutenant Governor or an Area Director.
- (e) A person must receive the majority of the votes at the District Conference in order to be appointed under Article 37(a) or 37(b). If one person does not receive a majority of the votes cast for any office under Article 37(a) or 37(b), there will be a second poll conducted between the two candidates that received the largest number of votes in the first poll.
- (f) A Director may only be appointed to and hold one position on the Board.
- (g) The Board must at all times consist of:
 - (i) a District Governor;
 - (ii) a Lieutenant Governor;
 - (iii) a District Treasurer;
 - (iv) one Area Director for each Area in the District; and
 - (v) a District Secretary.

38. Retirement of Directors

- (a) Subject to Article 38(c), a Director must retire from office no later than the longer of the District Conference or 2 years, following that Director's appointment under Article 37.
- (b) A Director who retires pursuant to Article 38(a) holds office as a Director until the end of the meeting at which the Director retires.
- (c) A person may not serve in the same position on the Board more than once, except if they are re-appointed for a second consecutive term as District Treasurer in accordance with Article 37.

39. Termination of office

A person ceases to be a Director if the person:

- (a) fails to attend Board meetings (either personally or by proxy) for a continuous period of 3 months without the consent of the Board;
- (b) resigns by notice in writing to the Company;
- (c) retires pursuant to Article 38 and is not re-elected;
- (d) is removed from office pursuant to the Corporations Act;

- (e) is an employee (whether full-time or part-time) of the Company or of any related body corporate of the Company and ceases to be an employee of the Company or of a related body corporate of the Company;
- (f) becomes an insolvent under administration;
- (g) becomes of unsound mind or a person whose property is liable to be dealt with pursuant to a law about mental health; or
- (h) is not permitted to be a director, or to manage a corporation, pursuant to the Corporations Act.

40. Vacancies of Office

If there is no:

- (a) District Governor, the Board must meet to resolve that the Lieutenant Governor becomes the new District Governor;
- (b) Lieutenant Governor, the Board may (acting in the best interests of the Company) decide that:
 - (i) there will be no Lieutenant Governor until a person is appointed to that position at the next District Conference;
 - (ii) a meeting of Members is required in order to appoint a new Lieutenant Governor; or
 - (iii) it must meet to appoint a new Lieutenant Governor;
- (c) Area Director for an Area, the Board must meet to appoint a new Area Director for that Area; and
- (d) District Treasurer, the Board must meet to appoint a new District Treasurer.

41. Proxies

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

42. Interests of Directors

- (a) A Director is not disqualified by reason only of being a Director (or the fiduciary obligations arising from that office) from:
 - (i) holding an office (except auditor) or place of profit or employment in the Company or a related body corporate of the Company;
 - (ii) holding an office or place of profit or employment in any other company, body corporate, trust or entity promoted by the Company or in which it has an interest;

- (iii) being a member, creditor or otherwise be interested in any body corporate (including the Company), partnership or entity, except auditor of the Company;
 - (iv) entering into any agreement or arrangement with the Company; or
 - (v) acting in a professional capacity (or being a member of a firm which acts in a professional capacity) for the Company, except as auditor of the Company.
- (b) Each Director must comply with Corporations Act in relation to the disclosure of the Director's interests.
- (c) A Director who has a material personal interest in a matter that is being considered at a Board meeting must not be present while the matter is being considered at the meeting nor vote on the matter, except where permitted by the Corporations Act.
- (d) If a Director has an interest in a matter, then subject to Article 42(c), Article 42(e) and this Constitution:
- (i) that Director may be counted in a quorum at the Board meeting that considers matters that relate to the interest provided that Director is entitled to vote on at least one of the resolutions to be proposed at that Board meeting;
 - (ii) that Director may participate in and vote on matters that relate to the interest;
 - (iii) the Company may proceed with any transaction that relates to the interest and the Director may participate in the execution of any relevant document by or on behalf of the Company;
 - (iv) the Director may retain the benefits pursuant to any transaction that relates to the interest even though the Director has the interest; and
 - (v) the Company cannot avoid any transaction that relates to the interest merely because of the existence of the interest.
- (e) If an interest of a Director is required to be disclosed pursuant to Article 42(b), Article 42(d)(iv) applies only if the interest is disclosed before the transaction is entered into.

Officers

43. District Secretary

- (a) The District Governor may appoint one District Secretary, for a period that coincides with the term of that District Governor on any terms (including, subject to Article 6, as to remuneration).
- (b) The District Secretary is not entitled to vote at Board meetings.
- (c) The District Governor may vary or terminate the appointment of the District Secretary at any time if the District Governor reasonably believes that the best interests of the District would be served by such variation or termination.

44. Indemnity and insurance

- (a) To the extent permitted by law, the Company may indemnify each Relevant Officer against a Liability of that person and the Legal Costs of that person.
- (b) The indemnity pursuant to Article 44(a):
 - (i) is enforceable without the Relevant Officer having first to incur any expense or make any payment;
 - (ii) is a continuing obligation and is enforceable by the Relevant Officer even though the Relevant Officer may have ceased to be an officer of the Company; and

- (iii) applies to Liabilities and Legal Costs incurred both before and after this Article became effective.
- (c) To the extent permitted by law, the Company may make a payment (whether by way of advance, loan or otherwise) to a Relevant Officer in respect of Legal Costs of that person.
- (d) To the extent permitted by law, the Company may:
 - (i) enter into, or agree to enter into; or
 - (ii) pay, or agree to pay, a premium for,

a contract insuring a Relevant Officer against a Liability of that person and the Legal Costs of that person.
- (e) To the extent permitted by law, the Company may enter into an agreement or deed with a Relevant Officer or a person who is, or has been, an officer of the Company or a subsidiary of the Company, pursuant to which the Company must do all or any of the following:
 - (i) keep books of the Company and allow either or both that person and that person's advisers access to those books on the terms agreed;
 - (ii) indemnify that person against any Liability and Legal Costs of that person;
 - (iii) make a payment (whether by way of advance, loan or otherwise) to that person in respect of Legal Costs of that person; and
 - (iv) keep that person insured in respect of any act or omission by that person while a Relevant Officer or an officer of the Company or a subsidiary of the Company, on the terms agreed (including as to payment of all or part of the premium for the contract of insurance).

Powers of the Board

45. General powers

- (a) The Board (at the direction of the District Governor) has the power to manage the business of the Company and may exercise to the exclusion of the Company in general meeting all powers of the Company which are not, by the law or this Constitution, required to be exercised by the Company in general meeting.
- (b) A power of the Board can only be exercised by a resolution passed at a meeting of the Board in accordance with Article 51, a resolution passed by signing a document in accordance with Article 50, or in accordance with a delegation of the power pursuant to Article 48 or 49. A reference in this Constitution to the Company exercising a power by a resolution of the Board includes an exercise of that power in accordance with a delegation of the power pursuant to Article 48 or 49.
- (c) If the Company is a wholly-owned subsidiary of the Holding Company, a Director is authorised to act in the best interests of the Holding Company provided that the Director acts in good faith in the best interests of the Holding Company and the Company is not insolvent at the time the Director acts and does not become insolvent because of the Director's act.
- (d) The Lieutenant Governor must perform such duties as assigned by the District Governor and in the absence or inability of the District Governor to manage the business of the Company, the Lieutenant Governor must perform such duties of the District Governor.

46. Areas

- (a) Subject to the directions of Zonta International, the Board has the power to:
 - (i) add Areas to the District;
 - (ii) remove Areas from the District;

- (iii) amalgamate Areas in the District; and
 - (iv) determine the boundaries of an Area and the Members in that Area.
- (b) There is no limit to the maximum number of Areas that may be part of the District.

47. Execution of documents

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

48. Committees and delegates

- (a) The Board may delegate any of its powers to a committee of the Board, a Director, an employee of the Company or any other person. A delegation of those powers may be made for any period and on any terms (including the power to further delegate) as the Board resolves. The Board may revoke or vary any power so delegated.
- (b) A committee or delegate must exercise the powers delegated in accordance with any directions of the Board.
- (c) Subject to the terms of appointment or reference of a committee, Article 51 applies with the necessary changes to meetings and resolutions of a committee of the Board.

49. Attorney or agent

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

Proceedings of Directors

50. Written resolutions of Directors

- (a) The Board may pass a resolution without a Board meeting being held if notice in writing of the resolution is given to all Directors and 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 Directors) sign a document containing a statement that they are in favour of the resolution set out in the document.
- (b) A resolution pursuant to Article 50(a) may consist of several documents in the same form each signed by one or more Directors and is effective when signed by the last of the Directors constituting the majority of the Directors. A facsimile transmission or other document produced by electronic means under the name of a Director with the Director's authority is taken to be a document signed by the Director for the

purposes of Article 50(a) and is taken to be signed when received by the Company in legible form.

- (c) For the purposes of Article 50(a), the reference to Directors includes any proxy appointed by a Director who is at the relevant time on leave of absence approved by the Board but does not include any other proxy.

51. Board Meetings

- (a) Subject to this Constitution, the Board may meet, adjourn and otherwise regulate its meetings as it thinks fit.
- (b) A Director may call a Board meeting at any time. On request of any Director, a District Secretary of the Company must call a meeting of the Directors.
- (c) Notice of a Board meeting must be given to each Director (except a Director on leave of absence approved by the Board) and the proxy appointed by a Director on leave of absence approved by the Board. Notice of a Board meeting may be given in person, or by post or by telephone, fax or other electronic means.
- (d) A Director or their proxy may waive notice of a Board meeting by giving notice to that effect to the Company in person or by post or by telephone, fax or other electronic means.
- (e) A person who attends a Board meeting waives any objection that person and:
- (i) if the person is a Director, the proxy appointed by that person; or
 - (ii) if the person is a proxy, the Director who appointed that person as their proxy,
- may have to a failure to give notice of the meeting.
- (f) Anything done (including the passing of a resolution) at a Board meeting is not invalid because either or both a person does not receive notice of the meeting or the Company accidentally does not give notice of the meeting to a person.
- (g) For the purposes of the Corporations Act, each Director, by consenting to be a Director or by reason of the adoption of this Constitution, consents to the use of each of the following technologies for the holding of a Board meeting:
- (i) telephone;
 - (ii) video;
 - (iii) any other technology which permits each Director to communicate with every other participating Director; or
 - (iv) any combination of these technologies.
- A Director may withdraw the consent given pursuant to this Article 51(g) in accordance with the Corporations Act.
- (h) If a Board meeting is held in 2 or more places linked together by any technology:
- (i) a Director present at one of the places is taken to be present at the meeting unless and until the Director states to the chairperson of the meeting that the Director is discontinuing his or her participation in the meeting; and
 - (ii) the chairperson of that meeting may determine at which of those places the meeting will be taken to have been held.
- (i) Until otherwise determined by the Board, a quorum for a Board meeting is a majority of the Directors entitled to vote on a resolution that may be proposed at that meeting. A quorum for a Board meeting must be present at all times during the meeting. Each individual present is counted towards a quorum in respect of each appointment as a proxy for another Director in addition (if applicable) to being counted as a Director.

52. Chairperson of the Board

- (a) Subject to Article 52(b), the District Governor must chair each Board meeting.
- (b) If at a Board meeting:
 - (i) there is no District Governor; or
 - (ii) the District Governor is not present within 15 minutes after the time appointed for the holding of a Board meeting or is not willing to chair all or part of that meeting,

the Lieutenant Governor will chair that meeting or that part of the meeting, or, in the absence of the Lieutenant Governor or if the Lieutenant Governor is not willing to act, the Directors present will elect one of their number to chair that meeting or part of the meeting.

53. Board resolutions

- (a) A resolution of the Board is passed if more votes are cast by Directors entitled to vote in favour of the resolution than against it.
- (b) Subject to Article 42 and this Article 53, each Director present in person or by his or her proxy has one vote on a matter arising at a Board meeting.
- (c) Subject to the Corporations Act, in case of an equality of votes on a resolution at a Board meeting, the District Governor has a casting vote on that resolution in addition to any vote the District Governor has in his or her capacity as a Director in respect of that resolution, provided that the District Governor is entitled to vote on the resolution and more than two Directors are present and entitled to vote on the resolution.

54. Valid proceedings

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

Notices

55. Notices to Members

- (a) The Company may give Notice to a Member by any of the following means in the Board's discretion:
 - (i) delivering it to that Member or person;
 - (ii) delivering it or sending it by post to the address of the Member in the Register or the alternative address (if any) nominated by that Member for that purpose;
 - (iii) sending it to the fax number or electronic address (if any) nominated by that Member or person for that purpose;
 - (iv) if permitted by the Corporations Act, notifying that Member of the notice's availability by an electronic means nominated by the Member for that purpose; or

- (v) any other means permitted by the Corporations Act.
- (b) The Company must send all documents to a Member whose address for Notices is not within Australia by air-mail, air courier, fax or electronic transmission.
- (c) Any Notice required or allowed to be given by the Company to one or more Members by advertisement is, unless otherwise stipulated, sufficiently advertised if advertised once in a daily newspaper circulating in the states and territories of Australia.

56. Notice to Directors

The Company may give Notice to a Director or their appointed proxy by:

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

57. Notice to the Company

A person may give Notice to the Company by:

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

58. Time of service

- (a) A Notice sent by post or air-mail is taken to be given on the day after the date it is posted.
- (b) A Notice sent by fax or other electronic transmission is taken to be given when the transmission is sent provided that in the case of notice to the Company or a Director or their appointed proxy, the sender meets any action required by the recipient to verify the receipt of the document by the recipient.
- (c) A Notice given in accordance with Article 55(a)(iv) is taken to be given on the day after the date on which the Member is notified that the Notice is available.
- (d) A certificate by a Director or District Secretary to the effect that a Notice by the Company has been given in accordance with this Constitution is conclusive evidence of that fact.

59. Notice requirements

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

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

Winding up

60. Winding up

On a winding up of the Company, any surplus assets of the Company remaining after the payment of its debts must not be paid to or distributed among the Members, but must be given or transferred to:

- (a) one or more bodies corporate, associations or institutions (whether or not a Member or Members) selected by the Members by resolution at or before the dissolution of the Company:
 - (i) having object similar to the objects of the Company; and
 - (ii) whose constitution prohibits the distribution of its or their income or property to no lesser extent than that imposed on the Company pursuant to Article 6; or
- (b) if there are no bodies corporate, associations or institutions which meet the requirements of Article 60(a), to one or more bodies corporate, associations or institutions (whether or not a Member or Members) selected by the Members by resolution at or before dissolution of the Company, the objects of which are the promotion of charity and gifts which are allowable deductions pursuant to the Income Tax Assessment Act 1997 (Cth); or
- (c) if the Members do not make a selection pursuant to Article 60(a) or 60(b) for any reason, to one or more bodies corporate, associations or institutions meeting the requirements of either Article 60(a) or 60(b) selected by the Board, subject to Board obtaining court approval pursuant to the Corporations Act to exercise this power.

Annexure A - Members

Member Name	Area	Member's Address
Zonta Club of Blackall Range Inc.	1	PO Box 402, Maleny QLD 4552
Zonta Breakfast Club of Brisbane Inc.	1	GPO Box 1640, Brisbane QLD 4001
Zonta Club of Brisbane Inc.	1	GPO Box 1768, Brisbane QLD 4001
Zonta Club of Brisbane North Inc.	1	PO Box 368, Spring Hill QLD 4004
Zonta Club of Caboolture Inc.	1	PO Box 1829, Caboolture QLD 4510
Zonta Club Caloundra City Inc.	1	PO Box 271, Caloundra QLD 4551
Zonta Club of Maroochy Inc.	1	PO Box 2030, Buderim QLD 4556
Zonta Club of Noosa Inc.	1	PO Box 1485, Noosa Heads QLD 4567
Zonta Club of Pine Rivers Inc.	1	PO Box 447, Lawnton QLD 4501
Zonta Club of Redcliffe Inc.	1	PO Box 131, Margate QLD 4019
Zonta Club of Sandgate Inc.	1	PO Box 2120, Brighton QLD 4017
Zonta Club of Brisbane City Heart Inc.	1	GPO Box 1640, Brisbane QLD 4001
Zonta Club of Bundaberg Inc.	2	PO Box 431, Bundaberg QLD 4670
Zonta Club of Gladstone Inc.	2	PO Box 1847, Gladstone QLD 4680
Zonta Club of Hervey Bay Inc.	2	PO Box 1035, Hervey Bay QLD 4650
Zonta Club of Longreach Inc.	2	PO Box 177, Longreach QLD 4730
Zonta Club of Maryborough Inc.	2	PO Box 1063, Maryborough QLD 4650
Zonta Club of Rockhampton Inc.	2	PO Box 323, Rockhampton QLD 4700
Zonta Club of Beaudesert Area Inc.	3	PO Box 174, Beaudesert QLD 4285
Zonta Club of Brisbane East Inc.	3	GPO Box 3060, Brisbane QLD 4001
Zonta Brisbane Metro Breakfast Club Inc.	3	PO Box 15524, City East QLD 4002
Zonta Club of Brisbane River Inc.	3	PO Box 15165, City East QLD 4002
Zonta Club of Brisbane South Inc.	3	PO Box 8152, Woolloongabba QLD 4102
Zonta Club of Northern Rivers Inc.	3	PO Box 108, Alstonville NSW 2477
Zonta Club of Paradise Point Inc.	3	PO Box 493, Paradise Point QLD 4216
Zonta Club of Southern Gold Coast Tweed Inc.	3	PO Box 121, Elanora QLD 4221
Zonta Club of Wynnum Redland Inc.	3	PO Box 132, Capalaba QLD 4157

Zonta Club of Dalby Area Inc.	4	PO Box 834, Dalby QLD 4405
Zonta Club of Ipswich Inc.	4	PO Box 505, Ipswich QLD 4305
Zonta Club of Roma Area Inc.	4	PO Box 1003, Roma QLD 4455
Zonta Club of Stanthorpe Inc.	4	PO Box 770, Stanthorpe QLD 4380
Zonta Club of Toowoomba Area Inc.	4	PO Box 942, Toowoomba QLD 4350
The Zonta Club of Toowoomba Garden City Inc.	4	PO Box 3044, Toowoomba QLD 4350
Zonta Club of Warwick Inc.	4	PO Box 784, Warwick QLD 4370
Zonta Club of Bowen Inc.	5	PO Box 916, Bowen QLD 4805
Zonta Club Burdekin Inc.	5	PO Box 2204, Ayr QLD 4807
Zonta Club of Cairns Inc.	5	PO Box 5750, Cairns QLD 4870
The Zonta Club of Charters Towers Inc.	5	PO Box 1646, Charters Towers QLD 4820
Zonta Club of Mackay Inc.	5	PO Box 1233, Mackay QLD 4740
Zonta Club of Mount Isa Inc.	5	PO Box 2442, Mount Isa QLD 4825
Zonta Club of The Whitsundays Inc.	5	PO Box 427, Cannonvale QLD 4802
Zonta Club of Townsville Inc.	5	PO Box 5529, Townsville MC QLD 4810
Zonta Club of Townsville Metro Inc.	5	PO Box 316, Townsville MC QLD 4810