



Constitution of the
Affiliation of Australian Women's Advocacy Alliances Ltd
Australian Business Number (ABN 98 897 046 386)
A company limited by guarantee
Contents

1. PRELIMINARY

1.1 Name of the company

The name of the company is Affiliation of Australian Women's Advocacy Alliances Ltd (also known as AAWAA).

1.2 Type of company

The Affiliation of Australian Women's Advocacy Alliances is a not-for-profit public company limited by guarantee, established to operate as a charity with deductible gift recipient (DGR) endorsement as a whole.

2. DEFINITIONS AND INTERPRETATIONS

2.1 Definitions

In this constitution

- ACNC Act means the *Australian Charities and Not-for-profits Commission Act 2012* (Cth).
- affiliate group means a women's group that is affiliated with AAWAA in accordance with clause 4.2 and that consists solely of women who are members of AAWAA.
- business day means a day on which banks are open for business, excluding Saturdays, Sundays and public holidays in the location of the company's registered office.
- convenor means the director elected under clause 9.5(a) to chair general meetings and to perform any other functions given to the convenor under this constitution.
- Corporations Act means the *Corporations Act 2001* (Cth).
- executive board means the board established under clause 10.2 to manage day-to-day operations of AAWAA.
- general meeting means a meeting of members, including an annual general meeting.
- gift fund means the fund established under clause 18.4 for the purposes of DGR endorsement.

- members present means, in connection with a general meeting, members present in person, present by use of audio or audio visual technology per clause 6.4(b) or by proxy at the meeting.
- members' resolution has the meaning given by clause 7.1(a).
- members' statement has the meaning given by clause 7.1(b).
- registered charity means a charity registered under the ACNC Act.
- special resolution means a resolution:
 1. of which notice has been given under clause 6.4(d)(iii), and
 2. that has been passed by at least 75% of the votes cast by members present and entitled to vote on the resolution.
- surplus assets means any company assets that remain after paying all the company's debts and other liabilities, including the costs of winding up.
- virtual meeting platform means any technology or combination of technologies that allows members to participate in a meeting, including by asking questions verbally and in writing, without being physically present at the meeting.

2.2 Reading this constitution with the Corporations Act

- a) The replaceable rules set out in the Corporations Act do not apply to the Affiliation of Australian Women's Advocacy Alliances.
- b) The ACNC Act and the Corporations Act override any clauses in this constitution that are inconsistent with those Acts, whether or not the Affiliation of Australian Women's Advocacy Alliances is a registered charity.
- c) A word or expression that is defined in the Corporations Act or used in that Act and covering the same subject has the same meaning as in this constitution.

2.3 Members signing documents

- a) Where the constitution says that members must sign a document, the members may sign a physical form of the document by hand, or sign an electronic form of the document in a way that identifies each woman and indicates her intention.
- b) Members may also sign separate copies of a physical or electronic document if each copy has the same wording.

2.4 Interpretation

In this constitution

- a) the words 'including', 'for example', or similar expressions mean that there may be more inclusions or examples than those mentioned after that expression, and
- b) reference to an Act includes every amendment, re-enactment, or replacement of that Act and any subordinate legislation made under that Act (such as regulations).

3. CHARITABLE PURPOSES AND POWERS

3.1 Purpose

The Affiliation of Australian Women's Advocacy Alliances' purposes are

- a) To promote, advance, advocate for, and defend the social equality, welfare, and human rights of women and girls on the basis of biological sex.

- b) To coordinate national-level advocacy activities on behalf of affiliated women's groups across Australia.
- c) To represent affiliated women's groups in national and international matters relating to women's sex-based rights and protections.
- d) To provide education and information to the public about women's sex-based rights, protections, and needs under Australian and international law.
- e) To advance public debate and policy development concerning the protection of women and girls from discrimination, violence, and exploitation.
- f) To support research and analysis into laws, policies, and practices affecting women and girls.
- g) To engage with governments, international bodies, and civil society organisations on matters relating to women's sex-based rights.
- h) To provide support, resources, and coordination for affiliated women's groups working to protect and advance women's rights.

3.2 Powers

- a) Subject to clause 3.3, the Affiliation of Australian Women's Advocacy Alliances has all the powers of a company limited by guarantee under the Corporations Act.
- b) The Affiliation of Australian Women's Advocacy Alliances may only use its powers to carry out the purposes it has set out in clause 3.1.

3.3 Not-for-profit

- a) The income and assets of the Affiliation of Australian Women's Advocacy Alliances must be applied solely to carry out its purpose(s) as stated in clause 3.1.
- b) The Affiliation of Australian Women's Advocacy Alliances must not distribute any income or assets directly or indirectly to its members, except as provided in clause 18 or the following, as long as these actions are done in good faith:
 - i) paying a member for goods or services she has provided, or expenses she has properly incurred at fair and reasonable rates or rates more favourable to the Affiliation of Australian Women's Advocacy Alliances, or
 - ii) making a payment to a member in furtherance of the Affiliation of Australian Women's Advocacy Alliances' charitable purpose(s).

3.4 Amending the constitution

- a) The members may amend this constitution by passing a special resolution. However, the members must not pass a special resolution that amends this constitution if doing so means the Affiliation of Australian Women's Advocacy Alliances would no longer be a charity.
- b) The Affiliation of Australian Women's Advocacy Alliances must give notice of any amendment to its regulators as required.
- c) Any amendment to this constitution will take effect from the date of the special resolution, or from any later date specified in the resolution.

4. MEMBERS

4.1 Membership

- a) There shall be one class of members. The members of the Affiliation of Australian Women's Advocacy Alliances are women who have been admitted as individual members in accordance with this constitution, and have not since ceased to be a member.

4.2 Affiliate groups

- a) There shall be one affiliate group per state or territory in Australia, being a women's group that supports the purposes of AAWAA as set out in clause 3.1 and is recognised as an affiliate group by resolution of the directors.
- b) Each affiliate group is an organisational structure within AAWAA for coordinating advocacy and activities in that state or territory and does not constitute a separate legal membership of AAWAA.

4.3 Membership limited to women

Membership of AAWAA is limited to persons of the female sex. For the purposes of this constitution, sex is determined by biological characteristics present at birth.

4.4 Register of members

- a) The secretary must keep a register of members that includes the following information
 - i) for each current individual member:
 - name
 - any address nominated by the member for the service of notices such as a postal address or an email address, and
 - date the membership started
 - ii) for each affiliate group:
 - name of the affiliate group
 - contact details for the affiliate group
 - name and contact details of the director responsible for that affiliate group, and
 - date of affiliation
 - iii) for each person who stopped being a member in the last seven years:
 - name
 - any address nominated for the service of notices
 - dates the membership started and ended.

4.5 How to become a member

- a) Any woman over the age of 18 years who supports the purposes of the Affiliation of Australian Women's Advocacy Alliances can apply in writing to become a member of the Affiliation of Australian Women's Advocacy Alliances.
- b) The directors must consider all applications for membership within a reasonable period after they are received.

- c) The directors may accept an application to become a member by passing a resolution at a directors' meeting.
- d) If the application is accepted, the secretary must add the applicant to the register of members. The date the applicant was added to the register of members is the day she became a member. Each member is also administratively allocated to the affiliate group for the state or territory in which she ordinarily resides, for the purposes of coordination and representation within AAWAA.
- e) The directors may refuse to accept a membership application. If they do so, the directors or secretary may write to the applicant about the decision and the reasons for it.

4.6 Probationary membership

- a) A woman who is accepted as a member under clause 4.5 becomes a probationary member for a period of six months from the date her name is entered in the register of members.
- b) During the probationary period, the member has all the rights and responsibilities of membership under this constitution, subject to clause 4.6(c).
- c) The directors may, at any time during the probationary period, resolve to terminate the member's membership if they consider that the member does not support the purposes of the Affiliation of Australian Women's Advocacy Alliances or is otherwise not suitable for membership.
- d) Before passing a resolution under clause 4.6(c), the directors must give the member at least 14 days' written notice of the proposed resolution and a reasonable opportunity to provide a written response.
- e) If the directors do not pass a resolution under clause 4.6(c) during the probationary period, the member ceases to be a probationary member at the end of that period and continues as a member on an ongoing basis, subject to this constitution.

4.7 Members' rights

- a) A member can
 - i) attend, speak at, and vote at general meetings
 - ii) raise a dispute and have a dispute dealt with using clause 5.1
 - iii) ask the directors to call a general meeting under clause 6.2(a)
 - iv) put forward resolutions at general meetings, under clause 7.1
 - v) be made a director (if the member is eligible to be a director) under clause 9.2
 - vi) request to inspect the company's records under clause 15.2
 - vii) request to inspect the members' register in accordance with clause 16.2.

4.8 Members' responsibilities

- a) A member must
 - i) follow the Affiliation of Australian Women's Advocacy Alliances' constitution
 - ii) let the Affiliation of Australian Women's Advocacy Alliances know if she changes her details

- iii) treat other members, staff, volunteers and directors with respect
- iv) uphold the purposes of AAWAA as set out in clause 3.1
- v) not engage in conduct that is contrary to the interests of AAWAA or brings AAWAA into disrepute.

4.9 Transfer of membership

Members cannot transfer their membership or its associated rights.

4.10 Membership fees

- a) The directors may decide to set or change a joining fee and/or annual membership fee, and the time within which a member must pay.
- b) A member who has not paid the required membership fee in accordance with this clause may not exercise any of the rights associated with her membership, including the right to exercise any vote she may have at a meeting of members.
- c) The directors may waive membership fees for members or establish different fee structures for individual members.

4.11 How to stop being a member

- a) A member immediately stops being a member if she
 - i) dies
 - ii) fails to pay any required membership fee in accordance with clause 4.10 within one month of the due date
 - iii) becomes mentally incapacitated or becomes a person or estate liable to be dealt with in any way under laws relating to mental health
 - iv) becomes bankrupt
 - v) resigns, by writing to the secretary
 - vi) is expelled under clause 5.2(d)(iv), or
 - vii) has not responded within three months to a written request from the secretary to confirm in writing that she wants to remain a member.

5. DISPUTE RESOLUTION AND DISCIPLINARY PROCEDURES

5.1 Dispute resolution

- a) The dispute resolution procedures in this clause apply to disputes
 - i) between a member and another member, or
 - ii) between a member and the Affiliation of Australian Women's Advocacy Alliances.
- b) A member must not start a dispute resolution procedure in relation to a matter that is the subject of disciplinary procedure under clause 5.2 until the disciplinary procedure is completed.
- c) Those involved in the dispute must try to resolve it between themselves within 14 days of knowing about it.
- d) If those involved in the dispute do not resolve it under clause 5.1(c), they must within 14 days
 - i) tell the directors about the dispute in writing
 - ii) agree or request that a mediator be appointed, and
 - iii) attempt to resolve the dispute by mediation.

- e) The mediator must be
 - i) chosen by agreement of those involved, or
 - ii) where those involved do not agree
 - for disputes between members, a person chosen by the directors, or
 - for other disputes, a person chosen by either the Commissioner of the ACNC or the president of the law institute or society in the state or territory in which the Affiliation of Australian Women's Advocacy Alliances has its registered office.
- f) A mediator chosen by the directors
 - i) may be a member or former member of the Affiliation of Australian Women's Advocacy Alliances
 - ii) must not have a personal interest in the dispute, and
 - iii) must not be biased towards or against anyone involved in the dispute.
- g) When conducting mediation, the mediator must
 - i) allow those involved a reasonable chance to be heard
 - ii) allow those involved a reasonable chance to review any written statements
 - iii) ensure that those involved are given procedural fairness, and
 - iv) not make a decision on the dispute.

5.2 Disciplinary procedures

- a) The directors may start a disciplinary procedure if they consider that a member has
 - i) breached this constitution, or
 - ii) acted in a way that is contrary to the interests of the Affiliation of Australian Women's Advocacy Alliances or brings the Affiliation of Australian Women's Advocacy Alliances into disrepute.
- b) At least 14 days before the directors' meeting at which the resolution will be considered, the directors must notify the member in writing
 - i) that the directors are considering a resolution to suspend or expel her
 - ii) that this resolution will be considered at a directors' meeting and the date of that meeting
 - iii) what she is said to have done or not done
 - iv) the nature of the resolution that has been proposed, and
 - v) that she may provide an explanation to the directors, and how she may do so.
- c) Before the directors pass any resolution, the member must be given a chance to explain or defend herself by
 - i) sending the directors a written explanation before that directors' meeting, and/or
 - ii) speaking at the meeting.
- d) After considering any explanation under clause 5.2(c), the directors may
 - i) take no further action
 - ii) warn the member
 - iii) suspend the member's rights as a member for a period of no more than 12 months
 - iv) expel the member, or

- v) require the member to make an apology.
- e) The directors cannot fine a member.
- f) The secretary must give written notice to the member of the decision under clause 5.2(d) within 7 days.
- g) Disciplinary procedures must be treated in confidence.

5.3 Consequences of suspension

- a) While a member's rights are suspended
 - i) the member cannot exercise her rights as a member
 - ii) the directors can refuse to let the member attend general meetings, and
 - iii) the member remains liable for any fees that fall due while her membership is suspended.

5.4 Right of appeal to general meeting

- a) A person whose membership has been suspended or who has been expelled may give notice to the effect that she wishes to appeal against the suspension or expulsion.
- b) The notice must be in writing and given
 - i) to the directors immediately after the vote to suspend or expel, or
 - ii) to the secretary no later than 48 hours after the vote.
- c) If a person gives notice under clause 5.4(a), the directors must call a general meeting within 21 days after the notice is received.
- d) At the general meeting, the members present must
 - i) consider any explanation the member wants to give
 - ii) consider any reasons the directors want to give, and
 - iii) vote on whether to confirm, vary or revoke the decision to suspend or expel.

The suspension or expulsion takes immediate effect and the decision is upheld unless the meeting decides otherwise.

6. GENERAL MEETINGS OF MEMBERS

6.1 General meetings called by directors

- a) The directors
 - i) may call a general meeting, and
 - ii) must call an annual general meeting within 18 months after registration and then at least once in every calendar year.

6.2 General meetings called by members' requests

- a) The directors must call a general meeting if members with at least 10% of the votes that may be cast at a general meeting make a written request to the Affiliation of Australian Women's Advocacy Alliances for a general meeting to be held. The request must
 - i) state any resolution to be proposed at the meeting
 - ii) be signed by the members requesting the meeting, and
 - iii) be given to the Affiliation of Australian Women's Advocacy Alliances.

- b) Separate copies of the request may be signed by members if the wording of the request is the same in each copy.
- c) The directors must call the meeting within 21 days after the request is given to the Affiliation of Australian Women's Advocacy Alliances. The meeting must be held no later than 2 months after the request is given to the Affiliation of Australian Women's Advocacy Alliances.

6.3 Annual general meeting

- a) An annual general meeting must be held
 - i) within 18 months after the Affiliation of Australian Women's Advocacy Alliances is registered, and
 - ii) after the first annual general meeting, at least once in every calendar year.
- b) Even if these items are not set out in the notice of meeting, the business of an annual general meeting may include
 - i) a review of the Affiliation of Australian Women's Advocacy Alliances' activities
 - ii) a review of the Affiliation of Australian Women's Advocacy Alliances' finances
 - iii) any auditor's report
 - iv) the election of directors, and
 - v) the appointment and payment of auditors, if any.
- c) Before or at an annual general meeting, the directors must give information to the members on the Affiliation of Australian Women's Advocacy Alliances' activities and finances during the period since the last annual general meeting.

6.4 Notice of general meetings

- a) The Affiliation of Australian Women's Advocacy Alliances may hold a general meeting at two or more venues using technology that allows members at different places to clearly and simultaneously communicate with each other.
- b) A general meeting may be held as a virtual meeting, where members use a virtual meeting platform to participate in the meeting. The directors may decide whether a general meeting will be physical, virtual or both (a hybrid meeting).
- c) At least 21 days before a general meeting, the Affiliation of Australian Women's Advocacy Alliances must give notice of the meeting to
 - i) each member entitled to vote at the meeting
 - ii) each director, and
 - iii) the auditor (if any).
- d) The notice must
 - i) include the date, time and, if applicable, the place of the meeting (and, if the meeting is to be held at two or more places or as a virtual meeting, the technology that will be used to facilitate this)
 - ii) state the general nature of the meeting's business
 - iii) if applicable, state that a special resolution is to be proposed and set out the words of the proposed resolution
 - iv) state that members have the right to appoint proxies, and that if a member appoints a proxy, the proxy appointment form and any power

of attorney or other authority must be given to the Affiliation of Australian Women's Advocacy Alliances at its registered address or the other address, fax number or electronic address specified in the notice, and

- v) include a proxy appointment form.
- e) If a general meeting is adjourned for one month or more, the members must be given new notice of the resumed meeting.

6.5 Quorum at general meetings

- a) At a general meeting, the number of members required to constitute a quorum is 10 or the number that is 10% of the total number of members, whichever is greater.
- b) No business may be conducted at a general meeting unless a quorum of members is present when the meeting proceeds to business.
- c) If there is no quorum present within 30 minutes after the starting time stated in the notice of general meeting, the general meeting is adjourned to the date, time and place that the convenor specifies. If the convenor does not specify one or more of those things, the meeting is adjourned to
 - i) if the date is not specified – the same day in the next week
 - ii) if the time is not specified – the same time, and
 - iii) if the place is not specified – the same place.

If no quorum is present at the resumed meeting within 30 minutes after the starting time set for that meeting, the meeting is cancelled.
- d) Subject to section 8.5, a proxy may be counted towards a quorum.

6.6 Convenor of general meetings

- a) The convenor is entitled to chair general meetings.
- b) If there is no convenor or if the convenor is not present within 15 minutes after the starting time set for the meeting or is unwilling to act, the following may chair the meeting (in order of priority if they are present and willing to act):
 - i) a deputy convenor elected by the directors
 - ii) a director chosen by the directors present, or
 - iii) a member chosen by the members present.

6.7 Role of the convenor

- a) The convenor is responsible for the conduct of the general meeting, and for this purpose must give members a reasonable opportunity to make comments and ask questions (including to the auditor (if any)).
- b) The convenor does not have a casting vote.

6.8 Adjournment of meetings

- a) If a quorum is present, a general meeting must be adjourned if a majority of members present direct the convenor to adjourn it.
- b) Only unfinished business may be dealt with at a meeting resumed after an adjournment.

7. MEMBERS' RESOLUTIONS AND STATEMENTS

7.1 Members' resolutions and statements

- a) Members' resolution means a resolution that members request to be considered at a general meeting.
- b) Members' statement means a statement of not more than 1,000 words about a resolution that is proposed to be moved at a general meeting or any other matter that may properly be considered at a general meeting.

7.2 Requests for members' resolutions or statements

- a) A request under this clause may be made by either
 - i) members who together hold at least 10% of the votes that may be cast on the resolution or matter; or
 - ii) at least 100 members who are entitled to vote at a general meeting.
- b) The request must
 - i) be in writing
 - ii) include the resolution or statement
 - iii) be signed by the members making the request, and
 - iv) be given to the Affiliation of Australian Women's Advocacy Alliances.Separate copies of the request may be signed by members if the wording of the request is the same in each copy.

7.3 Company must give notice of members' resolutions or statements

- a) If the Affiliation of Australian Women's Advocacy Alliances has been given a request under clause 7.2, it must distribute to all members
 - i) a copy of the members' resolution at least 21 days before the general meeting at which it is to be considered, and
 - ii) a copy of the members' statement at least 7 days before the general meeting at which the matter is to be considered.
- b) The Affiliation of Australian Women's Advocacy Alliances does not need to send the members' resolution or members' statement to members if
 - i) it is more than 1,000 words long, or
 - ii) the directors consider it defamatory, frivolous or vexatious.

7.4 Members requesting a members' resolution or statement to pay costs

- a) If a request is made under clause 7.2, the members making the request must pay the expenses reasonably incurred by the Affiliation of Australian Women's Advocacy Alliances in giving notice of the members' resolution or members' statement unless
 - i) the general meeting has passed a resolution requiring the Affiliation of Australian Women's Advocacy Alliances to pay these expenses, or
 - ii) the members who made the request hold at least 50% of the votes that may be cast on the resolution.

8. VOTING AT GENERAL MEETINGS

8.1 How many votes a member has

Each member has one vote.

8.2 Challenge to member's right to vote

- a) A member may not object to another person's right to vote at a general meeting unless the objection is raised before or immediately after the result of the motion on which the challenged vote was cast is declared.
- b) If an objection is raised under clause 8.2(a), the convenor must decide whether the person may vote. The convenor's decision is final.

8.3 How voting is carried out

- a) Voting must be conducted and decided by
 - i) a show of hands
 - ii) a vote in writing, or
 - iii) another method chosen by the convenor that is fair and reasonable in the circumstances.
- b) Before a vote is taken, the convenor must state whether any proxy votes have been received and, if so, how the proxy votes will be cast. On a show of hands, the convenor's decision is conclusive evidence of the result of the vote.
- c) The convenor and the meeting minutes do not need to state the number or proportion of the votes recorded in favour or against on a show of hands.

8.4 When and how a vote in writing must be held

- a) A vote in writing may be demanded on any resolution instead of or after a vote by a show of hands by
 - i) at least 5 members present
 - ii) members present with at least 10% of the votes that may be cast on the resolution on the vote in writing, or
 - iii) the convenor.
- b) A vote in writing must be taken when and how the convenor directs, unless clause 8.4(c) applies.
- c) A vote in writing must be held immediately if it is demanded under clause 8.4(a):
 - i) for the choice of a member to chair the meeting under clause 6.6(b)(iii), or
 - ii) to decide whether to adjourn the meeting.
- d) A demand for a vote in writing may be withdrawn.

8.5 Appointment of proxy

- a) A member may appoint a proxy to attend and vote at a general meeting on her behalf. A proxy appointed to attend and vote for a member has the same rights as the member to
 - i) speak at the meeting
 - ii) vote in a vote in writing (but only to the extent allowed by the appointment), and
 - iii) join in to demand a vote in writing under clause 8.4(a).

- b) A proxy must be a member of AAWAA.
- c) An appointment of proxy must be signed by the member appointing the proxy and must contain
 - i) the member's name and address
 - ii) the Affiliation of Australian Women's Advocacy Alliances' name
 - iii) the proxy's name or the name of the office held by the proxy, and
 - iv) the meeting(s) at which the appointment may be used.
- d) A proxy appointment may be a standing one.
- e) A proxy appointment has no effect at any meeting, or part of a meeting, at which the member is present.
- f) Unless the Affiliation of Australian Women's Advocacy Alliances receives written notice before the start or resumption of a general meeting at which a proxy votes, a vote cast by the proxy is valid even if, before the proxy votes, the appointing member
 - i) dies
 - ii) is mentally incapacitated
- g) A proxy appointment may specify the way the proxy must vote on a particular resolution.

8.6 Voting by proxy

- a) A proxy is not entitled to vote on a show of hands (but this does not prevent a member appointed as a proxy from voting as a member on a show of hands).
- b) When a vote in writing is held, a proxy
 - i) is not required to vote, unless the proxy appointment specifies how she must vote
 - ii) must vote in the way specified in the proxy appointment (if any), and
 - iii) may cast the votes she holds in different ways if the proxy is also a member, or if she holds more than one proxy.

8.7 Delivery of proxy appointments

- a) For a proxy appointment to be effective for a meeting, the proxy appointment form and the original or a certified copy of any power of attorney or other authority (if any) under which the proxy appointment form is signed must be received by the Affiliation of Australian Women's Advocacy Alliances
 - i) at least 48 hours (or any shorter period of time the directors decide) before the meeting or resumed meeting, or
 - ii) if the meeting is adjourned or postponed, before the time specified for resumption or the new meeting time.
- b) The appointment of a proxy may be revoked by notice in writing given to the Affiliation of Australian Women's Advocacy Alliances before the meeting or resumed meeting.

9. DIRECTORS

9.1 Number of directors

- a) The minimum number of directors is 3 and the maximum is 11.
- b) A full board consists of a national director and as far as practicable a director from each state and territory
- c) The board must have a secretary, and a treasurer.
- d) One woman may hold more than one of these roles at the same time, but this does not increase the total number of directors.

9.2 Appointment of directors

- a) The initial directors are those women nominated as directors in the application for registration of the Affiliation of Australian Women's Advocacy Alliances as a company.
- b) After the first annual general meeting, the directors must be elected by members at an annual general meeting.
- c) At each annual general meeting
 - i) the directors whose terms have ended under clause 9.2(d) (including any directors allocated to retire under any transitional provisions) must retire from office, and
 - ii) members may elect directors to fill the vacant positions (unless clause 9.4 applies).
- d) A director's term starts at the end of the annual general meeting at which she is elected and ends at the end of the third annual general meeting after that meeting, and the director is eligible for re-election at that general meeting, subject to clause 9.4.
- e) Despite clause 9.2(d), the directors' terms will be staggered so that, as far as practicable, one third of the directors' positions fall vacant at each annual general meeting, and the directors whose positions fall vacant are eligible for re-election, subject to clause 9.4.
- f) Each director must be a woman and a member of the Affiliation of Australian Women's Advocacy Alliances.
- g) Probationary period for new directors
 - i) A woman elected or appointed as a director under this clause is a probationary director for a period of six months from the start of her term.
 - ii) During the probationary period, the director has all the rights and responsibilities of a director under this constitution and at law.
 - iii) The directors may, at any time during the probationary period, resolve that the probationary director's appointment will end, if they consider that she is not suitable to continue as a director.
 - iv) Before passing a resolution under clause 9.2(g)(iii), the directors must give the probationary director at least 14 days' written notice of the proposed resolution and a reasonable opportunity to provide a written response.
 - v) If the directors do not pass a resolution under clause 9.2(g)(iii) during the probationary period, the director ceases to be a probationary

director at the end of that period and continues in office for the remainder of her term, subject to this constitution.

- h) Composition of the board
 - i) As far as practicable, at least one director must be a member of each affiliate group referred to in clause 4.2.

9.3 When a director stops being a director

- a) A woman stops being a director if she
 - i) gives written notice of resignation as a director to the company
 - ii) dies
 - iii) is removed as a director by a resolution of members at a general meeting
 - iv) stops being a member of the Affiliation of Australian Women's Advocacy Alliances
 - v) is a woman who is not allowed to be a director of a company under the Corporations Act
 - vi) is absent from 3 successive directors' meetings without the directors' approval, or
 - vii) becomes mentally incapacitated or becomes a woman whose property or estate is liable to be dealt with in any way under laws relating to mental health.

9.4 Re-election of a director

- a) A director who has served for three consecutive terms is not eligible for re-election unless
 - i) at least one term has passed since she served three consecutive terms, or
 - ii) members pass a special resolution allowing the director to be re-elected.

For the purposes of this clause, a term includes any part of a term that a director serves when appointed to fill a casual vacancy.

9.5 Appointment of convenor and deputy convenor

- a) The directors may elect from amongst themselves
 - i) a convenor, and
 - ii) a deputy convenor.
- b) Each director elected under clause 9.5(a) holds office until she
 - i) is removed by the directors, or
 - ii) stops being a director.
- c) The election of a director to the office mentioned in clause 9.5(a) does not of itself increase the total number of directors.

9.6 Election of directors

- a) This clause applies to the election of directors under clause 9.2(b).
- b) Any member may nominate another member as a candidate for election as a director. The nomination must
 - i) be in writing

- ii) be signed by the nominator and by the candidate (to indicate the candidate's willingness to be elected and act as a director), and
 - iii) be delivered to the secretary at least 14 days before the annual general meeting at which the election is to be held.
- c) If the number of candidates nominated is not greater than the number of vacant positions to be filled, the convenor of the meeting must declare the nominated candidates to be elected.
 - d) If the number of candidates nominated exceeds the number of vacant positions to be filled, the members present at the meeting must vote by ballot in a manner determined by the convenor.

9.7 Appointment to casual vacancies

- a) The directors may appoint a member as a director to fill a position that has become vacant between annual general meetings.
- b) This director's appointment ends at the conclusion of the next annual general meeting but the director is eligible for election to the office if clause 9.4 does not apply.
- c) The directors may only act under this clause if there are still enough directors to form a quorum for directors' meetings.

9.8 Validity of acts

- a) If it is discovered that there was a defect in the appointment or qualification of a director, all acts of
 - i) the directors, or
 - ii) a board with that director,before the discovery was made, are valid as if the director had been properly appointed and was qualified to be a director.

9.9 Payments to directors

- a) The Affiliation of Australian Women's Advocacy Alliances must not pay fees to a director for acting as a director.
- b) The Affiliation of Australian Women's Advocacy Alliances may
 - i) pay a director for work she does for the Affiliation of Australian Women's Advocacy Alliances, other than as a director, if the amount is no more than a reasonable fee for the work done, or
 - ii) reimburse a director for expenses properly incurred by the director in connection with the affairs of the Affiliation of Australian Women's Advocacy Alliances.
- c) Any payment made under clause 9.9(b) must be approved by the directors.

10. POWERS OF DIRECTORS

10.1 Directors to manage the company

- a) The directors are responsible for managing and directing the activities of the Affiliation of Australian Women's Advocacy Alliances to achieve the purposes set out in clause 3.1.

- b) The directors may use all the powers of the Affiliation of Australian Women's Advocacy Alliances except for powers that, under the Corporations Act or this constitution, may only be used by members.
- c) The directors must decide on a responsible financial management strategy for the Affiliation of Australian Women's Advocacy Alliances.

10.2 Executive committee

- a) The directors may establish an executive committee consisting of a minimum of three and a maximum of five and must include all signatories to the AAWAA bank account to manage the day-to-day operations of AAWAA.
- b) The executive committee must report regularly to the full board of directors on its activities and decisions.
- c) The directors may delegate any of their powers to the executive committee, but remain responsible for monitoring the exercise of those delegated powers.
- d) The executive committee must operate in accordance with guidelines approved by the directors, which may include provisions for
 - i) the composition and selection of board members
 - ii) meeting procedures
 - iii) decision-making authority
 - iv) reporting requirements, and
 - v) review processes.

10.3 Appointment of board members

- a) The directors may appoint members or other individuals to boards to assist them in carrying out their duties.
- b) A board must not include any woman who is not a member of the Affiliation of Australian Women's Advocacy Alliances unless the directors are satisfied that the woman's training, qualifications and experience make them appropriate for the role.
- c) The directors may remove a woman from a board at any time.

10.4 Delegation of directors' powers

- a) The directors may delegate any of their powers and functions to a board, a director, an employee of the Affiliation of Australian Women's Advocacy Alliances (such as a chief executive officer or treasurer).
- b) The delegation must be recorded in the Affiliation of Australian Women's Advocacy Alliances' minutes.

10.5 Payments to board members

Board members may be paid such amounts as the directors decide are reasonable for their attendance at board meetings or for other services, but no payment may be made to a board member who is also a director except in accordance with clause 9.9(b).

10.6 Validity of acts of directors and board members

- a) All acts done at a meeting of the directors or of a board, or by any person acting as a director are valid even if it is later discovered that

- i) there was a defect in the appointment or continuance in office of a person as a director or board member, or
- ii) a person appointed to one of these positions was not qualified to act.

11. DUTIES OF DIRECTORS

11.1 Duties of directors

- a) The directors must comply with their duties as directors under legislation and common law (judge-made law), and with the duties described in Governance Standard 5 of the ACNC Act, which include the following duties:
 - i) to exercise their powers and discharge their duties with the degree of care and diligence that a reasonable person would exercise in the Affiliation of Australian Women's Advocacy Alliances' circumstances
 - ii) to act in good faith in the best interests of the Affiliation of Australian Women's Advocacy Alliances and to further the Affiliation of Australian Women's Advocacy Alliances' purposes
 - iii) not to misuse her position as a director
 - iv) not to misuse information she gains in her role as a director
 - v) to disclose any perceived or actual material conflicts of interest in the manner set out in clause 11.2
 - vi) to ensure that the financial affairs of the Affiliation of Australian Women's Advocacy Alliances are managed responsibly, and
 - vii) not to allow the Affiliation of Australian Women's Advocacy Alliances to operate while it is insolvent.

11.2 Conflicts of interest

- a) A director must disclose the nature and extent of any actual or perceived material conflict of interest in a matter that is being considered at a meeting of directors (or that is proposed in a circular resolution)
 - i) to the other directors, or
 - ii) if all of the directors have the same conflict of interest, to the members at the next general meeting.
- b) The disclosure of a conflict of interest by a director must be recorded in the minutes of the meeting.
- c) The director may give standing notice to the other directors of the nature and extent of her interest in a matter. If a director gives standing notice, the director does not need to make disclosure about that interest at each directors' meeting. The standing notice must be given
 - i) at a directors' meeting (either orally or in writing), or
 - ii) to the other directors individually in writing.
- d) The standing notice is effective when it is given or, if it is not effective immediately, at a time specified in the standing notice. The standing notice may be revoked or varied by further standing notice.
- e) The director who has a material personal interest in a matter
 - i) must not vote on the matter unless allowed by clause 11.2(f)
 - ii) must not be present while the matter is being considered at a meeting, and

- iii) if the director is counted to work out whether there is a quorum for the meeting, the director may be counted for that purpose while the matter is being dealt with, but only if a majority of the directors present are entitled to vote on the matter.
- f) A director who has a material personal interest in a matter may
 - i) vote on the matter if the ACNC gives the Affiliation of Australian Women's Advocacy Alliances written notice that the directors with a material personal interest may vote on the matter, or
 - ii) be present and vote if the interest does not require disclosure because it falls within an exception under the Corporations Act.

11.3 Execution of documents

- a) The Affiliation of Australian Women's Advocacy Alliances may execute a document without using a common seal if the document is signed by
 - i) 2 directors of the Affiliation of Australian Women's Advocacy Alliances, or
 - ii) a director and the Affiliation of Australian Women's Advocacy Alliances secretary.
- b) If the Affiliation of Australian Women's Advocacy Alliances has a common seal
 - i) the name of the Affiliation of Australian Women's Advocacy Alliances must appear in legible characters on the common seal
 - ii) a document may only be sealed with the common seal by the authority of the directors, and the sealing must be witnessed by the signatures of two directors or of a director and the secretary, and
 - iii) the secretary must make a written record of each use of the common seal. The written record forms part of the minutes of the relevant directors' meeting.

12. DIRECTORS' MEETINGS

12.1 When the directors meet

The directors may decide how often, where and when they meet.

12.2 Calling directors' meetings

- a) A director may call a directors' meeting by giving reasonable notice to all of the other directors.
- b) A director may give notice in writing or by any other means of communication that has previously been agreed to by all of the directors.

12.3 Convenor for directors' meetings

- a) The elected convenor is entitled to chair directors' meetings.
- b) If the convenor is not present within 15 minutes after the starting time set for the meeting or is unwilling to act, the following may chair the meeting (in order of priority if they are present and willing to act)
 - i) a deputy convenor elected by the directors, or
 - ii) a director chosen by the directors present.

12.4 Quorum at directors' meetings

- a) Unless the directors determine otherwise, the quorum for a directors' meeting is a majority (more than half) of the directors.
- b) A quorum must be present for the whole meeting. If a quorum is not present, the decisions made are not valid.

12.5 Using technology to hold directors' meetings

- a) The directors may hold their meetings by using any technology (such as video or teleconferencing) that is agreed to by all of the directors. The directors agreeing may do so at or before the meeting.
- b) For the purposes of the Corporations Act, anyone using this technology is taken to be present in person at the meeting.

12.6 Passing directors' resolutions

A directors' resolution must be passed by a majority of the votes cast by directors entitled to vote on the resolution. The convenor does not have a casting vote.

12.7 Circular resolutions

- a) The directors may pass a resolution without a directors' meeting being held if notice in writing of the resolution is given to all of the directors and a majority of the directors entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document.
- b) Separate copies of the document may be signed by directors if the wording of the resolution is identical in each copy.
- c) The resolution is passed when the last director signs, and there is a majority in favour of the resolution.

A resolution is not passed if there is not a majority in favour of the resolution.

13. SECRETARY

13.1 Appointment and role of secretary

- a) The Affiliation of Australian Women's Advocacy Alliances must have at least one secretary, who must be appointed by the directors.
- b) The secretary must be an individual residing in Australia who is at least 18 years of age and a member of AAWAA.
- c) The directors may suspend or remove a secretary.

13.2 Responsibilities of secretary

- a) The secretary is responsible for
 - i) maintaining a register of the Affiliation of Australian Women's Advocacy Alliances' members, and
 - ii) maintaining the minutes and other records of general meetings (including notices of meetings), meetings of directors and circular resolutions.

13.3 Secretary not required to be a director

The secretary does not need to be a director.

14. FINANCIAL MATTERS

14.1 Source of funds

The funds of the Affiliation of Australian Women's Advocacy Alliances may be derived from membership fees, donations, grants, fundraising activities, interest and any other sources approved by the directors.

14.2 Management of funds

- a) The Affiliation of Australian Women's Advocacy Alliances must open an account in the name of the Affiliation of Australian Women's Advocacy Alliances with a financial institution from which all expenditure of the Affiliation of Australian Women's Advocacy Alliances is made and into which all funds received by the Affiliation of Australian Women's Advocacy Alliances are deposited.
- b) Subject to any restrictions imposed at a general meeting, the directors may approve expenditure on behalf of the Affiliation of Australian Women's Advocacy Alliances.
- c) The directors may authorise a director or an employee of the Affiliation of Australian Women's Advocacy Alliances to expend funds on behalf of the Affiliation of Australian Women's Advocacy Alliances up to a specified limit without requiring approval from the directors for each item on which the funds are expended.
- d) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments of the Affiliation of Australian Women's Advocacy Alliances must be signed by
 - i) 2 directors, or
 - ii) a director and a person authorised by the directors.
- e) All electronic funds transfers must be authorised in accordance with procedures determined by the directors from time to time.

15. MINUTES AND RECORDS

15.1 Minutes and records

- a) The Affiliation of Australian Women's Advocacy Alliances must, within one month, make and keep the following records:
 - i) minutes of proceedings and resolutions of general meetings
 - ii) minutes of circular resolutions of members
 - iii) a copy of a notice of each general meeting, and
 - iv) a copy of a members' statement distributed to members under clause 7.3(a)(ii)
- b) The Affiliation of Australian Women's Advocacy Alliances must, within one month, make and keep the following records:
 - i) minutes of proceedings and resolutions of directors' meetings (including meetings of any boards)
 - ii) minutes of circular resolutions of directors, and
 - iii) a register of the names, addresses, and dates of appointment and cessation of office of each director and secretary.
- c) The Affiliation of Australian Women's Advocacy Alliances must make and keep financial records that

- i) correctly record and explain its transactions and financial position and performance, and
 - ii) enable true and fair financial statements to be prepared and to be audited.
- d) The Affiliation of Australian Women's Advocacy Alliances must retain the records required by this clause 15.1 for at least 7 years.

15.2 Members' inspection of records

- a) A member may request access to the following records of the Affiliation of Australian Women's Advocacy Alliances:
- i) the minutes of general meetings
 - ii) the Affiliation of Australian Women's Advocacy Alliances' constitution, and
 - iii) circulars or other documents provided to members during the previous seven years.
- b) The directors must allow a member to inspect these records free of charge.
- c) Despite clauses 15.2(a) and 15.2(b), the directors may refuse a member access to records referred to in clause 15.2(a) if they consider that the member is not acting in good faith or does not have a proper purpose for inspecting the records.
- d) If the directors refuse to allow a member to inspect records under this clause, they must provide the member with written reasons for the refusal within 14 days of the refusal.

15.3 Directors' access to financial records

- a) At all reasonable times, a director has the right to inspect the financial records of the Affiliation of Australian Women's Advocacy Alliances.
- b) If the directors approve, the Affiliation of Australian Women's Advocacy Alliances must give a current or former director access to
- i) certain documents, including minutes and financial records
 - ii) any other documents agreed, and
- on the conditions agreed to by the directors and that director or former director.
- c) A director may make a copy of any documents referred to in clause 15.3(b)

15.4 Confidentiality of records

- a) The directors must ensure that the Affiliation of Australian Women's Advocacy Alliances takes reasonable steps to keep information about members and their contact details confidential except
- i) as required for the administration of the Affiliation of Australian Women's Advocacy Alliances
 - ii) to comply with a requirement of a law, regulatory authority or court, or
 - iii) if the member has consented in writing.

16. DOCUMENT ACCESS AND NOTICES

16.1 Distribution and availability of documents

Any document required to be given, sent or made available to members under this constitution may be given, sent or made available using any technology if the member has not requested a hard copy. This includes making the document available on the Affiliation of Australian Women's Advocacy Alliances' website.

16.2 Register of members' access

- a) If a member requests in writing that she inspect the register of members, the Affiliation of Australian Women's Advocacy Alliances must allow the inspection free of charge and within 7 days of the request, unless and to the extent that the directors may lawfully refuse the request.
- b) The directors may refuse access to the register of members if they consider that the member is not acting in good faith or does not have a proper purpose for inspecting the register, to the extent permitted by law.
- c) If the directors refuse access under this clause, they must provide the member with written reasons for the refusal within 14 days.
- d) The register may be made available in electronic form.

16.3 Circulation and inspection of written record of proceedings

- a) The minutes of a meeting or other proceedings must be signed by the convenor of the meeting or the convenor of the next meeting. The minutes may be signed electronically.
- b) The convenor and members present at a meeting of members must be allowed to inspect the minutes of the meeting.
- c) The convenor and directors present at a directors' meeting must be allowed to inspect the minutes of the meeting.

16.4 What is notice

In this clause 16, notice means written notice or any other document required or permitted to be given under this constitution.

A notice may be given:

- a) to the Affiliation of Australian Women's Advocacy Alliances in accordance with clause 16.5, or
- b) to a member in accordance with clause 16.6,

unless this constitution provides otherwise.

16.5 Notice to the Affiliation of Australian Women's Advocacy Alliances

- a) Written notice or any document may be given to the Affiliation of Australian Women's Advocacy Alliances by
 - i) delivering it to the Affiliation of Australian Women's Advocacy Alliances' registered office
 - ii) posting it to the Affiliation of Australian Women's Advocacy Alliances' registered office or to another address chosen by the Affiliation of Australian Women's Advocacy Alliances for notice to be provided
 - iii) sending it to an email address or other electronic address notified by the Affiliation of Australian Women's Advocacy Alliances to the

- members as the Affiliation of Australian Women's Advocacy Alliances' email address or other electronic address, or
- iv) sending it to the fax number notified by the Affiliation of Australian Women's Advocacy Alliances to the members as the Affiliation of Australian Women's Advocacy Alliances' fax number.

16.6 Notice to members

- a) Written notice or any document may be given by the Affiliation of Australian Women's Advocacy Alliances to a member:
 - i) by delivering it to the member's nominated postal address
 - ii) by sending it by post to the member's nominated postal address, or
 - iii) by sending it to the member's nominated email address or other electronic address.
- b) A notice is taken to be received:
 - i) if delivered by hand, on the date it is delivered
 - ii) if sent by post, three business days after it is posted, and
 - iii) if sent by email or other electronic means, on the business day after it is sent, unless the sender receives a delivery failure notification.

16.7 When notice is taken to be given

- a) A notice
 - i) delivered in person, or left at the recipient's address, is taken to be given on the day it is delivered
 - ii) sent by post, is taken to be given on the third day after it is posted to the correct address with the correct payment of postage costs, and
 - iii) sent by email, or other electronic method, is taken to be given on the business day after it is sent.

17. INDEMNITY, INSURANCE AND DIRECTORS' ACCESS

17.1 Indemnity

- a) The Affiliation of Australian Women's Advocacy Alliances indemnifies each officer of the Affiliation of Australian Women's Advocacy Alliances out of the assets of the Affiliation of Australian Women's Advocacy Alliances, to the relevant extent, against all losses and liabilities (including costs, expenses and charges) incurred by that person as an officer of the Affiliation of Australian Women's Advocacy Alliances.
- b) In this clause, 'officer' means a director or secretary and includes a director or secretary after she has ceased to hold that office.
- c) In this clause, 'to the relevant extent' means
 - i) to the extent that the Affiliation of Australian Women's Advocacy Alliances is not precluded by law (including the Corporations Act) from doing so, and
 - ii) for the amount that the officer is not otherwise entitled to be indemnified and is not actually indemnified by another person (including an insurer under an insurance policy).
- d) In this clause, 'losses and liabilities' includes, but is not limited to, liabilities that arise out of, or are directly or indirectly caused by, an officer:

- i) defending or appearing in any proceedings, whatever their outcome, or
- ii) settling or attempting to settle any proceedings.

17.2 Insurance

To the extent permitted by law (including the Corporations Act), and if the directors consider it appropriate, the Affiliation of Australian Women's Advocacy Alliances may pay or agree to pay a premium for a contract insuring a person who is or has been an officer of the Affiliation of Australian Women's Advocacy Alliances against any liability incurred by the person as an officer of the Affiliation of Australian Women's Advocacy Alliances.

17.3 Directors' access to documents

- a) Subject to clause 17.3(b), each director has a right of access to the financial records of the Affiliation of Australian Women's Advocacy Alliances.
- b) If the directors approve, the Affiliation of Australian Women's Advocacy Alliances must give a current or former director access to certain Affiliation of Australian Women's Advocacy Alliances documents, including minutes and financial records, for a proper purpose. Access may be subject to any conditions that the directors and the current or former director agree.

18. WINDING UP

18.1 Surplus assets not to be distributed to members

If the Affiliation of Australian Women's Advocacy Alliances is wound up, any surplus assets must not be distributed to the members or former members.

18.2 Distribution of surplus assets

- a) Subject to the Corporations Act and any other applicable Act, and any court order, any surplus assets that remain after the Affiliation of Australian Women's Advocacy Alliances is wound up must be distributed to one or more of the following:
 - i) a registered charity that has purposes similar to, or inclusive of, those of the Affiliation of Australian Women's Advocacy Alliances
 - ii) one or more deductible gift recipients within the meaning of the Income Tax Assessment Act 1997 (Cth) that have purposes similar to, or inclusive of, those of the Affiliation of Australian Women's Advocacy Alliances
 - iii) another entity to which income tax exempt gifts can be made that has purposes similar to, or inclusive of, those of the Affiliation of Australian Women's Advocacy Alliances.
- b) The identity of the entity or entities to be given the surplus assets must be decided by a special resolution of members at or before the time of winding up. If the members do not make this decision, the entity or entities to be given the surplus assets will be decided by a court.

18.3 Distribution of gifts, deductible contributions and money from fund-raising appeals

- a) If the Affiliation of Australian Women's Advocacy Alliances has received

- i) gifts for which the donor claimed or can claim a tax deduction
- ii) deductible contributions, or
- iii) money from fund-raising appeals

and some of it still remains when the Affiliation of Australian Women's Advocacy Alliances is wound up, that remaining money must be transferred to one or more of the following:

- i) a registered charity
- ii) another entity that has similar purposes or beneficiaries to those of the Affiliation of Australian Women's Advocacy Alliances, or
- iii) a registered charity or other entity whose purposes are or include the relief of females in Australia in necessitous circumstances.

18.4 Gift fund

- a) The Affiliation of Australian Women's Advocacy Alliances must maintain a gift fund called the "AAWAA Gift Fund".
- b) The gift fund must be administered in accordance with all applicable requirements for endorsement as a deductible gift recipient under the Income Tax Assessment Act 1997 (Cth).
- c) The gift fund must only receive
 - i) gifts of money or property for the purposes specified in clause 3.1
 - ii) contributions made in relation to an eligible fund-raising event held for the purposes specified in clause 3.1
 - iii) money received by the Affiliation of Australian Women's Advocacy Alliances because of those gifts and contributions.
- d) The assets of the gift fund must only be used for the purposes specified in clause 3.1.
- e) Statistical information about the gift fund must be provided to the relevant government department within the required time.
- f) The gift fund must have a management board which:
 - i) must include at least three members of the Affiliation of Australian Women's Advocacy Alliances who have a degree of responsibility to the general community
 - ii) may include other persons who are not members of the Affiliation of Australian Women's Advocacy Alliances, and
 - iii) must ensure that the management and control of the gift fund remains with members who have a degree of responsibility to the general community.
- g) If the Affiliation of Australian Women's Advocacy Alliances is wound up or the gift fund's endorsement as a deductible gift recipient is revoked (whichever occurs first), any surplus assets of the gift fund remaining after the payment of any liabilities attributable to the gift fund must be transferred to another fund, authority or institution
 - i) to which income tax deductible gifts can be made, and
 - ii) which has similar objects or purposes to the Affiliation of Australian Women's Advocacy Alliances.

18.5 Guarantee

- a) Each member and each woman who was a member in the period of 12 months before the winding up began must contribute up to \$1 to the property of the Affiliation of Australian Women's Advocacy Alliances if the Affiliation of Australian Women's Advocacy Alliances is wound up while she is a member or within 12 months after she stops being a member.
- b) The contribution is for payment of the:
 - i) debts and liabilities of the Affiliation of Australian Women's Advocacy Alliances incurred before the director or former director stopped being a director, and
 - ii) costs of winding up.

18.6 Limited liability of members

Apart from any contribution required under clause 18.5, members are not liable to contribute to the property or liabilities of the Affiliation of Australian Women's Advocacy Alliances.

19. TRANSITIONAL PROVISIONS

19.1 Initial staggering of directors' terms

- a) At the first annual general meeting after the adoption of this constitution, the directors will be allocated to three classes (Class A, Class B and Class C) as nearly as equal in number as possible.
- b) The directors in:
 - i) Class A will hold office for one year and must retire at the next annual general meeting but are eligible for re-election, subject to clause 9.4
 - ii) Class B will hold office for two years and must retire at the second annual general meeting after their allocation but are eligible for re-election, subject to clause 9.4, and
 - iii) Class C will hold office for three years and must retire at the third annual general meeting after their allocation but are eligible for re-election, subject to clause 9.4.
- c) After the initial staggering under this clause, all directors elected at an annual general meeting will hold office for a term of three years and are eligible for re-election at the end of that term, subject to clause 9.4.