



Constitution

As Amended at the Special General Meeting of August 2023

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Part 1.1 Preliminary

1. Preamble

Toora Women Incorporated (Toora) was established in 1982 as a feminist collective. This Constitution reflects the shift to a more formal governance model.

2. Name

The name of our association is Toora Women Incorporated (ABN 11 099 754 393).

3. Definitions

In this Constitution:

ACNC Law means the *Australian Charities and Not-for-Profit Commission Act 2012 (Cth)* and regulations, as modified and amended from time to time.

Annual General Meeting means a meeting of Toora held once in each calendar year and within five months after the end of each Financial Year of Toora.

Board means the Board of Directors, acting collectively under this Constitution.

Community Member means any Member of Toora Board who is not a current paid employee.

Constitution means this constitution and includes any schedules or attachments.

Financial Year means the year beginning 1 July and ending on 30 June.

General Meeting means a meeting of the Members of Toora that is not the Annual General Meeting and not a Special General Meeting.

Member means a member of Toora who is a member pursuant to Part 1.2 Memberships of this Constitution.

Membership means membership to Toora as approved by the Board in accordance with Part 1.2.

Objects means the objects of Toora as described in clause 4.

Ordinary Board Member means a Member of the Board who is not a Toora office-bearer.

Policies means any applicable policies of Toora that have been approved by the Board. Secretary means the person holding office as Secretary of Toora, or, if no such person holds that office, the Toora public officer.

Special General Meeting means a meeting that is called when Toora needs to pass a special resolution.

Subcommittee means a subcommittee as established by the Board in accordance with clause 24.

The Act means the *Association Incorporations Act 1991 (ACT)* and the accompanying *Associations Incorporation Regulation 1991 (ACT)* as amended from time to time, and any superseding legislation or legitimate instruments.

Toora means Toora Women Incorporated (ABN 11 099 754 393).

Treasurer means the person holding office as Treasurer of Toora.

Virtual Meeting Technology means any technology (including online platforms) that allows a person to participate in a meeting without being physically present at the meeting.

Woman means a female or a person who identifies as a female. Women has a corresponding meaning.

4. **Objects of Toora**

- 4.1 We are a public benevolent institution that supports vulnerable and marginalised Women and their children with complex issues. These may include: homelessness, alcohol and other drugs, domestic violence and mental health issues;
- 4.2 We are a community housing provider;
- 4.3 We are an organisation run by Women for Women, Women and children and other members of the community;
- 4.4 We provide programs based on best clinical and intervention practices with a gender-specialist focus;
- 4.5 We encourage and support Women in line with Toora philosophy and values;
- 4.6 We collaborate with other agencies;
- 4.7 We use existing data, research and policy concerning Women’s treatment and support as well as incorporating Women’s views about their own situation in service, planning, development and evaluation;
- 4.8 We use our expertise to influence social, legislative and administrative changes as may be relevant to the objectives of Toora; and;
- 4.9 We recognise a Woman’s right to be treated with dignity in an environment which provides for privacy, informed consent, confidentiality and safety.

5. **Application of Legislation Act 2001**

The *Legislation Act 2001* (ACT) applies to this Constitution in the same way as it would if it was an instrument made under the Act.

Part 1.2 Memberships

6. **Membership Qualifications**

- 6.2 A Member is a Woman—
 - (a) who is 18 years or older;
 - (b) has been approved for Membership of Toora by the Board;
 - (c) who agrees to uphold and act in accordance with this Constitution;
 - (d) supports the philosophy and values of Toora in accordance with the Toora Governance Framework; and
 - (e) complies with their obligations to pay all relevant fees for Membership on or before the time they become due and payable (unless otherwise resolved by the Board).

7. **Nomination for Membership**

- 7.1 A nomination of a person for Membership of Toora—

- (a) must be made by a Member of Toora in writing in the form set out in Annexure A; and
- (b) must be lodged with the Toora Administration office.

7.2 The nominee must pay the sum required under this Constitution to be paid by a Member as the entrance fee and the first year's annual subscription fee within 28 days.

7.3 On payment by the nominee of the amounts mentioned in subclause 7.2 within the period mentioned in that subclause, the nominee's name must be entered in the register of Members and, on the name being so entered, the nominee becomes a Member of Toora.

8. **Membership Entitlements Not Transferable**

A right, privilege or obligation of a Member of Toora—

- (a) cannot be transferred or transmitted to another person; and
- (b) terminates on cessation of the person's Membership.

9. **Cessation of Membership**

A Member ceases to be a Member of Toora if the Member—

- (a) dies; or
- (b) resigns from Membership of Toora; or
- (c) is expelled from Toora; or
- (d) fails to renew Membership of Toora.

10. **Resignation of Membership**

10.1 A Member is not entitled to resign from Membership of Toora except in accordance with this clause.

10.2 A Member who has paid all amounts payable by the Member to Toora may resign from Membership of Toora by giving notice in writing to the Secretary (or to the chair if the Secretary is the Member resigning) of the Member's intention to resign and once this written notice is given, the Member ceases to be a Member.

10.3 If a person ceases to be a Member, the Secretary must make an appropriate entry in the register of Members recording the date the Member ceased to be a Member.

11. **Fee and Subscriptions**

11.1 The entrance fee to Toora is \$5 or, if any other amount has been determined by resolution of the Board, that other amount.

11.2 The entrance fee is payable within 28 days of the Membership being approved.

11.3 The annual Membership renewal fee of Toora is \$2 or, if any other amount has been determined by resolution of the Board, that other amount.

11.4 The annual Membership renewal fee is payable from 1 January of each calendar year and must be paid within 28 days.

12. **Members' Liabilities**

The liability of a Member to contribute towards the payment of the debts and liabilities of Toora or the costs, charges and expenses of the winding up of Toora is limited to the amount (if any) unpaid by the Member in relation to Membership of Toora as required by clause 11.

13. Disciplining of Members

13.1 If the Board is of the opinion that a Member—

- (a) has refused or neglected to comply with a provision of this Constitution; or
- (b) has wilfully acted in a manner prejudicial to the interests of Toora; the Board may, by resolution—
- (c) expel the Member from Toora; or
- (d) suspend the Member from the rights and privileges of Membership of Toora that the Board may decide for a specified period.

13.2 A resolution of the Board under clause 13.1 is of no effect unless the Board, at a meeting held not earlier than 14 days and not later than 28 days after service on the Member of a notice under clause 13.3, confirms the resolution in accordance with this clause.

13.3 If the Board passes a resolution under subclause 13.1, the Secretary must, as soon as practicable, serve a written notice on the Member—

- (a) setting out the resolution of the Board and the grounds on which it is based; and
- (b) stating that the Member may address the Board at a meeting to be held not earlier than 14 days and not later than 28 days after service of the notice; and
- (c) stating the date, place and time of that meeting; and
- (d) informing the Member that the Member may do the following:
 - (i) attend and speak at that meeting;
 - (ii) have a support person attend the meeting with the Member; and/or
 - (iii) submit to the Board, at or before the date of that meeting, written representations relating to the resolution.

13.4 Subject to section 50 of the Act, a meeting of the Board as above in clause 13(2), the Board must—

- (a) give to the Member mentioned in clause 13.1 an opportunity to make oral representations; and
- (b) give due consideration to any written representations submitted to the Board by that Member at or before the meeting; and
- (c) by resolution decide whether to confirm or to revoke the resolution of the Board made under clause 13.1.

13.5 If the Board confirms a resolution in accordance with clause 13.4, the Secretary (or her) must, within seven days after that confirmation, by written notice inform the Member of that confirmation and of the Member's right of appeal under clause 13.

13.6 A resolution confirmed by the Board under clause 13.4 does not take effect—

- (a) until the end of the period within which the Member is entitled to appeal against the resolution, if the Member does not exercise the right of appeal within that period; or
- (b) if within that period the Member exercises the right of appeal—unless and until Toora confirms the resolution in accordance with clause 13.4.

14. Right of Appeal of Disciplined Member

- 14.1 A Member may appeal to Toora in a General Meeting against a resolution of the Board that is confirmed under clause 14.4, within seven days after notice of the resolution is served on the Member, by lodging with the Secretary a written notice to that effect.
- 14.2 On receipt of a written notice under subclause 14.1, the Secretary must notify the Board which must call a General Meeting of Toora to be held within 21 days after the date when the Secretary received the notice or as soon as possible after that date.
- 14.3 Subject to section 50 of the Act, at a General Meeting of Toora called under clause 14.2 must ensure—
- (a) no business other than the question of the appeal may be transacted; and
 - (b) the Board and the Member are given the opportunity to make representations in relation to the appeal orally or in writing, or both; and
 - (c) the Members present who are entitled to vote must vote by secret ballot on the question of whether the resolution made under clause 14.4 should be confirmed or revoked.
- 14.4 If the meeting passes a special resolution in favour of the confirmation of the resolution made under clause 14.4, that resolution is confirmed.

Part 1.3 Board

15. Powers of the Board

The Board, subject to the Act, the Regulations, this Constitution, and to any resolution passed by Toora in a General Meeting—

- (a) controls and manages the affairs of Toora; and
- (b) may exercise all functions that may be exercised by Toora other than those functions that are required by this Constitution to be exercised by Toora in a General Meeting;
- (c) has power to perform all acts and do all things that appear to the Board to be necessary or desirable for the proper management of the affairs of Toora; and
- (d) any other power set out in the Act or Regulations from time to time.

16. Constitution and Membership

16.1 The Board consists of—

- (a) Between six to eight Community Members each of whom must be elected under clause 17 or appointed in accordance with subclause 17.4;

- (b) any one Advisory Forum member, being one of two Advisory Forum members elected by their staff colleagues to serve as their representative; and
 - (c) the Chief Executive Officer of Toora (CEO).
- 16.2 The office-bearers of the Board are elected from the Community Members and are—
- (a) the chair; and
 - (b) the deputy-chair; and
 - (c) the Treasurer; and
 - (d) the Secretary.
- 16.3 Each member of the Board holds office, subject to this Constitution, for a term ending at the conclusion of the Annual General Meeting two years following the date of the Board member’s election. A Board member can hold office for a maximum of two consecutive 2-year terms. A Board member may re-nominate for election after the Board member’s first term.
- 16.4 At the first Board meeting following the 2017 Annual General Meeting, the positions of the deputy-chair and the Secretary will be elected for two years and the positions of chair and Treasurer will be elected for one year.
- 16.5 Thereafter, at each Annual General Meeting, half of the executive positions will become vacant (e.g. deputy chair and Secretary one year, and the chair and Treasurer the next). Each of these positions will be held for two yearly terms.
- 16.6 Other Board members who are not office-bearers shall be elected every two years for two-year terms, with half the Board members without office-bearing positions being elected each alternate year.
17. **Election of Board Members**
- 17.1 Nominations of candidates for election as office-bearers of Toora or as Community Members without office-bearing positions—
- (a) must be made in writing, signed by two current Board members of Toora and accompanied by the written consent of the candidate (which may be endorsed on the nomination form); and
 - (b) must be given to the Secretary not less than seven days before the date fixed for the Annual General Meeting at which the election is to take place.
- 17.2 If insufficient further nominations are received, any vacant positions remaining on the Board are taken to be vacancies.
- 17.3 Excluding the CEO, and casual vacancies which are governed by clause 21, all Board members must be elected onto the Board via ballot or show of hands.
- 17.4 The ballot for the election of office-bearers and for Community Members without office-bearing positions must be conducted at the first Board meeting after the Annual General Meeting.
- 17.5 The office bearers of the Board are elected from the Community Members.
- 17.6 A person is not eligible to simultaneously hold more than one office-bearing position on the Board.

18. **Secretary**

18.1 The Secretary of Toora must, as soon as practicable after being appointed as Secretary, notify Toora of her address.

18.2 The Secretary must keep minutes of—

- (a) all elections and appointments of office-bearers and Ordinary Board Members;
- (b) the names of Members of the committee and any observers present at a Board meeting or a General Meeting; and
- (c) all proceedings at Board meetings and General Meetings.

18.3 Minutes of proceedings at a meeting must be signed by the person presiding at the meeting or by the person presiding at the next succeeding meeting.

19. **Treasurer**

The Treasurer of Toora must oversee the financial operations of Toora and, with the other Board members, ensure that all legal, regulatory and compliance requirements are upheld and administered accurately and in accordance with Toora's financial strategy.

20. **Vacancies**

A vacancy in the office of a member of the Board happens if that member—

- (a) dies; or
- (b) ceases to be a Member of Toora; or
- (c) resigns the office; or
- (d) is removed from office under clause 20; or
- (e) becomes bankrupt or personally insolvent; or
- (f) suffers from mental or physical incapacity as reasonably determined by the Board as impacting the Member's ability to serve on the Board; or
- (g) is disqualified from office under section 63A of the Act; or
- (h) is subject to a disqualification order under section 63(B) of the Act; or
- (i) is absent without the consent of the Board from three consecutive meetings of the Board during a one-year period.

21. **Casual Vacancies**

21.1 The Board may appoint any Community Member as a member of the Board to fill a casual vacancy by way of majority vote at a Board Meeting.

21.2 The Board may appoint any Community Member as an office-bearer to fill a casual vacancy by way of majority vote at a Board meeting.

21.3 An office-bearer appointed under clause 21.2 will hold office until the next Annual General Meeting of Toora when the office-bearer may be re-elected.

22. **Removal of Board Members**

22.1 The Board in General Meeting may by resolution, subject to section 50 of the Act, remove any member of the Board from the office of member of the Board before the end of the member's term of office.

23. **Board Meetings and Quorum**

23.1 The Board must meet at least nine times in each calendar year at the place and time that the Board may decide.

23.2 Additional meetings of the Board may be called by any member of the Board.

23.3 Oral or written notice of a meeting of the Board must be given by the Secretary to each member of the Board at least 48 hours (or any other period that may be unanimously agreed on by the members of the Board) before the time appointed for the holding of the meeting.

23.4 Notice of a meeting given under clause 23.3 must specify the general nature of the business to be transacted at the meeting and no business other than that business may be transacted at the meeting, except business that the Board members present at the meeting unanimously agree to treat as urgent business.

23.5 A quorum for the transaction of any business of a meeting of the Board consists of any number that is greater than 50% of members of the Board present and eligible to vote on that business.

23.6 No business may be transacted by the Board unless a quorum is present and, if within half an hour after the time appointed for the meeting a quorum is not present, the meeting stands adjourned until a quorum is available.

23.7 The Board may meet at such place and time as the Board decides including by using, by itself or in combination with one or more physical venues, Virtual Meeting Technology that gives members of the Board a reasonable opportunity to participate.

23.8 At meetings of the Board—

- (a) the chair or, in the absence of the chair, the vice chair presides; or
- (b) if the chair and the vice- chair are absent—one of the remaining members of the Board may be chosen by the Board members present to preside.

24. **Subcommittees**

24.1 The Board may:

- (a) establish any Subcommittee it considers appropriate;
- (b) define the functions of any Subcommittee, including how participants are appointed and removed;
- (c) define the roles, rights, restrictions and obligations of any Members in a Subcommittee;
- (d) if Subcommittees are created, prescribe, revoke and amend the functions of that Subcommittee; and
- (e) vary or cancel a Subcommittee.

24.2 Toora policies will set out the roles, rights, restrictions and obligations of any Toora Members in a Subcommittee.

25. **Delegation by Board to Subcommittee**

25.1 The Board may, in writing, delegate to one or more Subcommittees (consisting of the Member or Members of Toora that the Board considers appropriate) the exercise of the functions of the Board that are specified in this Constitution other than—

- (a) this power of delegation; and
- (b) a function that is a function imposed on the Board by the Act, by any other Territory law, or by resolution of Toora in General Meeting.

25.2 A function, the exercise of which has been delegated to a Subcommittee under this clause may, while the delegation remains unrevoked, be exercised from time to time by the Subcommittee in accordance with the terms of the delegation.

25.3 A delegation under this clause may be made subject to any conditions or limitations about the exercise of any function, or about time or circumstances, that may be specified in the instrument of delegation.

25.4 Despite any delegation under this clause, the Board may continue to exercise any function delegated.

25.5 The Board may, in writing, revoke wholly or in part any delegation under clause 25 at any time for any reason.

25.6 A Subcommittee may meet and adjourn as it considers appropriate, including by using, by itself or in combination with one or more physical venues, Virtual Meeting Technology that gives sub-committee members a reasonable opportunity to participate.

26. **Observers**

26.1 The Board or a Subcommittee may invite any person to attend a Board meeting or Subcommittee meeting (as relevant) as an observer to:

- (a) provide advice regarding any subject matter that may relate to the business of Toora;
- (b) provide guidance on the subject of the person's expertise; or
- (c) participate in any other way the Board or Subcommittee see fit.

27. **Voting and Decisions**

27.1 Questions arising at a meeting of the Board or of any Subcommittee appointed by the Board are decided by a majority of the votes of members of the Board or Subcommittee present at the meeting.

27.2 Each member of the Board or of any Subcommittee present at a meeting (including the person presiding at the meeting) is entitled to one vote but, if the votes on any question are equal, the person presiding may exercise a second or casting vote.

Part 1.4 General Meetings

28. Annual General Meetings—Holding Of

28.1 Toora must hold its first Annual General Meeting —

- (a) within 18 months after its incorporation under the Act; and
- (b) within five months after the end of the first Financial Year of Toora.

28.2 Subclauses 28.1 and 28.2 have effect subject to the powers of the registrar-general under section 120 of the Act, in relation to extensions of time.

29. Annual General Meetings—Calling of and Business at

29.1 The Annual General Meeting of Toora must, subject to the Act, be called on the date and at the place and time that the Board considers appropriate.

29.2 In addition to any other business that may be transacted at an Annual General Meeting, the business of an Annual General Meeting is—

- (a) to confirm the minutes of the last Annual General Meeting and of any General Meeting held since that meeting; and
- (b) to receive from the Board reports on the activities of the Toora during the last Financial Year;
- (c) to elect Members of the Board as provided for in this Constitution; and
- (d) to receive and consider the statement of accounts and the reports that are required to be submitted to Members under section 73(1) of the Act.

29.3 A Member who is not nominated for election to become a Board Member must conduct the election for the Members of the Board at the Annual General Meeting.

29.4 An Annual General Meeting must be specified as such in the notice calling it in accordance with clause 31.

29.5 An Annual General Meeting must be conducted in accordance with the provisions of this part of the Constitution dealing with Annual General Meetings.

30. General Meetings—Calling Of

30.1 The Board may, whenever it considers appropriate, call a General Meeting of Toora.

30.2 The Board must, on the requisition in writing of not less than 5% of the total number of Members, call a General Meeting of Toora.

30.3 A requisition of Members for a General Meeting—

- (a) must state the purpose or purposes of the meeting; and
- (b) must be signed by the Members making the requisition; and
- (c) must be lodged with the Secretary; and

- (d) may consist of several documents in a similar form, each signed by one or more of the Members making the requisition.
- 30.4 If the Board fails to call a General Meeting within one month after the date when a requisition of Members for the meeting is lodged with the Secretary, any one or more of the Members who made the requisition may call a General Meeting to be held not later than three months after that date.
- 30.5 A General Meeting called by a Member or Members mentioned in clause 30.4 must be called as soon as is practicable in the same way as General Meetings are called by the Board and any Member who thereby incurs expense is entitled to be reimbursed by Toora for any reasonable expense so incurred.
- 30.6 General Meetings may be held:
- (a) at a physical venue;
 - (b) at one or more physical venues and using Virtual Meeting Technology (hybrid meeting); or
 - (c) using Virtual Meeting Technology only (virtual meeting),
- provided that the Members entitled to attend the General Meeting, as a whole, are given a reasonable opportunity to participate in the General Meeting.
- 30.7 If, before or during a General Meeting that is held or appointed to be held, in whole or in part, using Virtual Meeting Technology, any technical difficulty occurs where all Members entitled to attend the General Meeting may not be able to participate, the chair, or if the chair is absent the deputy-chair, may:
- (a) postpone or adjourn the General Meeting until the difficulty is remedied or to such other time or venue as the chair determines; or
 - (b) subject to the Act, continue the General Meeting provided that a quorum remains present and able to participate in the meeting.
- 30.8 A General Meeting held using Virtual Meeting Technology (in whole or in part) and anything done (including the passing of a resolution or the making of a decision) at the General Meeting is not invalid because of the inability of one or more Member to access, or to continue to access, the Virtual Meeting Technology for the meeting, provided that sufficient Members are able to participate in the General Meeting as are required to constitute a quorum.
31. **Notice**
- 31.1 Except if the nature of the business proposed to be dealt with at a General Meeting requires a special resolution of Toora, the Secretary must, at least 14 days before the date fixed for the holding of the General Meeting, send by email to each Member at the Member's address appearing in the register of Members, a notice specifying the:
- (a) place for the meeting (if any) and any Virtual Meeting Technology that will be used to facilitate the meeting;
 - (b) date and time of the meeting; and
 - (c) nature of the business proposed to be transacted at the meeting.

- 31.2 If the nature of the business proposed to be dealt with at a General Meeting requires a special resolution of the Toora, the Secretary must, at least 21 days before the date fixed for the holding of the General Meeting, send notice to each Member in the way provided in clause 31.1 specifying, in addition to the matter required under that clause, the intention to propose the resolution as a special resolution.
- 31.3 No business other than that specified in the notice calling a General Meeting may be transacted at the meeting except, for an Annual General Meeting, business that may be transacted under clause 30.2.
- 31.4 A Member desiring to bring any business before a General Meeting may give written notice of that business to the Secretary who must include that business in the next notice calling a General Meeting given after receipt of the notice from the Member.

32. **General Meetings—Procedure and Quorum**

- 32.1 No item of business may be transacted at a General Meeting unless a quorum of Members entitled under this Constitution to vote is present during the time the meeting is considering that item.
- 32.2 Five Members present (who are entitled under this Constitution to vote at a General Meeting) constitute a quorum for the transaction of the business of a General Meeting.
- 32.3 If within 30 minutes after the appointed time for the start of a General Meeting a quorum is not present, the meeting if called on the requisition of Members in accordance with clause 29.4 is dissolved and in any other case stands adjourned to the same day in the following week at the same time and (unless another place is specified at the time of adjournment by the person presiding at the meeting or communicated by written notice to Members given before the day to which the meeting is adjourned) at the same place.
- 32.4 If at the adjourned meeting a quorum is not present within 30 minutes after the time appointed for the start of the meeting, the Members present (being not less than three) constitute a quorum.

33. **Presiding Member**

- 33.1 The chair, or in the absence of the chair, the deputy-chair, presides at each General Meeting of Toora.
- 33.2 If the chair and the deputy-chair are absent from a General Meeting, the Members present must elect one of their number to preside at the meeting.

34. **Adjournment**

- 34.1 The person presiding at a General Meeting at which a quorum is present may, with the consent of the majority of Members present at the meeting, adjourn the meeting from time to time and place to place, but no business may be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place unless the present Members unanimously agree.
- 34.2 If a General Meeting is adjourned for 14 days or more, the Secretary must give written or oral notice of the adjourned meeting to each Member of Toora stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.

34.3 Except as provided above in clauses 34.1 and 34.2, notice of an adjournment of a General Meeting or of the business to be transacted at an adjourned meeting is not required to be given.

35. **Making Decisions**

35.1 A question arising at a General Meeting of Toora is to be decided on a show of hands and, unless before or on the declaration of the show of hands a poll is demanded, a declaration by the person presiding that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of Toora, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.

35.2 At a General Meeting of Toora, a poll may be demanded by the person presiding or by not less than three Members present in person or by proxy at the meeting.

35.3 If the poll is demanded at a General Meeting, the poll must be taken—

(a) immediately if the poll relates to the election of the Member to preside at the meeting or to the question of an adjournment; or

(b) in any other case—in the way and at the time before the close of the meeting that the Member presiding directs, and the resolution of the poll on the matter is taken to be the resolution of the meeting on that matter.

36. **Voting**

36.1 Subject to clause 36.3, on any question arising at a General Meeting of Toora a Member has one vote only.

36.2 All votes must be given personally or by proxy.

36.3 If the votes on a question at a General Meeting are equal, the Member presiding is entitled to exercise a casting vote.

36.4 A Member or proxy is not entitled to vote at any General Meeting of Toora unless all money due and payable by the Member or proxy to Toora has been paid, other than the amount of the annual renewal fee payable for the then current year.

36.5 A Member is entitled to vote if more than ten business days have passed since they became a Member of Toora.

37. **Appointment of Proxies**

37.1 Each Member is entitled to appoint another Member as proxy by written notice given to the Secretary no later than 24 hours before the time of the meeting for which the proxy is appointed.

37.2 The notice appointing the proxy must be in the form set out in Annexure B.

Part 1.5 Miscellaneous

38. **Funds—Source**

38.1 The funds of Toora must be derived from entrance fees and annual renewal fees of Members, grant agreements, government funding, donations, bequests and rent, subject to any

resolution passed by the Toora in General Meeting and subject to section 114 of the Act, and any other sources that the Board decides.

38.2 All money received by Toora must be deposited as soon as practicable and without deduction to the credit of Toora's bank account.

38.3 Toora must, as soon as practicable after receiving any money, issue an appropriate receipt.

39. **Funds—Management**

39.1 Subject to any resolution passed by Toora in a General Meeting, the funds of Toora must be used for the objects of Toora in the way that the Board decides.

39.2 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments including electronic means must be signed by:

- (a) any two Members of the Board; or
- (b) any two Toora employees being Members of the Board and authorised to do so by the Board; or
- (c) any employees authorised to do so by the Board in accordance with Toora Policies.

40. **Non-Profit Nature of the Association**

40.1 Toora must not distribute any surplus, income or assets directly or indirectly to Members.

40.2 Clause 40.1 does not prevent Toora from paying a Member:

- (a) reimbursement for expenses properly incurred by the Member on behalf of Toora; or
- (b) for goods and services provided by the Member to Toora,

if this is done in good faith on terms no more favourable than if the Member was not a Member of Toora.

41. **Alteration of Objects and Rules**

Neither the objects of Toora nor any other provision of this Constitution may be altered except in accordance with the Act.

42. **Common Seal**

42.1 The common seal of Toora must be kept in the custody of the public officer.

42.2 The common seal must not be attached to any instrument except by the authority of the Board and the attaching of the common seal must be attested by the signature of the public officer, the Executive Director, or any person approved by the Board by way of special resolution.

43. **Custody of Books**

Subject to the Act, the Regulations and this Constitution, the CEO must keep in her custody or under her control all records, books, and other documents relating to Toora.

44. **Inspection of Books**

The records, books and other documents of Toora (including the register of Members) must be open to inspection at a place in the ACT, free of charge, by a Member of Toora during business hours on reasonable notice.

45. **Service of Notice**

Toora may serve a notice under this Constitution on a Member by sending it by email to an address nominated by the Member or by post to the Member at the Member's address shown in the register of Members.

46. **Surplus Property**

46.1 In the event of dissolution or winding up of TWI, TWI will:

- (a) transfer any remaining community housing assets to another registered community housing provider or to the housing agency in the jurisdiction in which the community housing asset is located; and
- (b) distribute any remaining surplus property as determined by the Board by special resolution.

46.2 In the event that Toora is wound up or its endorsement as a deductible gift recipient is revoked (whichever occurs first), any surplus gifts of money or assets will be transferred to another organisation with similar objects, chosen by Toora, which is charitable at law, to which income tax deductible gifts can be made.

47. **Advisory Forum**

The functions of the Advisory Forum are set out in Toora Policies.

48. **Public Officer**

48.1 The Toora Board must within 14 days after the incorporation of Toora, appoint a Member of Toora as a public officer, and if the office becomes vacant, shall within fourteen (14) days after it becomes vacant, appoint a Member to fill the vacancy.

48.2 The public officer is required to clear a criminal record assessment before appointment by the Board.

48.3 The public officer position will not be granted to a person with a criminal conviction.

48.4 The office of the public officer becomes vacant if the person holding that office:

- (a) dies;
- (b) becomes personally insolvent;
- (c) resigns from their office by giving notice in writing addressed to the Board;
- (d) ceases to be a resident of the Territory; or
- (e) is removed as public officer by resolution of the Board.

48.5 The functions of the public officer are as set out in the Act, Regulations, this Constitution and the Policies.

Annexure A

Application for Membership of association at Toora Women Incorporated (incorporated under the Associations Incorporation Act 1991) - **Tax Invoice**

I,

.....
(full name of applicant)

of
(address)

..... apply to become
(occupation)

a Member of Toora Women Incorporated.

If I am admitted as a Member, I agree to be bound by the rules of Toora for the time being in force.

..... Date
(signature of applicant)

I,
(full name)

a Member of Toora, nominate the applicant, who is personally known to me, for the Membership of Toora.

..... Date
(signature of proposer)

I,
(full name)



a Member of Toora, second the nomination of the applicant, who is personally known to me, for Membership of Toora.

.....
(signature of seconder)

Date

<p>Tax Receipt – Admin Use ONLY</p> <p>Membership paid: \$</p> <p>Date paid: / /</p> <p>Membership no (if known):</p> <p>Receipt No:</p>

Annexure B

Form of appointment of proxy

I,
(full name)

of
(address)

a Member of Toora Women Inc. appoint

.....
(full name of proxy)

of
(address)

a Member of that incorporated association, as my proxy to vote for me on my behalf at the General Meeting of Toora (Annual General Meeting or other General Meeting, as the case may be) to be held on

..... and at any adjournment of that meeting.

*My proxy is authorised to vote in favour of/against (delete as appropriate) the resolution (insert details)

.....
(signature of Member appointing proxy)

Date

Note: A proxy vote may not be given to a person who is not a Member of Toora.

Annexure C

Renewal of Association Membership - Tax Invoice

Thank you for being a Member. As part of our organisation, your support and commitment to Toora is greatly appreciated.

Please fill in the following details and return it to the Toora Administration Office, along with the annual Membership fee of \$2.00.

I will be renewing my Membership for calendar year (insert year) _____

Name:	
Address:	
Phone:	
Email:	
Signature	

Thank you

<p>Tax Receipt – Admin Use ONLY</p> <p>Membership paid: \$</p> <p>Date paid: / /</p> <p>Membership no (if known):</p> <p>Receipt No:</p>
