

Constitution

As Amended at the Annual General Meeting of November 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 27.

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 legislative 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, and families. This may include: homelessness, alcohol and other drugs, domestic violence, mental health issues, and parenting support;
- 4.2 We are a community housing provider;
- 4.3 We are an organisation run by Women for Women, Women and children, families, and other members of the community;
- 4.4 We provide programs based on the best clinical and intervention practices with a gender-specialist focus;
- 4.5 We encourage and support clients in line with Toora's 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 client'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 as decided by the Board;
- (b) the application is to include –
 - (i) the applicants name and contact details
 - (ii) a statement that the applicant supports Toora’s objects and agrees to comply with the Act and the Toora Constitution
 - (iii) a Member's nomination, seconded by a Member
 - (iv) signature of the applicant

7.2 On the Board’s acceptance of the application, the nominee must pay the sum required under this Constitution as the entrance fee and the first year’s annual subscription fee within 28 days of being invoiced.

7.3 On payment by the nominee of the amounts mentioned in subclause 11.1 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) ends 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) has their Membership cancelled as a result of disciplinary action taken under clause 13.; or
- (d) fails to renew Membership of Toora.

10. **Resignation of Membership**

10.1 A Member 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.

10.2 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 \$5 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. Dispute resolution procedure

13.1 This section sets out the dispute resolution procedure for dealing with a dispute under the Act or this Constitution between –

- (a) A Member and another Member; or
- (b) a Member and the Board

13.2 Resolving dispute by agreement

- (a) The parties to a dispute must attempt to resolve the dispute by agreement between themselves.
- (b) A party to the dispute may ask the Board to help the parties resolve the dispute by agreement if –
 - (i) the Board is not party to the dispute; and
 - (ii) the parties are unable to resolve the dispute between themselves.

13.3 Dispute resolution procedure—starting the procedure

- (a) If the parties to a dispute do not resolve the dispute by agreement under clause 13.2, any party to the dispute may start the dispute resolution procedure by giving written notice to the Board.
- (b) The notice must –
 - (i) include the names and contact details of the parties to the dispute; and

- (ii) give a brief summary of the matters in dispute including the relevant provisions of the Act and this Constitution (if known); and
- (iii) briefly state the steps the parties have taken to resolve the dispute.

13.4 Dispute resolution procedure—appointing decision maker

- (a) As soon as practicable after receiving a notice under clause 13.3, the Board must appoint a decision-maker to decide the outcome of the dispute.
- (b) The Board must ensure that the decision-maker—
 - (i) is unbiased; and
 - (ii) has, or can quickly acquire, knowledge of the following:
 - A. the Act
 - B. this constitution’s rules and objects;
 - C. the management and operation of Toora; and
 - (iii) does not have a conflict of interest.
- (c) The Board must give the decision maker a copy of the notice.

13.5 Dispute resolution procedure—notice to parties about decision maker

- (a) As soon as practicable after a decision-maker is appointed under clause 13.4, the Secretary must give written notice to each party to the dispute that the dispute resolution procedure has started.
 - (i) The notice must include-
 - A. a copy of the dispute summary for the dispute; and
 - B. the name and contact details of the decision maker; and
 - C. information about the dispute resolution procedure.
- (b) However, if the Board is a party to the dispute, the Secretary is not required to give the Board notice under subsection (a).

13.6 Dispute resolution procedure—opportunity to be heard

- (a) Before deciding the outcome of a dispute, the decision-maker must invite each party to make a written or oral submission (or both) about the dispute.
- (b) The invitation must state—
 - (i) if the decision-maker invites the parties to make a written submission— a period of not less than 14 days in which a party may make a written submission; and

- (ii) if the decision-maker invites the parties to make oral submissions—the day and time (within the submission period) when the party can make their oral submissions.
 - (c) The decision maker may also attempt to resolve the dispute with the agreement of the parties to the dispute.
- 13.7 Dispute resolution procedure—outcome
 - (a) As soon as practicable after the submission period has ended, the decision-maker must-
 - (i) consider any submissions received by the decision maker during the submission period; and
 - (ii) decide the outcome of the dispute; and
 - (iii) give the parties to the dispute a written notice stating—
 - A. the dispute decision; and
 - B. the reasons for the dispute decision; and
 - C. that a party to the dispute may appeal the dispute decision under clause 15; and
 - (iv) if the Board is not a party to the dispute—give the Board a copy of the notice mentioned in paragraph (iii).
- 13.8 Dispute resolution procedure—ending dispute by agreement
 - (a) The parties to a dispute may agree to end the dispute at any time before the decision-maker decides the outcome of the dispute.
 - (b) If the parties agree to end the dispute, they must give written notice to the following people:
 - (i) if the Board is not a party to the dispute—the Board;
 - (ii) if a decision maker has been appointed for the dispute—the decision maker.
 - (c) The notice must state—
 - (i) that the parties have agreed to end the dispute; and
 - (ii) the terms of the agreement.
- 14. **Disciplinary procedure**
 - 14.1 Disciplinary action against a Member in relation to the Member’s status as a Member includes any of the following:

- (a) suspending the Member’s entitlement to exercise some or all of the Member’s rights and privileges as a Member for a stated period;
 - (b) suspending the Member’s Membership for a stated period;
 - (c) cancelling the Member’s Membership and disqualifying the Member from applying for Membership for a stated period.
- 14.2 Disciplinary procedure—grounds for disciplinary action
- (a) Each of the following is a ground for disciplinary action against a Member of the Association:
 - (i) the Member has failed to comply with the Act or this constitution;
 - (ii) the Member has acted in a way that is likely to be harmful to Toora.
- 14.3 Disciplinary procedure—proposed disciplinary action
- (a) If the Board is satisfied that a ground for disciplinary action exists in relation to a Member, the Board may, by resolution, propose to take disciplinary action against the Member in relation to the Member’s status as a Member.
- 14.4 Disciplinary procedure—appointing decision maker
- (a) If the Board passes a resolution under subclause 14.3, the Board must appoint a decision-maker to decide whether to take the proposed disciplinary action.
 - (b) The Board must ensure that the decision-maker—
 - (i) is unbiased; and
 - (ii) has, or can quickly acquire, knowledge of the following;
 - A. the Act;
 - B. this Constitution;
 - C. the management and operation of Toora; and
 - (iii) does not have a conflict of interest.
 - (c) The Board must give the decision maker the following information in writing:
 - (i) the name and contact details of the Member who is the subject of the proposed disciplinary action;
 - (ii) details about the proposed disciplinary action;
 - (iii) the grounds for the proposed disciplinary action.
- 14.5 Disciplinary procedure—notice to Member about proposed disciplinary action
- (a) As soon as practicable after appointing a decision maker under subclause 14.4, the Board must give the Member written notice telling the Member that the disciplinary procedure has started.

- (b) The notice must include—
 - (i) details about the proposed disciplinary action; and
 - (ii) the grounds for the proposed disciplinary action; and
 - (iii) the name and contact details of the decision maker; and
 - (iv) information about the disciplinary procedure.
- 14.6 Disciplinary procedure—opportunity to be heard
- (a) Before deciding whether to take the proposed disciplinary action, the decision maker must invite the Member to make a written or oral submission (or both) about—
 - (i) the proposed disciplinary action; and
 - (ii) the grounds for the proposed disciplinary action.
 - (b) The invitation must state—
 - (i) if the decision maker invites the Member to make a written submission—a period of not less than 14 days in which the Member may make a written submission; and
 - (ii) if the decision maker invites the Member to make oral submissions—the day and time (within the submission period) when the Member can make their oral submissions.
- 14.7 Disciplinary procedure—outcome
- (a) As soon as practicable after the submission period has ended, the decision maker must—
 - (i) consider any submissions received by the decision maker during the submission period; and
 - (ii) decide whether to take the proposed disciplinary action, another disciplinary action, or no disciplinary action against the Member; and
 - (iii) give the Member and the Board written notice stating—
 - A. the disciplinary action decision; and
 - B. the reasons for the disciplinary action decision; and
 - C. if the decision maker decides to take disciplinary action—the day the disciplinary action takes effect; and
 - D. that the Member or the Board may appeal the disciplinary action decision under clause 15 (Appealing decisions).
 - (b) If the decision maker decides to take disciplinary action against a Member, the Board must—

- (i) if the Member’s Membership is cancelled—remove information about the Member from the register of Members; or
 - (ii) in any other case—record the details of the disciplinary action in the register of Members.
 - (c) If the decision maker decides to suspend the Member’s Membership for a stated period—
 - (i) the person is taken not be a Member during the period of suspension; and
 - (ii) the period of suspension does not affect the suspended Member’s liability to pay the annual Membership fee.
- 14.8 Disciplinary procedure—stopping
- (a) The Board may, by resolution, decide to stop a disciplinary procedure against a Member at any time before the decision maker makes a disciplinary action decision.
 - (b) If the Board decides to stop the disciplinary procedure, the Board must give written notice to—
 - (i) the Member; and
 - (ii) the decision maker.
 - (c) The notice must state—
 - (i) that the Board has decided to stop the disciplinary procedure for proposed disciplinary action against a Member; and
 - (ii) the reasons for the Board’s decision to stop the disciplinary procedure.
- 14.9 Disciplinary procedure—no further action by the Board
- (a) If a decision maker makes a disciplinary action decision in relation to a Member, no further disciplinary action may be proposed or taken against the Member in relation to the conduct making up the grounds for disciplinary action set out in the written notice given to the Member under clause 14.5.
15. **Appealing decisions**
- 15.1 Appeal outcome—setting aside decision maker’s decision
- (a) A dispute decision or disciplinary action decision may be set aside only by special resolution.
- 15.2 Who can appeal a decision?
- (a) A party to a dispute may appeal the dispute decision.
 - (b) The following people may appeal a disciplinary action decision:

- (i) the Member who is the subject of the disciplinary action decision;
- (ii) the Board.

15.3 Appeal notices

- (a) A person appealing a decision must, within 7 business days after being given notice of the decision, give the Secretary written notice of the appeal stating the grounds for the appeal.

15.4 Withdrawing an appeal

- (a) A person appealing a decision may, at any time before the appeal is decided, withdraw the appeal by giving written notice to the Secretary.

15.5 General Meeting to decide appeal

- (a) As soon as practicable after the Secretary receives an appeal notice—
 - (i) the Secretary must give the parties to the appeal a copy of the appeal notice; and
 - (ii) the Board must call a General Meeting to consider a special resolution about the appeal as under clause 33.
- (b) The chair of the General Meeting must ensure that—
 - (i) the special resolution is the only item of business at the General Meeting called under subsection (a) (ii); and
 - (ii) the parties to the appeal are given the opportunity to be heard about the special resolution; and
 - (iii) the Members vote on the special resolution by a secret ballot.
- (c) The parties to the appeal must not vote on the special resolution.
- (d) Parties to the appeal means –
 - (i) if the appeal is against a dispute decision—the parties to the dispute; and
 - (ii) if the appeal is against a disciplinary action decision—
 - A. the Member who is the subject of the disciplinary procedure; and
 - B. the Board.

Part 1.3 Board

16. **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.

17. **Constitution and Membership**

17.1 The Board consists of—

- (a) At least 6 and up to 10 Community Members each of whom must be elected under clause 18 or appointed in accordance with clause 24; and
- (b) the Chief Executive Officer of Toora (CEO).

17.2 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.

17.3 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.

17.4 At the first Board meeting following the 2017 Annual General Meeting, the positions of the deputy-chair and the Secretary will be elected for 2 years, and the positions of chair and Treasurer will be elected for 1 year.

17.5 Thereafter, at each Annual General Meeting, half of the executive positions will become vacant (e.g. deputy chair and Secretary 1 year, and the chair and Treasurer the next). Each of these positions will be held for 2 yearly terms.

17.6 Other Board members who are not office-bearers shall be elected every 2 years for two-year terms, with half the Board members without office-bearing positions being elected each alternate year.

18. **Election of Board Members**

18.1 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 7 days before the date fixed for the Annual General Meeting at which the election is to take place.
- 18.2 If insufficient further nominations are received, any vacant positions remaining on the Board are taken to be vacancies.
- 18.3 Excluding the CEO, and casual vacancies which are governed by clause 24, all Board members must be elected onto the Board via ballot or show of hands.
- 18.4 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.
- 18.5 The office bearers of the Board are elected from the Community Members.
- 18.6 A person is not eligible to simultaneously hold more than 1 office-bearing position on the Board.
19. **Chair**
- 19.1 The functions of the chair include:
- (a) chairing committee meetings and General Meetings (including the Annual General Meeting); and
 - (b) exercising any other function given to the chair –
 - (i) under the Act or the Toora Constitution; or
 - (ii) by the Board or Members to achieve Toora’s objects.
20. **Deputy chair**
- 20.1 The functions of the deputy chair include –
- (a) Exercising the functions of the chair if the chair is unavailable to exercise those functions for any reason; and
 - (b) exercising any other function given to the deputy chair –
 - (i) under the Act or the Toora Constitution; or
 - (ii) by the Board or Members to achieve Toora’s objects.
21. **Secretary**
- 21.1 The secretary of Toora must, as soon as practicable after being appointed as secretary, notify Toora of her address.
- 21.2 The functions of the secretary include -

- (a) Keeping minutes of -
 - (i) all elections and appointments of office-bearers and Ordinary Board Members;
 - (ii) the names of Members of the committee and any observers present at a Board meeting or a General Meeting; and
 - (iii) all proceedings at Board meetings and General Meetings.
- (b) Exercising any other function given to the deputy chair –
 - (i) under the Act or the Toora Constitution; or
 - (ii) by the Board or Members to achieve Toora’s objects

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

22. **Treasurer**

22.1 The functions of the Treasurer include:

- (a) keeping the accounting records mentioned in the Act, section 71 (Accounting records); and
- (b) preparing the statement of accounts mentioned in the Act, section 72 (Annual statement of accounts); and
- (c) presenting the documents mentioned in the Act, section 73 (Presentation of statement to Members) at the Annual General Meeting; and
- (d) exercising any other function given to the Treasurer—
 - (i) under the Act or the Toora’s rules; or
 - (ii) by the committee or the Members to achieve Toora’s objects.
- (e) 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.

23. **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 25; 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.

24. **Casual Vacancies**

- 24.1 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.
- 24.2 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.
- 24.3 An office-bearer appointed under clause 24.2 will hold office until the next Annual General Meeting of Toora when the office-bearer may be re-elected.

25. **Removal of Board Members**

- 25.1 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.

26. **Board Meetings and Quorum**

- 26.1 The Board must meet at least 6 times in each calendar year at the place and time that the Board may decide.
- 26.2 Additional meetings of the Board may be called by any member of the Board.
- 26.3 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.
- 26.4 Notice of a meeting given under clause 26.3 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.
- 26.5 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.
- 26.6 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.

- 26.7 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.
- 26.8 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.
27. **Subcommittees**
- 27.1 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.
- 27.2 Toora policies will set out the roles, rights, restrictions and obligations of any Toora Members in a Subcommittee.
28. **Delegation by Board to Subcommittee**
- 28.1 The Board may, in writing, delegate to 1 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.
- 28.2 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.
- 28.3 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.
- 28.4 Despite any delegation under this clause, the Board may continue to exercise any function delegated.

- 28.5 The Board may, in writing, revoke wholly or in part any delegation under clause 28 at any time for any reason.
- 28.6 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.
29. **Observers**
- 29.1 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.

30. **Voting and Decisions**

- 30.1 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.
- 30.2 Each member of the Board or of any Subcommittee present at a meeting (including the person presiding at the meeting) is entitled to 1 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

31. **Annual General Meetings—Holding Of**

- 31.1 Toora must hold its first Annual General Meeting —
- (a) within 18 months after its incorporation under the Act; and
 - (b) within 5 months after the end of the first Financial Year of Toora.

31.2 Subclauses 31.1 and 31.2 have effect subject to the powers of the registrar-general under section 120 of the Act, in relation to extensions of time.

32. **Annual General Meetings—Calling of and Business at**

- 32.1 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.
- 32.2 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.
- 32.3 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.
- 32.4 An Annual General Meeting must be specified as such in the notice calling it in accordance with clause 34.
- 32.5 An Annual General Meeting must be conducted in accordance with the provisions of this part of the Constitution dealing with Annual General Meetings.
33. **General Meetings—Calling Of**
- 33.1 The Board may, whenever it considers appropriate, call a General Meeting of Toora.
- 33.2 The Board must, on the request in writing of not less than 5% of the total number of Members, call a General Meeting of Toora.
- 33.3 A request 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 request; 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 request.
- 33.4 If the Board fails to call a General Meeting within 1 month after the date when a requisition of Members for the meeting is lodged with the Secretary, any 1 or more of the Members who made the requisition may call a General Meeting to be held not later than 3 months after that date.
- 33.5 A General Meeting called by a Member or Members mentioned in clause 33.4 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.
- 33.6 General Meetings may be held:
- (a) at a physical venue;
 - (b) at 1 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.

- 33.7 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.
- 33.8 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 1 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.
34. **Notice**
- 34.1 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.
- 34.2 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 34.1 specifying, in addition to the matter required under that clause, the intention to propose the resolution as a special resolution.
- 34.3 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 33.2.
- 34.4 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.
35. **General Meetings—Procedure and Quorum**

- 35.1 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.
- 35.2 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.
- 35.3 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 request of Members in accordance with clause 32.4 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.
- 35.4 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 3) constitute a quorum.
36. **Presiding Member**
- 36.1 The chair, or in the absence of the chair, the deputy-chair, presides at each General Meeting of Toora.
- 36.2 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.
37. **Adjournment**
- 37.1 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.
- 37.2 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.
- 37.3 Except as provided above in clauses 37.1 and 37.2, 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.
38. **Making Decisions**
- 38.1 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.

- 38.2 At a General Meeting of Toora, a poll may be demanded by the person presiding or by not less than 3 Members present in person or by proxy at the meeting.
- 38.3 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.
39. **Voting**
- 39.1 Subject to clause 39.3, on any question arising at a General Meeting of Toora a Member has 1 vote only.
- 39.2 All votes must be given personally or by proxy.
- 39.3 If the votes on a question at a General Meeting are equal, the Member presiding is entitled to exercise a casting vote.
- 39.4 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.
- 39.5 A Member is entitled to vote if more than 10 business days have passed since they became a Member of Toora.
40. **Appointment of Proxies**
- 40.1 Each Member is entitled to appoint another Member as proxy to vote on their behalf at a General Meeting
- 40.2 The authorisation must -
- (a) be in writing ;
 - (b) include the name and contact details of the authorising Member and the proxy;
 - (c) be signed by the authorising Member and the proxy;
 - (d) include anything else required by the Board; and
 - (e) be in a form decided by the Board.
- 40.3 The proxy may vote on the authorising Member’s behalf at a General Meeting only if –
- (a) the authorising Member gives the authorisation to the Secretary not later than 24 hours before the General Meeting; and
 - (b) the Board accepts the authorisation.

- 40.4 If the Board does not accept the authorisation, the Board must, as soon as practicable before the General Meeting, give the authorising Member written notice that the authorisation has not been accepted.
- 40.5 For the avoidance of doubt, an authorising Member is not taken to be present at a General Meeting only because they have authorised a proxy to vote on their behalf at the General Meeting.
- 40.6 A Member must not be a proxy for more than 5 other Members or more at a General Meeting.

Part 1.5 Miscellaneous

41. Funds—Source

- 41.1 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.
- 41.2 All money received by Toora must be deposited as soon as practicable and without deduction to the credit of Toora's bank account.
- 41.3 Toora must, as soon as practicable after receiving any money, issue an appropriate receipt.

42. Funds—Management

- 42.1 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.
- 42.2 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments including electronic means must be signed by:
- (a) any 2 Members of the Board; or
 - (b) any 2 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.

43. Non-Profit Nature of the Association

- 43.1 Toora must not distribute any surplus, income or assets directly or indirectly to Members.
- 43.2 Clause 43.1 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.

44. 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.

45. **Common Seal**

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

45.2 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 CEO, or any person approved by the Board by way of special resolution.

45.3 Toora may execute a document without using a common seal if the document is signed by 2 Board members.

45.4 Toora may, by the signature of 2 Board members, empower a person or persons, either generally or in relation to a stated matter, as its agent or attorney, to execute deeds on its behalf.

46. **Custody of Books**

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

47. **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.

48. **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.

49. **Surplus Property**

49.1 In the event of dissolution or winding up of Toora, Toora 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.

49.2 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.

50. **Public Officer**

- 50.1 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 14days after it becomes vacant, appoint a Member to fill the vacancy.
- 50.2 The public officer is required to clear a criminal record assessment before appointment by the Board.
- 50.3 The public officer position will not be granted to a person with a criminal conviction.
- 50.4 The office of the public officer is taken to be vacant in circumstances specified in the Act.
- 50.5 The functions of the public officer are as set out in the Act, Regulations, this Constitution and the Policies