



Vision 2020

The Right to Sight Australia

Constitution

ABN 34 094 070 014

Updated 11 November 2020

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PREAMBLE

The Members of Vision 2020 The Right to Sight Australia:

Dedicated to the elimination of avoidable blindness in Australia and to supporting maximum community participation for those with vision loss;

Recognising inequalities in eye health and vision care in Australia and around the world;

Willing to work cooperatively and to share our experience and expertise in the different aspects of eye health and vision care; and

Committed to adhere to the highest standards of probity with government funding and funds from donor corporations;

Have come together to form the company Vision 2020 The Right to Sight Australia

PRELIMINARY

OBJECTS AND PURPOSES

- A. The Company is established to pursue charitable purposes only.
- B. The principal purposes of the Company are to promote the prevention or control of diseases in human beings, in particular, but not limited to, those that can lead to blindness or vision loss, and to promote the needs of those who are vision impaired or blind.
- C. In furtherance of the principal purposes, the objects of the Company are:
 - (a) to be the national body in Australia working in partnership to prevent avoidable blindness and improve vision care;
 - (b) to act as national advocate for organisations working to prevent avoidable blindness or support community participation for people with vision loss in Australia;
 - (c) to provide relief to those who are blind or vision impaired through the provision of information and other support;
 - (d) to provide for consultation and co-operation between members, and open access for members to have a say in the conduct of the business of the Company;
 - (e) to enter into arrangements with governments within Australia, other national governments, authorities or other agencies for the investigation or carrying out of activities within the objects and purposes of the Company;
 - (f) to assist in such ways as the Directors think fit any charitable body whose aims are similar to those of the Company; and
 - (g) to apply the income and property of the Company solely to promote those purposes.

1. Company name

The company name is Vision 2020 The Right to Sight Australia ("Vision 2020 Australia").

2. Incorporation

The Company is a company limited by guarantee registered under the *Corporations Act 2001* ("the Act").

3. Exclusion of Replaceable Rules

The Replaceable Rules under Part 2B.4 of the Act shall not apply to the Company.

4. Definitions

Definitions for words or phrases which have special meanings in these Rules, and other guides to interpretation of these Rules, are set out in Article 62 of this Constitution.

5. Structure

The structure of Vision 2020 Australia consists of:

- (a) a Board of Directors;
- (b) Members; and
- (c) Committees appointed from time to time by the Board.

VISION 2020 AUSTRALIA MEMBERS REGISTER

6. Board shall keep a register

The Board shall keep a register known as the Vision 2020 Australia Members Register.

7. Tiers of membership

- 7.1 The Register is divided into tiers of membership.
- 7.2 The Board shall determine the number of tiers created under Article 7.1 and the criteria for entry into each tier of membership

8. Subscriptions

- 8.1 The Board must determine the amount of the subscription payable by the members from time to time.
- 8.2 The amount of the subscription and the date for payment may vary according to criteria set by the Board.
- 8.3 The voting and other rights of members who have not paid the subscription by the date for payment are suspended until the subscription is paid.

9. Board to enter members names in register

The Board must cause to be entered in the Register under Article 6 the name of any corporation determined by the Board as qualified for registration as a member of Vision 2020 Australia.

10. Register kept at registered office of company

The Register must be maintained by the Secretary and shall be kept at the registered office of the Company and may be kept in an electronic form accessible by a computer or computers.

MEMBERSHIP

11. Eligibility for Membership

A corporation is eligible for membership of Vision 2020 Australia if it meets the following criteria for eligibility:

- (a) it conducts activities or provides services that are consistent with or supportive of the objects and purposes of Vision 2020 Australia;

- (b) it has made an application for membership on the prescribed Application Form and paid the determined fee;
- (c) it has provided to Vision 2020 Australia an up to date copy of its Constitution, Rules of Incorporation or equivalent;
- (d) it has agreed to abide by the Code of Conduct; and
- (e) it has agreed in writing to provide a guarantee of not more than twenty dollars (\$20.00) to defray such debts, liabilities, costs, charges and expenses of the Company upon its winding up or dissolution pursuant to Article 55.

12. Board may accept applications for membership

- 12.1 The Board may accept any application for membership from a corporation which meets the criteria for eligibility in Article 11.
- 12.2 When an application is accepted:
- (a) the Board shall place the new member in a tier of membership as determined by the Board from time to time;
 - (b) the Secretary shall cause the member's name to be entered in the Register of Members and shall send to the member written notice of the acceptance; and
 - (c) the Secretary shall, as soon as practicable, provide the new member with a copy of Vision 2020 Australia's Constitution (as amended from time to time)
- 12.3 The address of a member in the Register shall be the address of the member for the purpose of service of any notices to members.

13. Board may decline applications for membership

- 13.1 The Board may decline any application for membership and is not bound to give reasons why the application was not accepted.
- 13.2 The Board must not register a member which is not a corporation.

14. Rights and responsibilities of membership

- 14.1 As a right of membership, members are:
- (a) entitled to attend meetings of members;
 - (b) entitled to vote at meetings of members, provided that they are financial at the time of the meeting;
 - (c) entitled to nominate persons to stand for election to the Board of Directors; and
 - (d) able to participate in committees of Vision 2020 Australia.
- 14.2 All members may exercise their rights under these rules by means of representatives appointed by each member.
- 14.3 Membership of Vision 2020 Australia does not limit the right of any member to take action involving it with any other agency.
- 14.4 As a responsibility of membership, members must:

- (a) provide to Vision 2020 Australia an up to date copy of their Constitution, Rules of Incorporation or equivalent, and a copy of any amendments or alterations from time to time;
- (b) agree to abide by the Code of Conduct; and
- (c) provide Vision 2020 Australia with an up to date list of their representatives at each meeting of the members.

14.5 The rights of any member are not transferable.

14.6 The minimum number of members shall be five (5).

15. Resignation

15.1 Members may resign by writing to Vision 2020 Australia.

15.2 Members whose subscriptions are more than three months in arrears are taken to have resigned.

16. Discipline of members

16.1 The Board may by two-thirds majority vote, expel or by a majority vote suspend or otherwise discipline any member of the Company for:

- (a) conduct inconsistent with this Constitution; or
- (b) conduct inconsistent with the Code of Conduct; or
- (c) which in the opinion of the Board is unbecoming to a member or prejudicial to the interests of the Company.

provided that the member receives 14 days written notice of any proposal to discipline and reasonable opportunity is given for the member to be heard in relation to the proposal for discipline.

16.2 Any member excluded from the Company may at any time apply to the Board to be readmitted as a member.

16.3 No person acting as a representative of a member may be a Director of the Company following expulsion or during suspension as a member unless the member the person represents is subsequently readmitted as a member.

17. Cessation of membership

17.1 Membership of the Company will terminate upon:

- (a) The Secretary receiving from a member a letter of resignation; or
- (b) A member being expelled or suspended in accordance with this Constitution;
- (c) upon the dissolution or liquidation of the member; or
- (d) Upon resignation in accordance with Article 15.

17.2 Upon cessation of membership pursuant to Article 17.1, the Secretary shall:

- (a) note on the member's Register the date the member's termination of membership; and

- (b) notify the member in writing of the date of its termination.
- 17.3 A member whose membership of the Company is terminated will be liable for all moneys due by that member to the Company in addition to any sum not exceeding twenty dollars (\$20.00) for which the member is liable under Article 555 of this Constitution.
- 17.4 A member whose membership is terminated will not make any claim, monetary or otherwise, on the Company, its funds or property except as a creditor of the Company.
- 17.5 Any person or corporation who for any reason ceases to be a member shall no longer represent themselves in any manner as being a member.

MEETINGS OF MEMBERS

18. Annual General Meeting

- 18.1 Subject to the Act, a general meeting shall be held at least once in every calendar year and within the period of 5 months after the end of the financial year at such time and place as may be determined by the Directors. The abovementioned general meeting shall be called the "Annual General Meeting" and all other meetings of the Company shall be called "general meetings".
- 18.2 The business of the Annual General Meeting may include any of the following:
 - (a) the consideration of the Annual Financial Report, Directors' Report and Auditors' Report;
 - (b) the election of Directors;
 - (c) the appointment of the Auditor; and
 - (d) the fixing of the Auditor's remuneration.

19. Directors may convene general meetings

- 19.1 The Board may whenever it thinks fit convene a meeting of the Company's members.
- 19.2 The Directors must call and arrange to hold a general meeting of the Company's members on the request of members with at least 5% of the votes that may be cast at the general meeting or at least 100 members who are entitled to vote at the general meeting.
- 19.3 The Directors must call the meeting within twenty-one days after the request is given to the Company by the members pursuant to clause 19.2. The meeting is to be held not later than 2 months after the request is given to the Company by the members.
- 19.4 The request by members pursuant to clause 19.2 must detail any proposed resolution, the names of the members requesting the meeting and be signed by all of the members making the request. For this purpose, signatures of the members may be contained in more than 1 document.
- 19.5 Members with more than 50% of the votes of all the members who make a request may call and arrange to hold a general meeting if the Directors do not do so within twenty-one days after the request is given to the Company:
 - (a) The meeting must be called in the same way, so far as possible, in which general meetings of the Company may be called. They must be held not later than 3 months after the request is given to the Company;

- (b) To call the meeting, the members requesting the meeting may ask the Company for a copy of the Register of members and the Company must give the members a copy of the Register without charge;
 - (c) The Company must pay the reasonable expenses of the members incurred because the Directors failed to call and arrange to hold the meeting;
 - (d) The Company may recover the amount of the expenses from the Directors. However, a Director is not liable for the amount if they prove that they took all reasonable steps to cause the Directors to comply with the request under this Article. The Directors who are liable are jointly and individually liable for the amount. If a Director who is liable for the amount does not reimburse the Company, the Company must deduct that amount from any sum payable as fees to, or remuneration of, the director.
- 19.6 Members with at least 5% of the votes that may be cast at a general meeting of the Company may call, and arrange to hold, a general meeting:
- (a) The members calling the meeting must pay the expenses of calling and holding the meeting;
 - (b) The meeting must be called in the same way, so far as possible, in which general meetings of the Company may be called;
 - (c) The percentage of votes that members have is to be worked out as at the midnight before the meeting is called.

20. Notice of general meetings

- 20.1 A notice of meeting of the Company's members shall specify:
- (a) the place, the day and the time of the meeting (and, if the meeting is to be held in two or more places, the technology that will be used to facilitate this);
 - (b) the general nature of the business to be transacted at the meeting; and
 - (c)
- 20.2 The Company may hold a meeting of its members at two or more venues using any technology that gives the members as a whole a reasonable opportunity to participate.
- 20.3 At least 21 days' notice must be given of a meeting of the Company's members.
- 20.4 Notice of every meeting of the Company's members shall be given in the manner authorised by Article 52 to:
- (a) every member and to every Director;
 - (b) the Auditor for the time being of the Company; and
- No other person is entitled to receive notices of meetings of the Company's members.
- 20.5 No resolution passed at or proceedings at any general meeting will be invalid because of any unintentional omission or error in giving or not giving notice of:
- (a) that general meeting;
 - (b) any change of place (or places) of that general meeting;

- (c) postponement of that general meeting, including the date, time and place (or places) for the resumption of the adjourned meeting; or
- (d) resumption of that adjourned general meeting.

21. Chairperson of general meetings

- 21.1 The Chairperson of the Board shall preside as Chairperson at every General Meeting.
- 21.2 If there is no Chairperson or the Chairperson is not present within fifteen (15) minutes after the time appointed for the holding of the meeting or is unwilling to act for all or part of the meeting, the Deputy Chairperson will be the Chairperson.
- 21.3 If the Deputy Chairperson is not present or is present but is unwilling to act for all or part of the meeting, the members present shall elect one of their number to be Chairperson of the Meeting (or part of it).

22. Quorum for general meetings

- 22.1 No business shall be transacted at any meeting of the Company's members unless a quorum of members is present at the time when the meeting proceeds to business.
- 22.2 A quorum of members for a meeting is a number equal to twenty per cent (20%) of the registered members and if that number is not a whole number then the nearest whole number above shall be the quorum.
- 22.3 For the purpose of determining whether a quorum is present, a person attending as a proxy, or as representing a corporation that is a member, shall be deemed to be a member.

23. Adjournment of general meetings

- 23.1 If a quorum is not present within thirty (30) minutes from the time appointed for the meeting where the meeting was convened upon the request of members the meeting shall be dissolved.
- 23.2 Subject to Article 22, in any other case:
 - (a) the meeting stands adjourned to such day, and at such time and place, as the Directors determine or, if no determination is made by the Directors, to the same day in the next week at the same time and place; and
 - (b) if at the adjourned meeting a quorum is not present within thirty (30) minutes from the time appointed for the meeting, then the members present shall form a quorum.
 - (c) The Chairperson shall adjourn a meeting of the Company's members from time to time and from place to place if the members present with a majority of votes that may be cast at that meeting agree or direct the Chairperson to do so. No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- 23.3 When a meeting of the Company's members is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.
- 23.4 Except as provided by this Article, it is not necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

24. Voting at general meetings

- 24.1 At any meeting of the Company's members, a resolution put to the vote of the meeting shall be taken to be carried if approved by a simple majority of votes cast by members who are Financial, unless this constitution provides otherwise.
- 24.2 Counting of votes will be concluded in a manner determined by the Chairperson.
- 24.3 Each member has the number of votes determined in accordance with Articles 25 and 26.

25. Voting rights for members at general meetings

In voting for all matters under consideration at general meetings, each Member shall have one vote.

26. Voting Representatives

- 26.1 Each financial member may authorise one or more representatives to exercise that member's vote or votes at a meeting or meetings of the Company's members.
- 26.2 Members must notify Vision 2020 Australia in writing, prior to a representative exercising voting rights at any general meeting of the Company's members:
 - (a) of the name or names of each of their authorised Representatives;
 - (b) the membership tier in which the member has been placed by the Board; and
- 26.3 Subject to any rights or restrictions for the time being attached to any member at meetings of the Company's members or classes of members each member entitled to vote may vote in person or by proxy or attorney or representative.
- 26.4 If the membership is held jointly and more than one such joint member votes, only the vote of the member whose name appears first in the register of member counts.
- 26.5 A member is not entitled to vote at a meeting of the Company's members unless all sums presently payable by it in respect of the Company have been paid.
- 26.6 An objection may be raised to the qualification of a voter only at the meeting or adjourned meeting at which the vote objected is given or tendered.
- 26.7 Any such objection under Article 26.6 shall be referred to the Chairperson of the meeting of the Company's members, whose decision is final.
- 26.8 A vote not disallowed pursuant to such an objection is valid for all purposes.

27. Proxies

- 27.1 A member of the Company who is entitled to attend and cast a vote at a meeting of the Company's members may appoint a person (whether or not a member of the Company) as the member's proxy to attend and vote for the member at the meeting.
- 27.2 An instrument appointing a proxy shall be in writing either under seal or executed in accordance with the Act or under the hand of an officer or attorney duly authorised to act for the appointer.

- 27.3 An instrument appointing a proxy may specify the manner in which the proxy is to vote in respect of a particular resolution and, where an instrument of proxy so provides, the proxy is not entitled to vote in the resolution except as specified in the instrument.
- 27.4 An instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
- 27.5 An instrument appointing a proxy shall be in accordance with any generally accepted form of proxy.
- 27.6 An instrument appointing a proxy shall not be treated as valid unless the instrument, and the power of attorney or other authority (if any) under which the instrument is signed or a copy of that power or authority certified by a notary public or legal practitioner, is or are deposited, not less than forty-eight (48) hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than twenty-four (24) hours before the time appointed for the taking of the poll, at the registered office of the Company or at such other place in Australia as is specified for that purpose in the notice convening the meeting.
- 27.7 A vote given in accordance with the terms of an instrument of proxy or of a power of attorney is valid notwithstanding the previous death or unsoundness of mind of the principal, the revocation of the instrument (or of the authority under which the instrument was executed) or of the power, if no intimation in writing of the death, unsoundness or mind or revocation before the commencement of the meeting or adjourned meeting at which the instrument is used or the power is exercised.

DIRECTORS

28. Appointment and removal of Directors

- 28.1 The number of the Directors shall be not less than seven and not more than eleven.
- 28.2 The Company may from time to time by resolution passed at a general meeting appoint a person to be a Director of the Company.
- 28.3 Elected directors hold office from the end of the annual general meeting at which they are elected, until the end of the third annual general meeting after they were elected.
- 28.4 In the event of a vacancy or vacancies in the office of a Director or offices of Directors, the remaining Directors may act.
- 28.5 If the number of Directors is reduced below the minimum number fixed pursuant to this Constitution, the remaining Directors may act under Article 28.4 only for the purpose of increasing the number of Directors to that number or of convening a meeting of the Company's members for that purpose.
- 28.6 The Board may at its first meeting after each annual general meeting, and at any subsequent meeting, co-opt additional directors.
- 28.7 Co-opted directors hold office from the time they were co-opted, until the end of the annual general meeting after they were co-opted.
- 28.8 Co-opted Directors must not number more than half of all Directors.
- 28.9 It shall not be necessary for a Director to be a member of the Company or be a representative or be in any way connected with a member by way of qualification and a Director who is not a member of the Company shall be entitled to receive notices of and attend and speak at meetings of the Company's members.

- 28.10 By becoming and remaining directors, directors who are not members agree to support the objects of Vision 2020 Australia, and to comply with the code of conduct and constitution as if they were a member.
- 28.11 The Company may from time to time by resolution passed at a general meeting remove any Director.
- 28.12 In addition to the circumstances in which the office of a Director becomes vacant by virtue of the Act, the office of a Director becomes vacant if the Director:
- (a) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
 - (b) resigns his or her office by notice in writing to the Company;
 - (c) is absent without the consent of the Directors from three (3) consecutive meetings of the Board;
 - (d) without the consent of the Company in general meeting holds any other office of profit under the Company;
 - (e) is directly or indirectly interested in any contract or proposed contract with the Company and fails to declare the nature of the interest as required by Article 41; or
 - (f) becomes disqualified from being a responsible person

29. Defects in appointments of Directors

All acts done by any meeting of the Directors or of a committee of Directors or by any person acting as a Director are, notwithstanding that it is afterwards discovered that there was some defect in the appointment of a person to be a Director or a member of the committee, or to act as, a Director, or that person so appointed was disqualified, as valid as if the person had been duly appointed and was qualified to be a Director or to be a member of the committee.

30. Rotation of Directors

- 30.1 At every Annual General Meeting those Directors, including co-opted Directors, who have been in office:
- (a) three years; or
 - (b) three years plus an additional period until the third Annual General Meeting following such Directors' appointment (whichever is the longer);
- shall retire.
- 30.2 The Company at any general meeting at which any Directors retire under Article 30.1 may fill the vacated office by electing a like number of persons to be Directors and may fill any other vacancies to a maximum of 11 Directors.
- 30.3 If at any Annual General Meeting the places of retiring Directors are not filled, the retiring Directors who have not had their places filled, shall:
- (a) if willing to act, continue in office until the Annual General Meeting in the next year; and
 - (b) continue in office from year to year until their places are filled;

to a maximum of 11 Directors.

- 30.4 A Director retiring pursuant to this Article shall retain office until the dissolution or adjournment of the meeting at which such Director's successor is elected and a retiring Director shall be eligible for re-election until he or she has served three Terms.

31. Eligibility for election

- 31.1 A person nominated under Article 31.2 or a retiring Director shall be eligible for election to the office of Director at any general meeting.
- 31.2 Nominations for the office of Director must be signed:
- (a) by the candidate, and
 - (b) the nominator and seconder, both of whom must be members or representatives of members entitled to vote at the annual general meeting.
- 31.3 The nomination must be received at the Vision 2020 Australia office no later than 4.00 p.m. 21 days before the annual general meeting.
- 31.4 For the purpose of Article 31.3 the original nomination must be received.
- 31.5 Nominations may be accompanied by a statement of up to 100 words setting out the qualifications of the candidate.
- 31.6 If nominations received number less than existing vacancies for Directors, the chair of the meeting must declare those candidates elected.
- 31.7 If nominations received number more than existing vacancies for Directors, an election must be held and votes counted in a manner decided under Article 24.2.

32. Remuneration of Directors

The Directors shall not be paid by way of remuneration for their services provided that:

- (a) reimbursement of out-of-pocket expenses incurred in carrying out the duties of a Director shall be paid where the payment does not exceed the amount previously approved by the Board; or
- (b) payment for any service rendered to the Company in a professional or technical capacity shall be made where the provision of that service has the prior approval of the Board and the amount payable is approved by a resolution of the Board and is on reasonable commercial terms.

33. Powers and duties of Directors

- 33.1 Subject to the Act and to any other provision of this Constitution, the business of the Company shall be managed by the Board of Directors.
- 33.2 Without limiting the generality of Article 33.1, the Board of Directors may exercise all the powers of the Company to borrow money, to charge any property or business of the Company or give any other security for a debt, liability or obligation of the Company or of any other person.

- 33.3 The Board of Directors may, by power of attorney, appoint any person or persons (either by name or by reference to position or office held) to be the attorney or attorneys of the Company for such purposes, with such powers, authorities and discretions (being powers, authorities and discretions vested in or exercisable by the Directors), for such period and subject to such conditions as they think fit.
- 33.4 Any such power of attorney may contain such provisions for the protection and convenience of persons dealing with the attorney as the Board of Directors think fit and may also authorise the attorney to delegate all or any of the powers, authorities and discretions vested in him.
- 33.5 All cheques, promissory notes, bankers drafts, bills of exchange and other negotiable instruments, and all receipts for money paid to the Company, shall be signed, drawn, accepted, endorsed, executed, as the case may be in such manner as the Board of Directors determine.

MEETINGS OF DIRECTORS

34. Board of Directors may meet

The Board of Directors may meet together for the dispatch of business and adjourn and otherwise regulate its meetings as it thinks fit:

- (a) The Board of Directors may at any time convene a meeting of the Directors.
- (b) The Secretary shall, on the requisition of a Director, convene a meeting of Directors.
- (c) The Board of Directors must meet at least four times per calendar year.

35. Quorum for Directors meetings

At a meeting of the Directors, the number of Directors whose presence is necessary to constitute a quorum is such number as is equal to 50% of the total number of Directors plus one and if that number is not a whole number then the nearest whole number above, provided that each such person is a Director or an alternate Director and is entitled under the law to vote on a motion that may be moved at that meeting.

36. Chairperson and office bearers

- 36.1 The Board of Directors must at its first meeting after the annual general meeting each year:
- (a) elect the Chairperson and Deputy Chairperson from among the Directors unless the term of the incumbent Chairperson or Deputy Chairperson has not expired;
 - (b) determine the period for which the Chairperson is to hold office; and
 - (c) determine the period for which the Deputy Chairperson is to hold office
- 36.2 Where a meeting of the Directors is held and:
- (a) a Chairperson or Deputy Chairperson has not been elected as provided by Article 36.1; or
 - (b) the person so elected is not present within 10 minutes after the time appointed for the holding of the meeting or is unwilling to act for all or part of the meeting;

then the Directors present shall elect one of their number to be Chairperson of such meeting or part of it.

- 36.3 Office Bearers of the Company other than the Chairperson and Deputy Chairperson shall be elected by the Board by a simple majority for an annual term of office.
- 36.4 The number and duties of the Office Bearers shall be determined by the Board from time to time.
- 36.5 An Office Bearer, including the Chairperson, may be elected for more than one successive term and a maximum of three terms.

37. Voting at Directors meetings

- 37.1 Subject to this Constitution, questions arising at a meeting of Directors shall be decided by a majority of votes of Directors present and voting and any such decision shall for all purposes be deemed a decision of the Directors.
- 37.2 In a case of an equality of votes, the Chairperson of the meeting shall not have a casting vote in addition to any vote the Chairperson may have in his or her capacity as a Director.

38. Delegation of powers

- 38.1 The Directors may delegate any of their powers to a committee or committees consisting of such of their number as they think fit.
- 38.2 A committee to which any powers have been so delegated shall exercise the powers delegated in accordance with any directions of the Directors and a power so exercised shall be deemed to have been exercised by the Directors.
- 38.3 The members of such a committee may elect one of their number as Chairperson of their meetings.
- 38.4 Where such a meeting is held and:
 - (a) a Chairperson has not been elected as provided by Article 38.3 or
 - (b) the person so elected is not present within ten minutes after the time appointed for the holding of the meeting or is unwilling to act for all or part of the meeting,then the members present shall elect one of their number to be Chairperson of the meeting or part of it.
- 38.5 A committee may meet and adjourn as it thinks proper.
- 38.6 Questions arising at a meeting of a committee shall be determined by a majority of votes of the members present and voting.
- 38.7 In the case of an equality of votes, the Chairperson shall not have a casting vote in addition to any vote the Chairperson may have in his or her capacity as a committee member.

39. Electronic meetings of Directors

- 39.1 A meeting of Directors may be called or held using any technology consented to by all the Directors.

- 39.2 A consent of a Director for the purposes of Article 39.1 may be a standing one. A Director may only withdraw his or her consent within a reasonable time before the meeting of Directors.
- 39.3 For the purposes of this Constitution, the contemporaneous linking together by an instantaneous communication device of a number of Directors not less than the quorum, whether or not any one or more of the Directors is out of Australia, shall be deemed to constitute a meeting of the Directors and all the provisions of this Constitution as to meetings of the Directors shall apply to any such meeting held by an instantaneous communication device so long as the following conditions are met:
- (a) All the Directors for the time being entitled to receive notice of the meeting of Directors (including any alternate for any Director) shall be entitled to notice of a meeting held by an instantaneous communication device and to be linked by an instantaneous communication device for the purpose of such meeting. Notice of any such meeting shall be given on the instantaneous communication device or in any other manner permitted by this Constitution; and
 - (b) Each of the Directors taking part in the meeting by an instantaneous communication device must be able to hear each other of the Directors taking part for the duration of the meeting.
 - (c) A Director may not leave a meeting held by an instantaneous communication device by disconnecting his instantaneous communication device unless he has previously expressly notified the Chairperson of the meeting of his intention to leave the meeting and a Director shall be conclusively presumed to have been present and to have formed part of the quorum at all times during such a meeting until such notified time of his leaving the meeting.
- 39.4 A minute of the proceedings at meetings held by an instantaneous communication device shall be sufficient evidence of such proceedings and of the observance of all necessary formalities if certified as a correct minute by the Chairperson of the meeting.
- 39.5 For the purpose of this Article “instantaneous communication device” shall include telephone, television, computer or any other audio and/or visual device which permits instantaneous communication.

40. Circulating resolutions

- 40.1 If all the Directors entitled to vote on a resolution have signed a document containing a statement that they are in favour of a resolution of the Directors in terms set out in the document, a resolution in those terms shall be deemed to have been passed at a meeting of the Directors held on the day on which the document was signed and at the time at which the document was last signed by a Director or, if the Directors signed the document on different days, on the day on which, and at the time at which, the document was last signed by a Director.
- 40.2 For the purposes of Article 40.1, two or more separate documents containing statements in identical terms each of which is signed by one or more Directors shall together be deemed to constitute one document containing a statement in those terms signed by those Directors on the respective days on which they signed the separate document.

41. Directors conflicts of interest

- 41.1 Each director who has a perceived or actual material conflict of interest in a matter that relates to the affairs of Vision 2020 Australia must as soon as practicable after becoming aware of the interest give the other directors notice of the interest at a meeting of the Board.

- 41.2 The notice required by Article 41.1 must include details of:
- (a) the nature and extent of the interest, and
 - (b) the relation of the interest to the affairs of Vision 2020 Australia;
- and these details must be recorded in the minutes of the meeting.
- 41.3 Each director who has a **perceived or actual** material personal interest in a matter that is being considered at a meeting of the Board:
- (a) must not be present while the matter is being considered; and
 - (b) must not vote on the matter.

42. Chief Executive Officer

- 42.1 The Directors may, upon such terms and conditions and with such restrictions and as they think fit, confer upon the Chief Executive Officer any of the powers exercisable by them.
- 42.2 Any powers so conferred may be concurrent with, or be to the exclusion of, the powers of the Directors.
- 42.3 The Directors may at any time withdraw or vary any of the powers so conferred on the Chief Executive Officer.

ADMINISTRATION

43. Minutes

- 43.1 The Directors will cause minutes of:
- (a) all proceedings and resolutions of meetings of the Company's members;
 - (b) all proceedings and resolutions of meetings of the Directors, including meetings of a committee of Directors;
 - (c) resolutions passed by members without a meeting;
 - (d) resolutions passed by Directors without a meeting,
- to be duly entered into the books kept for that purpose in accordance with the Act.
- 43.2 A minute recorded and signed in accordance with the Act is evidence of the proceeding, resolution or declaration to which it relates, unless the contrary is proved.
- 43.3 Books containing the minutes of meetings of Company members and resolutions passed by members without a meeting (in the case of circular resolutions) will be open for inspection by any member free of charge.

44. Accounts

- 44.1 The Directors will cause to be kept proper books of accounts in which will be kept true and complete accounts of the affairs and transactions of the Company. Proper books

will not be deemed to be kept unless the books give a true and fair view of the state of the Company's affairs and explain its transactions.

- 44.2 The Financial Year will begin on the first day of July and end on the thirtieth day of June.
- 44.3 The accounts will be held at the registered office or any other place as the Directors think fit.
- 44.4 The accounts will be open to inspection by the Directors during business hours.
- 44.5 The Directors will arrange for the Income/Expenditure Statement and Balance Sheet (including every attachment thereto) accompanied by a copy of the Auditor's Report thereon, as required by the Act to be made out and laid before the Annual General Meeting.

45. Audit

- 45.1 A registered company Auditor must be appointed.
- 45.2 The remuneration of the Auditor must be fixed and the Auditor's duties regulated in accordance with the Act.

46. Inspection of records

Subject to the Law, the Directors shall determine whether and to what extent, and at what time and places and under what conditions, the accounting records and other documents of the Company or any of them will be open to the inspection of members other than Directors, and a member other than a Director does not have the right to inspect any document of the Company except as provided by law or authorised by the Directors or by the Company in meeting of the Company's members.

47. Dividends and reserves

No payment of dividends or other distributions to members shall be made.

48. Execution of documents

- 48.1 The Company may have a Seal, known as the common seal, on which its name, its Australian Company Number and the words "Common Seal" are engraved.
- 48.2 If the Company has a seal the Directors shall provide for the safe custody of the Seal.
- 48.3 The Seal shall be used only by the authority of the Directors, or of a committee of the Directors authorised by the Directors to authorise the use of the Seal.
- 48.4 The Company may execute a document by affixing the Seal to the document where the fixing of the Seal is witnessed by:
 - (a) two Directors; or
 - (b) one Director and one Secretary; or
 - (c) one Director and another person appointed by the Directors for that purpose.
- 48.5 The signature of such persons may be affixed to the document by manual, autographic or mechanical means.

49. The Company may execute a document without using a seal under certain circumstances

- 49.1 The Company may execute a document without using a seal if the document is signed by:
- (a) two Directors; or
 - (b) one Director and one Secretary; or
 - (c) one Director and another person appointed by the Directors for that purpose.
- 49.2 A facsimile signature may not be affixed to a document unless the Auditors, internal Auditors or bankers of the Company have reported to the Board in writing that the document may be sealed in that manner.

50. By-laws, guidelines, codes and charters

The Board has power to make by-laws, guidelines, codes and charters concerning membership application and qualification for membership of the Company and any other matter which the Board believes suitable for including in such by-laws, guidelines, codes and charters.

51. Alteration of Constitution

The Company may only alter this Constitution by special resolution passed at a general meeting of the members.

52. Notices

- 52.1 In addition to any other ways allowed by the Act, a notice or other communication may be given by the Company to any member either:
- (a) by sending it by post to the registered address of the member corporation as shown in the Register of Members or the address supplied by the member corporation to the Company for the giving of notices to it;
 - (b) by sending it by facsimile transmission to a facsimile number supplied by the member to the Company for the giving of notices to the member; or
 - (c) by sending it by electronic means to the electronic address (if any) nominated by that person.
- 52.2 Where a notice is sent by post, service of the notice shall be deemed to be effective by properly addressing, prepaying and posting a letter containing the notice, and to have been effected, at the time at which the letter would be delivered in the ordinary course of post.
- 52.3 Where a notice is sent by facsimile, service of the notice shall be deemed to be effected on receipt by the Company of a transmission report confirming successful transmission.
- 52.4 Where a notice is sent by electronic means, service of the notice shall be deemed to be effected on the day following its transmission.
- 52.5 A notice may be given by the Company to joint members by giving notice to the joint member first named in the Register of Members.

MISCELLANEOUS

53. Application of income and property

- 53.1 The income and property of the Company however derived will be applied solely towards the furtherance of the objects of the Company as set out in this Constitution.
- 53.2 Save for Article 53.3, no portion of the income or the property of the Company will be paid, distributed or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to members of the Company.
- 53.3 Provided that nothing in this Constitution shall prevent the payment in good faith of remuneration to any officers, servants or members of the Company or to any member of the Company in return for any services actually rendered to the Company nor for goods supplied in the ordinary course of business, nor prevent the payment of interest (at a rate not exceeding the 180 day bank bill rate) on money borrowed from any member of the Company or reasonable and proper rent for premises leased by any member to the Company.
- 53.4 Nothing in this Article will prevent the provision of any benefit in good faith to a member of the Company for the purposes of the Company as set out in the Objects and Purposes of this Constitution.

54. Liability of members

The liability of the members is limited.

55. Contribution of members on winding up

Every member of the Company undertakes to contribute to the assets of the Company in the event of the Company being wound up while he or she is a member, or within one year of ceasing to be a member such amount as may be required not exceeding twenty dollars (\$20.00), for the payment of the debts and liabilities of the Company contracted whilst the member or past member as the case may be was a member of the Company, and the costs charges and expenses of winding up and for the adjustment of the rights of the contributors or members amongst themselves.

56. Distribution of property on winding up

Where on the winding up of the Company or dissolution of the Company, there is a surplus of assets after satisfying all the Company's liabilities and expenses, the surplus will not be paid or distributed to the members of the Company but will be given or transferred to such other institution or company having similar objects to those described in the Objects and Purposes of this Constitution, and is an institution or body and which prohibits the distribution of income, profit or assets to its members and which is exempt from the payment of income tax and is an ATO Endorsed Entity. Such institution or company will be determined by the members of the Company on or before the time of such winding up or dissolution, failing such determination the institution or company shall be determined by application to the Supreme Court in the State of incorporation.

57. Officers: indemnities and insurance

58.1 Definitions

For the purposes of this Constitution:

- (a) "Officer" means a Director, an alternate Director, a Secretary, an officer as defined by the Act, or the Chief Executive Officer; and

- (b) “Legal Proceedings” means any claim, action, suit or demand, enquiry, Royal Commission or other regulatory investigation, whether civil or criminal, which relates to or arises in connection with the Officer being an officer of the Company or the employment of the Officer with the Company.

58.2 Indemnity

Every Officer and past Officer (with the exception of any auditor) of the Company is hereby indemnified by the Company to the fullest extent permitted by law against a liability incurred by that person as an Officer of the Company or a subsidiary of the Company, including without limitation legal costs and expenses incurred in participating or being involved in or in defending Legal Proceedings.

58.3 Insurance Premiums

The Company may pay the premium on a contract insuring a person who is or has been an Officer of the Company to the fullest extent permitted by law.

58.4 Indemnity to Employees

Every employee who is not a Director, Secretary or executive officer of the Company may be indemnified out of the property of the Company against a liability:

- (a) incurred by the employee acting in that capacity; and
- (b) for the costs and expenses incurred by an employee:
 - (i) in defending proceedings, whether civil or criminal, in which judgment is given in favour of the employee or in which the person is acquitted; or
 - (ii) in connection with an application, in relation to such proceedings, in which the court grants relief to the employee under the Act.

58. Winding up

58.1 Subject to Article 56, the Company may be dissolved by a special resolution of members at a meeting of the Company members.

58.2 Every member of the Company undertakes to contribute to the assets of the Company in the event of the Company being wound up while he or she is a member, or within one year of ceasing to be a member such amount as may be required not exceeding twenty dollars (\$20.00), for the payment of the debts and liabilities of the Company contracted whilst the member or past member as the case may be was a member of the Company, and the costs, charges and expenses of winding up and for the adjustment of the rights of the contributors amongst themselves.

59. Establishment and operation of Gift Fund

59.1 If the Company is, at any stage an ATO Endorsed Entity, the Company must maintain for the purpose of pursuing its objects and purposes a fund (Gift Fund):

- (a) to which gifts of money or property are to be made;
- (b) to which any money received by the Company because of those gifts is to be credited;
- (c) that does not receive any other money or property; and

(d) will maintain a separate bank account solely in respect of the Gift Fund.

60. Winding up of the Gift Fund

60.1 At the first occurrence of:

- (a) the winding up of the Gift Fund; or
- (b) the Company ceasing to be an ATO Endorsed Entity,

any surplus assets of the Gift Fund, remaining after payment of liabilities attributable to it must be transferred to 1 or more ATO Endorsed Entities, (whether or not such ATO Endorsed Entities are Members), as the Board in its discretion determines.

61. Appointment of Secretary

61.1 The Company must have at least 1 Secretary. The Board has the power to appoint a natural person to act as secretary on the terms and for such period as the Board may determine.

61.2 Any Secretary appointed may be removed at any time by the Board.

DICTIONARY

62. Definitions

In this Constitution:

“**ATO Endorsed Entity**” means an entity which is endorsed by the ATO as a deductible gift recipient in accordance with Division 30 of the *Income Tax Assessment Act 1997* (Commonwealth).

“**the Act**” means the Australian Charities and Not-for-profits Commission Act 2012 (Cth)

“**audited accounts**” means accounts which have been audited but includes the normal form of accounts for members which do not or are not required by their own rules or by law to produce audited accounts.

“**Board**” means the Board of Directors for the time being of the Company.

“**Claim**” means any claim, demand, remedy, injury, damage, loss, cost, expense, suit, liability, action, proceeding, right of action or claim for compensation.

“**Code of Conduct**” means the Code of Conduct for the Company approved by the Board and as amended from time to time.

“**the Company**” means Vision 2020 The Right to Sight Australia.

“**Corporation**” means any company or body corporate (whether incorporated in this jurisdiction or elsewhere and any unincorporated body that under the law of its place of origin, may be sued, or may hold property in the name of its secretary or of an office holder of the body duly appointed for that purpose. It includes an Aboriginal or Torres Strait Islander corporation.

“**Directors**” means the directors for the time being of the Company.

“Financial” means all monies payable by a member to the Company arising from the obligations of membership or in any other way have been paid.

“Member” means a person who is, or who is registered as, a member of the Company and Members means more than 1 Member;

“Seal” means the common seal of the Company (if any).

“Secretary” means the secretary for the time being of the Company, and if there are joint secretaries, any one or more of such joint secretaries.

“Term” means a Director who has been in office for three years

“Vision 2020 Australia” means Vision 2020 The Right to Sight Australia

A word or expression defined in the *Corporations Act* and used, but not defined, in this Constitution has the same meaning given to it in the *Corporations Act* when used in this Constitution.

Words importing any one gender shall be deemed and taken to include all genders and the singular to include the plural and the plural the singular unless the contrary as to gender or number is expressly provided.

A reference to legislation is to be construed as a reference to that legislation, any subordinate legislation under it, and that legislation and subordinate legislation as amended, re-enacted or replaced for the time being.

A reference to a person includes a corporate representative appointed pursuant to Section 250D of the *Corporations Act*.

Headings are used for convenience only and are not intended to affect the interpretation of this Constitution.