CONSTITUTION
OF
SYMBIOSIS INTERNATIONAL

Australian Company Number (ACN) 124 671 156
Australian Business Number (ABN) 56 124 671 156

A company limited by guarantee not having share capital

Version 2.6
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Preliminary

1. Name of the company
   The name of the company is Symbiosis International (the company).

2. Type of company
   The company is a not-for-profit public company limited by guarantee which is established to be, and to continue as, a charity.

3. Limited liability of members
   The liability of members is limited to the amount of the guarantee in clause 4.

4. The guarantee
   Each member must contribute an amount not more than $10 (the guarantee) to the property of the company if the company is wound up while the member is a member, or within 12 months after they stop being a member, and this contribution is required to pay for the:
   (a) debts and liabilities of the company incurred before the member stopped being a member, or
   (b) costs of winding up.

5. Definitions
   In this constitution, words and phrases have the meaning set out in clauses 70 and 72.

Charitable purposes and powers

6. Object
   The company’s principal object is to provide relief:
   (a) to persons in countries declared by the Minister for Foreign Affairs to be developing countries; and
   (b) to persons in countries declared by the Minister for Foreign Affairs to be developing countries, whose people are in distress as a result of a disaster recognised by the Minister in accordance with the laws of Australia.

   The principal object shall be pursued by activities focused on development and/or relief including but not limited to:
   i. the alleviation of poverty through funding or establishing community development programs which promote literacy and life skills training;
   ii. the advancement of education on health-related matters such as the control or prevention of disease, family planning, public health education and health care and treatment;
   iii. promoting the enhancement and protection of the environment through the conduct of educational programs on the environment, sustainable development and tree-planting;
   iv. promoting the advancement of education and skills training in the areas of health, medicine, engineering, technology, business, agriculture, and fisheries; community development; vocational skills;
   v. conducting a public fund to be called the Symbiosis International Developing Country Relief Fund pursuant to Item 9.1.1 under Section 30-80 of the Income Tax Assessment Act 1997 (Cth) for the purpose of supporting the principal object of the company;
vi. conducting a public fund pursuant to Item 9.1.2 under Section 30-80 of the Income Tax Assessment Act 1997 (Cth) for the purpose of supporting the principal object of the company;

vii. conducting such other funds, authorities or institutions which would comply with the requirements existing from time to time for endorsement by the Commissioner of Taxation as deductible gift recipients or exempt entities pursuant to Subdivision 30-B and Subdivision 50-A respectively of the Income Tax Assessment Act 1997 (Cth); and

viii. doing such acts and things as may be deemed reasonably necessary or incidental to the carrying out of the company’s principal object.

7. Powers
Subject to clause 8, the company has the following powers, which may only be used to carry out its purposes set out in clause 6:

(a) the powers of an individual, and

(b) all the powers of a company limited by guarantee under the Corporations Act.

8. Not-for-profit
8.1 The company must not distribute any income or assets directly or indirectly to its members, except as provided in clauses 8.2 and 69.

8.2 Clause 8.1 does not stop the company from doing the following things, provided they are done in good faith:

(a) paying a member for goods or services they have provided or expenses they have properly incurred at fair and reasonable rates or rates more favourable to the company, or

(b) making a payment to a member in carrying out the company’s charitable purposes.

9. Amending the constitution
9.1 Subject to clause 9.2, the members may amend this constitution by passing a special resolution.

9.2 The members must not pass a special resolution that amends this constitution if passing it causes the company to no longer be a charity.

Members
10. Membership and register of members
10.1 The members of the company are:

(a) initial members, and

(b) any other person that the directors allow to be a member, in accordance with this constitution.

10.2 The company must establish and maintain a register of members. The register of members must be kept by the secretary and must contain:

(a) for each current member:

i. name

ii. address

iii. any alternative address nominated by the member for the service of notices, and

iv. date the member was entered on to the register.
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10.3 The company must give current members access to the register of members.
10.4 Information that is accessed from the register of members must only be used in a manner relevant to the interests or rights of members.

11. Who can be a member

11.1 A person who supports the purposes of the company is eligible to apply to be a member of the company under clause 12.
11.2 In this clause, ‘person’ means an individual or incorporated body.

12. How to apply to become a member

12.1 A person (as defined in clause 11.2) may apply to become a member of the company by writing to the secretary stating that they:
   (a) want to become a member
   (b) support the purposes of the company, and
   (c) agree to comply with the company’s constitution, including paying the guarantee under clause 4 if required.

12.2 Applications shall normally be made by completing the form set out in Schedule 4 and sending this to the secretary together with the annual membership fee.
12.3 The directors may at any time and as many times as they decide change the annual membership fee payable.

13. Directors decide whether to approve membership

13.1 The directors must consider an application for membership within a reasonable time after the secretary receives the application. The directors at their discretion may ask for further information from an applicant.
13.2 If the directors approve an application, the secretary must as soon as possible:
   (a) enter the new member on the register of members, and
   (b) write to the applicant to tell them that their application was approved, and the date that their membership started (see clause 14).
13.3 If the directors reject an application, the secretary must return any membership fee paid by the applicant and write to the applicant as soon as possible to tell them that their application has been rejected, but does not have to give reasons.
13.4 For the avoidance of doubt, the directors may approve an application even if the application does not state the matters listed in clauses 12(a), 12(b) or 12(c). In that case, by applying to be a member, the applicant agrees to those three matters.

14. When a person becomes a member

Other than initial members, an applicant will become a member when they are entered on the register of members.

15. When a person stops being a member

A person immediately stops being a member if they:
   (a) die
   (b) are wound up or otherwise dissolved or deregistered (for an incorporated member)
Dispute resolution and disciplinary procedures

16. Dispute resolution

16.1 The dispute resolution procedure in this clause applies to disputes (disagreements) under this constitution between a member or director and:
(a) one or more members
(b) one or more directors, or
(c) the company.

16.2 A member must not start a dispute resolution procedure in relation to a matter which is the subject of a disciplinary procedure under clause 17 until the disciplinary procedure is completed.

16.3 Those involved in the dispute must try to resolve it between themselves within 14 days of knowing about it.

16.4 If those involved in the dispute do not resolve it under clause 16.3, they must within 10 days:
(a) tell the directors about the dispute in writing
(b) agree or request that a mediator be appointed, and
(c) attempt in good faith to settle the dispute by mediation.

16.5 The mediator must:
(a) be chosen by agreement of those involved, or
(b) where those involved do not agree:
   i. for disputes between members, a person chosen by the directors, or
   ii. for other disputes, a person chosen by either the Commissioner of the Australian Charities and Not-for-profits Commission or the president of the law institute or society in the state or territory in which the company has its registered office.

16.6 A mediator chosen by the directors under clause 16.5(b)(i):
(a) may be a member or former member of the company
(b) must not have a personal interest in the dispute, and
(c) must not be biased towards or against anyone involved in the dispute.

16.7 When conducting the mediation, the mediator must:
(a) allow those involved a reasonable chance to be heard
(b) allow those involved a reasonable chance to review any written statements
(c) ensure that those involved are given natural justice, and
(d) not make a decision on the dispute.

17. Disciplining members

17.1 In accordance with this clause, the directors may resolve to warn, suspend or expel a member from the company if the directors consider that:
(a) the member has breached this constitution, or
(b) the member’s behaviour is causing, has caused, or is likely to cause harm to the company.

17.2 At least 14 days before the directors’ meeting at which a resolution under clause 17.1 will be considered, the secretary must notify the member in writing:
(a) that the directors are considering a resolution to warn, suspend or expel the member
(b) that this resolution will be considered at a directors’ meeting and the date of that meeting
(c) what the member is said to have done or not done
(d) the nature of the resolution that has been proposed, and
(e) that the member may provide an explanation to the directors, and details of how to do so.

17.3 Before the directors pass any resolution under clause 17.1, the member must be given a chance to explain or defend themselves by:
(a) sending the directors a written explanation before that directors’ meeting, and/or
(b) speaking at the meeting.

17.4 After considering any explanation under clause 17.3, the directors may:
(a) take no further action
(b) warn the member
(c) suspend the member’s rights as a member for a period of no more than 12 months
(d) expel the member
(e) refer the decision to an unbiased, independent person on conditions that the directors consider appropriate (however, the person can only make a decision that the directors could have made under this clause), or
(f) require the matter to be determined at a general meeting.

17.5 The directors cannot fine a member.

17.6 The secretary must give written notice to the member of the decision under clause 17.4 as soon as possible.

17.7 Disciplinary procedures must be completed as soon as reasonably practical.

17.8 There will be no liability for any loss or injury suffered by the member as a result of any decision made in good faith under this clause.

17.9 The directors may appoint a disciplinary committee to enquire into a matter and bring a report to the directors’ meeting. The member may be given a chance to speak at a meeting of the disciplinary committee, and the disciplinary committee must consider any written explanation from the member. Any such written explanation must be provided to all the directors.

General meetings of members

18. General meetings called by directors

18.1 Any two directors may call a general meeting after consultation with the elected chairperson.

18.2 If members with at least 25% of the votes that may be cast at a general meeting make a written request to the company for a general meeting to be held, the directors must:
(a) within 21 days of the members’ request, give all members notice of a general meeting, and
(b) hold the general meeting within 2 months of the members’ request.
18.3 The percentage of votes that members have (in clause 18.2) is to be worked out as at midnight before the members request the meeting.

18.4 The members who make the request for a general meeting must:
   (a) state in the request any resolution to be proposed at the meeting
   (b) sign the request, and
   (c) give the request to the company.

18.5 Separate copies of a document setting out the request may be signed by members if the wording of the request is the same in each copy.

19. General meetings called by members

19.1 If the directors do not call the meeting within 21 days of being requested under clause 18.2, 50% or more of the members who made the request may call and arrange to hold a general meeting.

19.2 To call and hold a meeting under clause 19.1 the members must:
   (a) as far as possible, follow the procedures for general meetings set out in this constitution
   (b) call the meeting using the list of members on the company’s member register, which the company must provide to the members making the request at no cost, and
   (c) hold the general meeting within three months after the request was given to the company.

20. Annual general meeting

20.1 A general meeting, called the annual general meeting, must be held:
   (a) within 18 months after registration of the company, and
   (b) after the first annual general meeting, at least once in every calendar year.

20.2 Even if these items are not set out in the notice of meeting, the business of an annual general meeting shall normally include:
   (a) a review of the company’s activities
   (b) a review of the company’s finances
   (c) any auditor’s report
   (d) the election of directors, and
   (e) the appointment and payment of auditors.

20.3 Before or at the annual general meeting, the directors must give information to the members on the company’s activities and finances during the period since the last annual general meeting.

20.4 The chairperson of the annual general meeting must give members as a whole a reasonable opportunity at the meeting to ask questions or make comments about the management of the company.

21. Notice of general meetings

21.1 Notice of a general meeting must be given to:
   (a) each member entitled to vote at the meeting
   (b) each director, and
   (c) the auditor.

21.2 Notice of a general meeting must be provided in writing at least 21 days before the meeting.

21.3 Subject to clause 21.4, notice of a meeting may be provided less than 21 days before the meeting if:
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(a) for an annual general meeting, all the members entitled to attend and vote at the annual general meeting agree beforehand, or
(b) for any other general meeting, members with at least 95% of the votes that may be cast at the meeting agree beforehand.

21.4 Notice of a meeting cannot be provided less than 21 days before the meeting if a resolution will be moved to:
(a) remove a director
(b) appoint a director in order to replace a director who was removed, or
(c) remove an auditor.

21.5 Notice of a general meeting must include:
(a) the place, date and time for the meeting (and if the meeting is to be held in two or more places, an indication of the technology that will be used to facilitate this)
(b) the general nature of the meeting’s business
(c) if applicable, that a special resolution is to be proposed and the words of the proposed resolution
(d) a statement that members have the right to appoint proxies and that, if a member appoints a proxy:
   i. the proxy must be a member of the company
   ii. the proxy form must be delivered to the company at its registered address or the address (including an electronic address) specified in the notice of the meeting, and
   iii. the proxy form must be delivered to the company at least 48 hours before the meeting.

21.6 If a general meeting is adjourned (postponed) for one month or more, the members must be given new notice of the resumed meeting.

22. Quorum at general meetings

22.1 For a general meeting to be held, at least five members including at least 2 directors (a quorum) must be present in person or by representative for the whole meeting. When determining whether a quorum is present, a person may only be counted once (even if that person is a representative or proxy of more than one member).

22.2 No business may be conducted at a general meeting if a quorum is not present.

22.3 If there is no quorum present within 30 minutes after the starting time stated in the notice of general meeting, the general meeting is adjourned to the date, time and place that the chairperson specifies. If the chairperson does not specify one or more of those things, the meeting is adjourned to:
(a) if the date is not specified – the same day in the next week
(b) if the time is not specified – the same time, and
(c) if the place is not specified – the same place.

22.4 If no quorum is present at the resumed meeting within 30 minutes after the starting time set for that meeting, the meeting is cancelled.

23. Auditor’s right to attend meetings

23.1 The auditor (if any) is entitled to attend any general meeting and to be heard by the members on any part of the business of the meeting that concerns the auditor in the capacity of auditor.

23.2 The company must give the auditor (if any) any communications relating to the general meeting that a member of the company is entitled to receive.
24. Representatives of members
24.1 An incorporated member may appoint as a representative:
   (a) one individual to represent the member at meetings and to sign circular
   resolutions under clause 31, and
   (b) the same individual or another individual for the purpose of being appointed
   or elected as a director.
24.2 The appointment of a representative by a member must:
   (a) be in writing
   (b) include the name of the representative
   (c) be signed on behalf of the member, and
   (d) be given to the company or, for representation at a meeting, be given to the
   chairperson before the meeting starts.
24.3 A representative has all the rights of a member relevant to the purposes of the
appointment as a representative.
24.4 The appointment may be standing (ongoing).

25. Using technology to hold meetings
25.1 The company may hold a general meeting at two or more venues using any
technology that gives the members as a whole a reasonable opportunity to
participate, including to hear and be heard.
25.2 Anyone using this technology is taken to be present in person at the meeting.

26. Chairperson for general meetings
26.1 The elected chairperson is entitled to chair general meetings.
26.2 Subject to clause 40.2, the members present and entitled to vote at a general
meeting may choose a director or member to be the chairperson for that meeting if:
   (a) there is no elected chairperson, or
   (b) the elected chairperson is not present within 30 minutes after the starting
   time set for the meeting, or
   (c) the elected chairperson is present but says they do not wish to act as
   chairperson of the meeting or
   (d) the elected chairperson has tendered an apology for the meeting.

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

28. Adjournment of meetings
28.1 If a quorum is present, a general meeting must be adjourned if a majority of
members present direct the chairperson to adjourn it.
28.2 Only unfinished business may be dealt with at a meeting resumed after an
adjournment.

Members’ resolutions and statements
29. Members’ resolutions and statements
29.1 Members with at least 5% of the votes that may be cast on a resolution may give:
   (a) written notice to the company of a resolution they propose to move at a
general meeting (members’ resolution), and/or
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(b) a written request to the company that the company give all of its members a statement about a proposed resolution or any other matter that may properly be considered at a general meeting (members’ statement).

29.2 A notice of a members’ resolution must set out the wording of the proposed resolution and be signed by the members proposing the resolution.

29.3 A request to distribute a members’ statement must set out the statement to be distributed and be signed by the members making the request.

29.4 Separate copies of a document setting out the notice or request may be signed by members if the wording is the same in each copy.

29.5 The percentage of votes that members have (as described in clause 29.1) is to be worked out as at midnight before the request or notice is given to the company.

29.6 If the company has been given notice of a members’ resolution under clause 29.1(a), the resolution must be considered at the next general meeting held more than two months after the notice is given.

29.7 This clause does not limit any other right that a member has to propose a resolution at a general meeting.

30. Company must give notice of proposed resolution or distribute statement

30.1 If the company has been given a notice or request under clause 29:

(a) in time to send the notice of proposed members’ resolution or a copy of the members’ statement to members with a notice of meeting, it must do so at the company’s cost, or

(b) too late to send the notice of proposed members’ resolution or a copy of the members’ statement to members with a notice of meeting, then the members who proposed the resolution or made the request must pay the expenses reasonably incurred by the company in giving members notice of the proposed members’ resolution or a copy of the members’ statement. However, at a general meeting, the members may pass a resolution that the company will pay these expenses.

30.2 The company does not need to send the notice of proposed members’ resolution or a copy of the members’ statement to members if:

(a) it is more than 1,000 words long

(b) the directors consider it may be defamatory

(c) clause 30.1(b) applies, and the members who proposed the resolution or made the request have not paid the company enough money to cover the cost of sending the notice of the proposed members’ resolution or a copy of the members’ statement to members, or

(d) in the case of a proposed members’ resolution, the resolution does not relate to a matter that may be properly considered at a general meeting or is otherwise not a valid resolution able to be put to the members.

31. Circular resolutions of members

31.1 Subject to clause 31.3, the directors may put a resolution to the members to pass a resolution without a general meeting being held (a circular resolution).

31.2 The directors must notify the auditor (if any) as soon as possible that a circular resolution has or will be put to members, and set out the wording of the resolution.

31.3 Circular resolutions cannot be used:

(a) for a resolution to remove an auditor, appoint a director or remove a director

(b) for passing a special resolution, or
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(c) where the Corporations Act or this constitution requires a meeting to be held.

31.4 A circular resolution is passed if all the members entitled to vote on the resolution sign or agree to the circular resolution, in the manner set out in clause 31.5 or clause 31.6.

31.5 Members may sign:
   (a) a single document setting out the circular resolution and containing a statement that they agree to the resolution, or
   (b) separate copies of that document, as long as the wording is the same in each copy.

31.6 The company may send a circular resolution by email to members and members may agree by sending a reply email to that effect, including the text of the resolution in their reply.

Voting at general meetings

32. How many votes a member has
   Each member has one vote.

33. Challenge to member’s right to vote
   33.1 A member or the chairperson may only challenge a person’s right to vote at a general meeting at that meeting.
   33.2 If a challenge is made under clause 33.1, the chairperson must decide whether or not the person may vote. The chairperson’s decision is final.

34. How voting is carried out
   34.1 Voting must be conducted and decided by:
      (a) a show of hands
      (b) a vote in writing, or
      (c) another method chosen by the chairperson that is fair and reasonable in the circumstances.
   34.2 Before a vote is taken, the chairperson must state whether any proxy votes have been received and, if so, how the proxy votes will be cast.
   34.3 On a show of hands, the chairperson’s decision is conclusive evidence of the result of the vote.
   34.4 The chairperson and the meeting minutes do not need to state the number or proportion of the votes recorded in favour or against on a show of hands.

35. When and how a vote in writing must be held
   35.1 A vote in writing may be demanded on any resolution instead of or after a vote by a show of hands by:
      (a) at least five members present
      (b) members present with at least 5% of the votes that may be passed on the resolution on the vote in writing (worked out as at the midnight before the vote in writing is demanded), or
      (c) the chairperson.
   35.2 A vote in writing must be taken when and how the chairperson directs, unless clause 35.3 applies.
   35.3 A vote in writing must be held immediately if it is demanded under clause 35.1:
      (a) for the election of a chairperson under clause 26.2, or
      (b) to decide whether to adjourn the meeting.
35.4 A demand for a vote in writing may be withdrawn.

36. Appointment of proxy

36.1 A member may appoint a proxy to attend and vote at a general meeting on their behalf.

36.2 A proxy must be a member of the company.

36.3 A proxy appointed to attend and vote for a member has the same rights as the member to:
   (a) speak at the meeting
   (b) vote in a vote in writing (but only to the extent allowed by the appointment), and
   (c) join in to demand a vote in writing under clause 35.1.

36.4 An appointment of proxy (proxy form) must be signed by the member appointing the proxy and must contain:
   (a) the member’s name and address
   (b) the company’s name
   (c) the proxy’s name or the name of the office held by the proxy, and
   (d) the meeting(s) at which the appointment may be used.

36.5 A proxy appointment may be standing (ongoing).

36.6 Proxy forms must be received by the company at the address stated in the notice under clause 21.5(d) or at the company’s registered address at least 48 hours before a meeting.

36.7 A proxy does not have the authority to speak and vote for a member at a meeting while the member is at the meeting.

36.8 Unless the company receives written notice before the start or resumption of a general meeting at which a proxy votes, a vote cast by the proxy is valid even if, before the proxy votes, the appointing member:
   (a) dies
   (b) is mentally incapacitated
   (c) revokes the proxy’s appointment, or
   (d) revokes the authority of a representative or agent who appointed the proxy.

36.9 A proxy appointment may specify the way the proxy must vote on a particular resolution.

36.10 The form attached as Schedule 5 may be used for appointment of proxies.

37. Voting by proxy

37.1 Proxy votes shall not be counted when voting by a show of hands.

37.2 When a vote in writing is held, a proxy:
   (a) does not need to vote, unless the proxy appointment specifies the way they must vote
   (b) if the way they must vote is specified on the proxy form, must vote that way, and
   (c) may cast the votes held in different ways.

Directors

38. Number of directors
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The company must have at least three and no more than eleven elected directors and in addition the chief executive officer of the company shall ex-officio be a director.

39. Election and appointment of directors

39.1 The initial directors are the people who have agreed to act as directors and who are named as proposed directors in the application for registration of the company.

39.2 Apart from the initial directors, the chief executive officer and directors appointed under clause 39.5, the members may elect a director by a resolution passed in a general meeting.

39.3 Each of the directors must be appointed by a separate resolution, unless:
   (a) the members present have first passed a resolution that the appointments may be voted on together, and
   (b) no votes were cast against that resolution.

39.4 A person is eligible for election as a director of the company if they:
   (a) are a member of the company, or a representative of a member of the company (appointed under clause 24)
   (b) are nominated by two members or representatives of members entitled to vote (unless the person was previously elected as a director at a general meeting and has been a director since that meeting),
   (c) give the company their signed consent to act as a director of the company, and
   (d) are not ineligible to be a director under the Corporations Act or the ACNC Act.

39.5 The directors may appoint a person as a director to fill a casual vacancy or as an additional director if that person:
   (a) is a member of the company, or a representative of a member of the company (appointed under clause 24)
   (b) gives the company their signed consent to act as a director of the company, and
   (c) is not ineligible to be a director under the Corporations Act or the ACNC Act.

39.6 If the number of elected directors is reduced to fewer than the minimum required by clause 38 or is less than the number required for a quorum, the continuing directors may act for the purpose of increasing the number of directors to this minimum (or higher if required for a quorum) or calling a general meeting, but for no other purpose.

39.7 The form provided in Schedule 3 may be used to nominate a director.

39.8 Persons nominated as directors shall normally be interviewed to assess their suitability for the position and determine eligibility under the Corporations Act and the ACNC Act. The interview may be undertaken by two or more directors or a nominating committee appointed by the directors.

40. Election of chairperson

40.1 The directors must elect a director as the company’s elected chairperson.

40.2 The directors may also elect a director as deputy chairperson, who shall assume all the responsibilities of the elected chairperson in the absence of the elected chairperson or if the elected chairperson does not wish to act as the chairperson of a meeting. This applies to general meetings (clause 26) and to directors’ meetings (clause 51).
41. Term of office

41.1 At each annual general meeting:
(a) any director appointed by the directors to fill a casual vacancy or as an additional director must retire, and
(b) at least one-third of the remaining elected directors must retire.

41.2 The directors who must retire at each annual general meeting under clause 41.1(b) will be the directors who have been longest in office since last being elected. Where directors were elected on the same day, the director(s) to retire will be decided by lot unless they agree otherwise.

41.3 Other than the chief executive officer and a director appointed under clause 39.5, a director’s term of office commences at the end of the annual general meeting at which they are elected and ends at the end of the annual general meeting at which they retire.

41.4 Each director must retire at least once every three years.

41.5 A director who retires under clause 41.1 may nominate for election or re-election.

42. When a director ceases being a director

A director ceases being a director if they:
(a) give written notice of resignation as a director to the company
(b) die or become mentally incapacitated or the director’s estate is liable to be dealt with under a law relating to mental health.
(c) are removed as a director by a resolution of the members
(d) stop being a member of the company
(e) are a representative of a member, and that member stops being a member
(f) are a representative of a member, and the member notifies the company that the representative is no longer a representative
(g) are absent for 3 consecutive directors’ meetings without approval from the directors, or
(h) become ineligible to be a director of the company under the Corporations Act or the ACNC Act.

Powers of directors

43. Powers of directors

43.1 The directors are responsible for managing and directing the activities of the company to achieve the purposes set out in clause 6.

43.2 The directors may use all the powers of the company except for powers that, under the Corporations Act or this constitution, may only be used by members.

43.3 The directors must decide on the responsible financial management of the company including:
(a) any suitable written delegations of power under clause 44, and
(b) how money will be managed, such as how electronic transfers, negotiable instruments or cheques must be authorised and signed or otherwise approved.
(c) the proper management of the Symbiosis International Developing Country Relief Fund so that any money or property donated to the Symbiosis International Developing Country Relief Fund is kept separate and credited only to such account designated as the Symbiosis International Developing Country Relief Fund. The Rules of the Fund are set out in Annexure I – Purpose and Rules of the Symbiosis International Developing Country Relief Fund.
43.4 The directors cannot remove a director or auditor. Directors and auditors may only be removed by a members’ resolution at a general meeting.

44. Delegation of directors’ powers
44.1 The directors may delegate any of their powers and functions to a committee, a director, an employee of the company (such as a chief executive officer) or any other person, as they consider appropriate.
44.2 The delegation must be recorded in the company’s minute book.
44.3 Committees shall have the power to co-opt any member or members of the company unless expressly forbidden by the directors. Committees shall inform the directors of members co-opted in this way.
44.4 Committees may be standing committees or committees formed for a time limited purpose.

45. Payments to directors
45.1 The company must not pay fees to a director for acting as a director.
45.2 The company may:
   (a) pay a director for work they do for the company, other than as a director, if the amount is no more than a reasonable fee for the work done, or
   (b) reimburse a director for expenses properly incurred by the director in connection with the affairs of the company.
45.3 Any payment made under clause 45.2 must be approved by the directors.
45.4 The company may pay premiums for insurance indemnifying directors, as allowed for by law (including the Corporations Act) and this constitution.

46. Execution of documents
The company may execute a document without using a common seal if the document is signed by:
   (a) two directors of the company, or
   (b) a director and the secretary.

Duties of directors
47. Duties of directors
The directors must comply with their duties as directors under legislation and common law (judge-made law), and with the duties described in governance standard 5 of the regulations made under the ACNC Act which are:
   (a) to exercise their powers and discharge their duties with the degree of care and diligence that a reasonable individual would exercise if they were a director of the company
   (b) to act in good faith in the best interests of the company and to further the charitable purposes of the company set out in clause 6
   (c) not to misuse their position as a director
   (d) not to misuse information they gain in their role as a director
   (e) to disclose any perceived or actual material dualities of interest in the manner set out in clause 48
   (f) to ensure that the financial affairs of the company are managed responsibly, and
   (g) not to allow the company to operate while it is insolvent.

48. Dualities of interest
48.1 A director must disclose the nature and extent of any actual, potential, perceived or potentially perceived material duality of interest in a matter that is being considered at a meeting of directors (or that is proposed in a circular resolution):

(a) to the other directors, or
(b) if all of the directors have the same conflict of interest, to the members at the next general meeting, or at an earlier time if reasonable to do so.

48.2 The disclosure of a duality of interest by a director must be recorded in the minutes of the meeting if the chairperson or a majority of the other directors deem the duality of interest to be a material personal interest in the matter.

48.3 Each director who has a material personal interest in a matter that is being considered at a meeting of directors (or that is proposed in a circular resolution) must not, except as provided under clauses 48.4:

(a) be present at the meeting while the matter is being discussed, or
(b) vote on the matter.

48.4 A director may still be present and vote if:

(a) their interest arises because they are a member of the company, and the other members have the same interest
(b) their interest relates to an insurance contract that insures, or would insure, the director against liabilities that the director incurs as a director of the company (see clause 66)
(c) their interest relates to a payment by the company under clause 65 (indemnity), or any contract relating to an indemnity that is allowed under the Corporations Act
(d) the Australian Securities and Investments Commission (ASIC) makes an order allowing the director to vote on the matter, or
(e) the directors who do not have a material personal interest in the matter pass a resolution that:
   (i) identifies the director, the nature and extent of the director’s interest in the matter and how it relates to the affairs of the company, and
   (ii) says that those directors are satisfied that the interest should not stop the director from voting or being present.

48.5 The provision of clause 48.4(e) shall be satisfied if the chairperson of the meeting rules that the interest should not stop the director from voting or being present and no other director dissents. The chairperson may also vary the ruling such as allowing the person to make a statement before leaving the meeting or allowing them to be present but not vote. The ruling and other facts listed in clause 48.4 (e) (i) must be recorded in the minutes of the meeting. The process and rulings allowed under this clause shall be governed by a policy adopted by the directors from time to time.

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**Directors’ meetings**

49. **When the directors meet**

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

50. **Calling directors’ meetings**
50.1 The chairperson, deputy chairperson, secretary or any two other directors may call a directors’ meeting by giving reasonable notice to all of the other directors.

50.2 A director may give notice in writing or by any other means of communication that has previously been agreed to by all of the directors.

51. Chairperson for directors’ meetings

51.1 The elected chairperson is entitled to chair directors’ meetings.

51.2 Subject to clause 40.3, the directors at a directors’ meeting may choose a director to be the chairperson for that meeting if the elected chairperson is:
   (a) not present within 30 minutes after the starting time set for the meeting, or
   (b) present but does not want to act as chairperson of the meeting, or
   (c) has tendered an apology for the meeting.

52. Quorum at directors’ meetings

52.1 The quorum for a directors’ meeting is a majority (more than 50%) of directors.

52.2 Despite clause 52.1, the quorum cannot be less than three directors except as provided for in clause 39.6.

52.3 A quorum must be present for the whole directors’ meeting.

53. Using technology to hold directors’ meetings

53.1 The directors may hold their meetings by using any technology (such as video or teleconferencing) that is agreed to by all of the directors.

53.2 The directors’ agreement may be a standing (ongoing) one.

53.3 A director may only withdraw their consent to using the agreed technology within a reasonable period before the meeting.

54. Passing directors’ resolutions

A directors’ resolution must be passed by a majority of the votes cast by directors present and entitled to vote on the resolution. Where there is a tied vote, the motion is lost.

55. Circular resolutions of directors

55.1 The directors may pass a circular resolution without a directors’ meeting being held.

55.2 A circular resolution is passed if a majority of the directors entitled to vote on the resolution sign or otherwise agree to the resolution in the manner set out in clause 55.3 or clause 55.4.

55.3 Each director may sign:
   (a) a single document setting out the resolution and containing a statement that they agree to the resolution, or
   (b) separate copies of that document, as long as the wording of the resolution is the same in each copy.

55.4 The company may send a circular resolution by email to the directors and the directors may agree to the resolution by sending a reply email to that effect, including the text of the resolution in their reply.

55.5 A circular resolution is passed when a majority of directors have signed or otherwise agreed to the resolution in the manner set out in clause 55.3 or clause 55.4.

Secretary

56. Appointment and role of secretary

56.1 The company must have at least one secretary, who may also be a director.
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56.2 A secretary must be appointed by the directors (after giving the company their signed consent to act as secretary of the company) and may be removed by the directors.

56.3 The directors must decide the terms and conditions under which the secretary is appointed, including any remuneration.

56.4 The role of the secretary includes:
   (a) maintaining a register of the company’s members, and
   (b) maintaining the minutes and other records of general meetings (including notices of meetings), directors’ meetings and circular resolutions.

Minutes and records

57. Minutes and records

57.1 The company must, within one month, make and keep the following records:
   (a) minutes of proceedings and resolutions of general meetings
   (b) minutes of circular resolutions of members
   (c) a copy of a notice of each general meeting, and
   (d) a copy of a members’ statement distributed to members under clause 30.

57.2 The company must, within one month, make and keep the following records:
   (a) minutes of proceedings and resolutions of directors’ meetings (including meetings of any committees), and
   (b) minutes of circular resolutions of directors.

57.3 To allow members to inspect the company’s records:
   (a) on request, the company must give a member access to the records set out in clause 57.1, and
   (b) the directors may authorise a member to inspect other records of the company, including records referred to in clause 57.2 and clause 58.1.

57.4 The directors must ensure that minutes of a general meeting and of a directors’ meeting are signed within a reasonable time after the meeting by:
   (a) the chairperson of the meeting, or
   (b) the chairperson of the next meeting.

57.5 The directors must ensure that a minute of the passing of a circular resolution (of members or directors) is signed by a director within a reasonable time after the resolution is passed.
58. Financial and related records

58.1 The company must make and keep written financial records that:
(a) correctly record and explain its transactions and financial position and performance, and
(b) enable true and fair financial statements to be prepared and to be audited.

58.2 The company must also keep written records that correctly record its operations.

58.3 The company must retain its records for at least 7 years.

58.4 The directors must take reasonable steps to ensure that the company’s records are kept safe.

By-laws

59. By-laws

59.1 The directors may pass a resolution to make by-laws to give effect to this constitution.

59.2 Members and directors must comply with by-laws as if they were part of this constitution.

Notice

60. What is notice

60.1 Anything written to or from the company under any clause in this constitution is written notice and is subject to clauses 61 to 63, unless specified otherwise.

60.2 Clauses 61 to 63 do not apply to a notice of proxy under clause 36.6.

61. Notice to the company

Written notice or any communication under this constitution may be given to the company, the directors or the secretary by:
(a) delivering it to the company’s registered office
(b) posting it to the company’s registered office or to another address chosen by the company for notice to be provided
(c) sending it to an email address or other electronic address notified by the company to the members as the company’s email address or other electronic address,
(d) sending it to the fax number notified by the company to the members as the company’s fax number or
(e) giving it to the secretary in person.

62. Notice to members

62.1 Written notice or any communication under this constitution may be given to a member:
(a) in person
(b) by posting it to, or leaving it at the address of the member in the register of members or an alternative address (if any) nominated by the member for service of notices
(c) sending it to the email or other electronic address nominated by the member as an alternative address for service of notices (if any)
(d) sending it to the fax number nominated by the member as an alternative address for service of notices (if any), or
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(e) if agreed to by the member, by notifying the member at an email or other electronic address nominated by the member, that the notice is available at a specified place or address (including an electronic address).

62.2 If the company does not have an address for the member, the company is not required to give notice in person.

63. When notice is taken to be given

A notice:
(a) delivered in person, or left at the recipient’s address, is taken to be given on the day it is delivered
(b) sent by post, is taken to be given on the third business day after it is posted with the correct payment of postage costs
(c) sent by email, fax or other electronic method, is taken to be given on the business day after it is sent, and
(d) given under clause 62.1(e) is taken to be given on the business day after the notification that the notice is available is sent.

Financial year

64. Company's financial year

The company’s financial year is from 1 July to 30 June, unless the directors pass a resolution to change the financial year.

Indemnity, insurance and access

65. Indemnity

65.1 The company indemnifies each officer of the company out of the assets of the company, to the relevant extent, against all losses and liabilities (including costs, expenses and charges) incurred by that person as an officer of the company.

65.2 In this clause, ‘officer’ means a director or secretary and includes a director or secretary after they have ceased to hold that office.

65.3 In this clause, ‘to the relevant extent’ means:
(a) to the extent that the company is not precluded by law (including the Corporations Act) from doing so, and
(b) for the amount that the officer is not otherwise entitled to be indemnified and is not actually indemnified by another person (including an insurer under an insurance policy).

65.4 The indemnity is a continuing obligation and is enforceable by an officer even though that person is no longer an officer of the company.

66. Insurance

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

67. Directors’ access to documents

67.1 A director has a right of access to the financial records of the company at all reasonable times.
67.2 If the directors agree, the company must give a director or former director access to:
(a) certain documents, including documents provided for or available to the directors, and
(b) any other documents referred to in those documents.

Winding up
68. Surplus assets not to be distributed to members
If the company is wound up, any surplus assets must not be distributed to a member or a former member of the company, unless that member or former member is a charity described in clause 69.1.

69. Distribution of surplus assets
69.1 Subject to the Corporations Act and any other applicable Act, and any court order, any surplus assets (including ‘gift funds’ defined in clause 69.4) that remain after the company is wound up must be distributed to one or more charities:
(a) with charitable purpose(s) similar to, or inclusive of, the purposes in clause 6,
(b) which also prohibit the distribution of any surplus assets to its members to at least the same extent as the company, and
(c) That is or are deductible gift recipients within the meaning of the Income Tax Assessment Act 1997 (Cth).

69.2 The decision as to the charity or charities to be given the surplus assets must be made by a special resolution of members at or before the time of winding up. If the members do not make this decision, the company may apply to the Supreme Court to make this decision.

69.3 If the company’s deductible gift recipient endorsement is revoked (whether or not the company is to be wound up), any surplus gift funds must be transferred to one or more charities that meet the requirements of 69.1(a), (b) and (c), as decided by the directors.

69.4 For the purpose of this clause:
(a) ‘gift funds’ means:
(i) gifts of money or property for the principal purpose of the company
(ii) contributions made in relation to a fund-raising event held for the principal purpose of the company, and
(iii) money received by the company because of such gifts and contributions.
(b) ‘contributions’ and ‘fund-raising event’ have the same meaning as in Division 30 of the Income Tax Assessment Act 1997 (Cth).

Definitions and interpretation
70. Definitions
In this constitution:
**ACNC Act** means the Australian Charities and Not-for-profits Commission Act 2012 (Cth)
**company** means the company referred to in clause 1
**Corporations Act** means the Corporations Act 2001 (Cth)
**elected chairperson** means a person elected by the directors to be the company’s chairperson under clause 40

**general meeting** means a meeting of members and includes the annual general meeting, under clause 20.1

**initial member** means a person who is named in the application for registration of the company, with their consent, as a proposed member of the company

**member present** means, in connection with a general meeting, a member present in person, by representative or by proxy at the venue or venues for the meeting

**registered charity** means a charity that is registered under the ACNC Act

**special resolution** means a resolution:
  i. of which notice has been given under clause 21.5(c), and
  ii. that has been passed by at least 75% of the votes cast by members present and entitled to vote on the resolution, and

**surplus assets** means any assets of the company that remain after paying all debts and other liabilities of the company, including the costs of winding up.

### 71. Reading this constitution with the Corporations Act

71.1 The replaceable rules set out in the Corporations Act do not apply to the company.

71.2 While the company is a registered charity, the ACNC Act and the Corporations Act override any clauses in this constitution which are inconsistent with those Acts.

71.3 If the company is not a registered charity (even if it remains a charity), the Corporations Act overrides any clause in this constitution which is inconsistent with that Act.

71.4 A word or expression that is defined in the Corporations Act, or used in that Act and covering the same subject, has the same meaning as in this constitution.

### 72. Interpretation

In this constitution:

(a) the words ‘including’, ‘for example’, or similar expressions mean that there may be more inclusions or examples than those mentioned after that expression, and

(b) reference to an Act includes every amendment, re-enactment, or replacement of that Act and any subordinate legislation made under that Act (such as regulations).
ANNEXURE 1

Symbiosis International Developing Country Relief Fund
Purpose and Rules

(a) The purpose of the Symbiosis International Developing Country Relief Fund is to solicit and receive gifts towards the carrying out of the objects of the Symbiosis International Developing Country Relief Fund. The objects of the Fund are the same as those stated as the objects of the Company (Clause 6).

(b) The general public will be invited to make gifts to the Relief Fund to be used for the purpose of carrying out the objects of the Relief Fund.

(c) Any money or property donated to the Symbiosis International Developing Country Relief Fund must be kept separate and credited only to such account designated as the Symbiosis International Developing Country Relief Fund.

(d) All receipts for gifts must issue in the name of the Symbiosis International Developing Country Relief Fund.

(e) Receipts issued for gifts must include:
   (i) the name of the Symbiosis International Developing Country Relief Fund on behalf of the Company;
   (ii) the fact that the receipt is for a gift; and
   (iii) the Australian Business Number of the Company.

(f) The Symbiosis International Developing Country Relief Fund is to be managed by a committee of management. The Directors or Board must ensure that the majority of Fund committee members are persons having a degree of responsibility to the general community by reason of their occupation or standing in the community.

(g) The assets and income of the Symbiosis International Developing Country Relief Fund shall be applied solely in furtherance of the objects of the Symbiosis International Developing Country Relief Fund and no portion shall be distributed directly or indirectly to any individual except as bona fide compensation for services rendered or expenses incurred on behalf of the Relief Fund.

(h) The Company must notify the Australian Taxation Office of any alterations made to the Symbiosis International Developing Country Relief Fund Rules.

(i) Any surplus assets that remain in the Symbiosis International Developing Country Relief Fund after the Company is wound up must be distributed to one or more charities which have a fund which qualifies under the Overseas Aid Gift Deduction Scheme to which income tax deductible gifts can be made.
SCHEDULE 3: Director Nomination Form

I, ................................................., whose signature appears below hereby consent to my nomination for election as a Director of Symbiosis International subject to the terms of the Constitution of Symbiosis International.
I certify that I am a Member of Symbiosis International.
Signed this ........day of .......20__

Nominee for Director sign here

Nomination
I ..............................................................being a member of Symbiosis International, hereby certify that the above named applicant is a person suitable to be a Director of Symbiosis International.
Signed this ........day of .......20__

Proposer sign here
I ..............................................................being a member of Symbiosis International, hereby certify that the above named applicant is a person suitable to be a Director of Symbiosis International.
Signed this ........day of .......20__

Seconded of proposal sign here
Signed this ........day of .......20__
SCHEDULE 4: Membership Application and Nomination Form

Application
I, ......................................................, hereby apply to become a member of Symbiosis International.
I agree to support the purposes of the company and comply with the Constitution of Symbiosis International.
As Symbiosis is a company limited by guarantee, I agree to pay up to ten dollars toward any debts and liabilities of the company if it is wound up.
Signed this .......day of .......20__

......................................................
Applicant for membership signs here

Applicant’s email address
(Note. Notices will be sent to this email address unless requested otherwise)

Applicant’s address
(This is required for the “Members Register”)

Nomination
I, ...................................................... being a member of Symbiosis International, hereby certify that the above named applicant is a person suitable to be a member of Symbiosis International and propose that such person be admitted into membership.
Signed this .......day of .......20__

......................................................
Proposer signs here

I ...........................................................being a member of Symbiosis International, hereby certify that the above named applicant is a person suitable to be a member of Symbiosis International and second the proposal that such person be admitted into membership.
Signed this .......day of .......20__

......................................................
Seconder of proposal signs here
SCHEDULE 5: Appointment of Proxy Form

Symbiosis International

I, .................................................................................................................................................. of ..................................................................................................................................................

being a member of Symbiosis International entitled to vote hereby appoint
..........................................................................................................................................................

of .......................................................................................................................................................... or failing him or her ........................................

.......................................................................................................................................................... of ..................................................................................................................................................

as my proxy to vote for me on my behalf
at the general meeting of Symbiosis International to be held on the ..................day of...................20.....
and at any adjournment thereof. OR
at any general meeting of Symbiosis International until further notice or I attend personally (standing proxy)

(Where the appointment is for a specific meeting)

My proxy is hereby authorised to vote in favour of or against the following resolutions:

.......................................................................................................................................................... *in favour of/*against

.......................................................................................................................................................... *in favour of/*against

Signed this ....................... day of .......................................20 ........

Note - In the event of the member desiring to vote for or against any resolution, he or she shall instruct his or her proxy accordingly. Unless otherwise instructed, the proxy may vote as he or she thinks fit.

*Strike out whichever is not desired.

..........................................................................................................................................................

Member or Authorized Officer or Director Granting proxy signs here