

CONSTITUTION OF LEARNING LINKS



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Preamble

Learning Links (097 577 636) is a company limited by guarantee formed to conduct a not-for-profit organisation.

Learning Links is an Australian charity dedicated to helping children who have difficulties learning and their families.

Learning Links is strongly committed to honouring its mission and bring its vision into fruition. The Mission of Learning Links is to provide children and young people who have difficulties learning with the skills, services and family support that enable them to reach their full potential. The Vision of Learning Links is a community where difficulties learning and disadvantage are no longer a barrier to a fulfilling life.



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Interpretation / Glossary

In this Constitution, unless there is something in the subject or context inconsistent therewith:

“**Board**” includes a meeting of the Directors duly called and constituted at which a quorum shall be present or as the case may be the Directors assembled or represented at such meeting.

“**Office bearers**” means those persons elected from among the Board of Directors to fulfill the duties of executive directors being Chair, Deputy Chair and Secretary.

“**Company**” or “**Learning Links**” means Learning Links whatever its name may be from time to time.

“**Deductible Gift Recipient**” means a deductible gift recipient under Division 30 of the *Income Tax Assessment Act 1997* (Cth) or a person with similar status in any legislation that replaces those provisions.

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

“**Law**” means the *Corporations Act 2001* (Cth) and *Corporations Regulations* and any statutory modification or enactment of them.

“**Member**” means a person admitted to membership of Learning Links in accordance with this Constitution.

“**Program**” means an ongoing, regularly held activity run by Learning Links, giving help to children with learning difficulties, disabilities or development delays and their families.

“**Office**” means the registered office for the time being of the Company.

“**Register**” means the Register of Members kept pursuant to Section 169 of the Law.

“**Seal**” means the Common Seal of the Company (if any).

“**Secretary**” means any person appointed to perform the duties of a Secretary of the Company and includes an Honorary Secretary.

“**Statutes**” means and includes every code and ordinance from time to time in force concerning incorporated companies.

“**In writing**” or “**written**” includes printing, lithography, typing, writing or other modes of representing or reproducing words in a visible form.



Words importing the singular number include the plural number and vice versa and words importing persons include corporations.

Unless otherwise defined, words or expressions given a meaning in the Law have the same meaning in this Constitution.

In every case where in this Constitution general expressions are used in connection with powers discretions or things such general expressions shall not be limited to or controlled by the particular powers discretions or things with which the same are connected. Any words and expressions denoting authority or permission shall be construed as words or expressions of authority merely and shall not be construed as words or expressions denoting directions or compulsory trust.



1. NAME

The name of the Company shall be Learning Links.

The Company is established for the purposes set out in the Constitutional Objects which form part of this Constitution.

The Company shall not employ its funds in the provision of loans to Members or other forms of financial assistance where such employment is in contravention of the Law.

2. CONSTITUTIONAL OBJECTS

2.1 The aims of Learning Links shall be:

- 2.1.1 To provide children and young people who have difficulties learning with the skills, services and family support that enable them to reach their full potential.
- 2.1.2. To establish and operate programs which directly assist children who have learning difficulties, disabilities or developmental delays and their families.
- 2.1.3 To facilitate access to suitable programs which will enable children with learning difficulties, disabilities or developmental delays to reach their full potential.
- 2.1.4 To establish and operate early childhood programs which provide inclusion of children with special needs into early childhood settings.
- 2.1.5 To promote programs which will provide professionals with the appropriate skills to recognise and help children who have learning difficulties, disabilities or developmental delays.
- 2.1.6 To collect, collate and make available, data and information on learning difficulties, disabilities, development delays and services.
- 2.1.7 To increase public awareness, understanding and interest in the special needs of children who have learning difficulties, disabilities or developmental delays.
- 2.1.8 To subscribe to, become a member of and or operate with any other association or organisation, whether incorporated or not, whose objects, are altogether or in part similar to those of the Company provided that the Company, shall not subscribe to or support with its funds any association or organisation which does not prohibit the distribution of its income and property among its members to an extent at least as great as that imposed on the Company under or by virtue of Clause 2.4 and 2.5 of this Constitution.



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- 2.1.9 In furtherance of the objects of the Company to buy, sell and deal in all kinds of apparatus, literature and other items required by Members or persons frequenting the Company's premises.
- 2.1.10 To purchase, take on lease or in exchange, hire and otherwise acquire any lands, buildings, easements or property, real and personal and any rights or privileges which may be requisite for the purposes of, or capable of being conveniently used in connection with, any of the objects of the Company provided that in case the Company shall take or hold any property which may be subject to any trusts the Company shall only deal with the same in such manner as is allowed by law having regard to such trusts.
- 2.1.11 To enter into any arrangements with any Government or authority, supreme, municipal, local or otherwise that may seem conducive to the Company's objects or any of them; and to obtain from any such Government or authority any rights, privileges and concessions which the Company thinks it desirable to obtain; and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.
- 2.1.12 To appoint, employ, remove, or suspend such managers, clerks, secretaries, servants, workers and other persons as may be necessary or convenient for the purposes of the Company.
- 2.1.13 To subscribe or guarantee money for charitable or benevolent objects, or for any public, general or useful object.
- 2.1.14 To construct, improve, maintain, develop, work, manage, carry out, alter or control any houses, buildings, grounds, works or conveniences which may seem calculated directly or indirectly to advance the Company's interest, and to contribute to, subsidise or otherwise assist and take part in the construction, improvement, maintenance, development, working, management, carrying out, alteration or control thereof.
- 2.1.15 To invest and deal with the money of the Company not immediately required in such manner as may be permitted by law for the investment of trust funds.
- 2.1.16 To borrow or raise or secure the payment of money in such manner as the Company may think fit and to secure the same or the repayment of performance of any debt liability contract guarantee or other engagement incurred or to be entered into by the Company in any way and in particular by the issue of debentures perpetual or otherwise charged upon all or any of the Company's property (both present and future), and to purchase, redeem or pay off any such securities.
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- 2.1.17 To make, draw, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments.
- 2.1.18 In furtherance of the objects of the Company to sell, improve, manage, develop, exchange, lease, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the Company.
- 2.1.19 To take or hold mortgages, liens and charges to secure payment of the purchase price or any unpaid balance of the purchase price, of any part of the Company's property of whatsoever kind sold by the Company, or any money due to the Company from purchasers and others.
- 2.1.20 To take any gift of property whether subject to any special trust or not, for any one or more of the objects of the Company..
- 2.1.21 To take such steps by personal or written appeals, public meetings or otherwise, as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Company, in the shape of donations, annual subscriptions or otherwise.
- To print and publish any newspapers, periodicals, books or leaflets that the Company may think desirable for the promotion of its objects.
- 2.1.22 In furtherance of the objects of the Company to amalgamate with any companies, institutions, societies or associations having objects altogether or in part similar to those of the Company and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as that imposed upon the Company under or by virtue of Clause 2.4 and 2.5 of this Constitution.
- 2.1.23 In furtherance of the objects of the Company to purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of any one or more of the companies institutions, societies or associations with which the Company is authorised to amalgamate.
- 2.1.24 In furtherance of the objects of the Company to transfer all or any part of the property, assets, liabilities and engagements of the Company to any one or more of the companies, institutions, societies or associations with which the Company is authorised to amalgamate.
- 2.1.25 To do all such other things as are incidental or conducive to the attainment of the objects and the exercise of the powers of the Company.
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- 2.2 Without limiting the generality of the foregoing the Company has the powers set out in the Law.
 - 2.3 The income and property of the Company whencesoever derived, shall be applied solely towards the promotion of the objects of the Company as set forth in this Constitution-
 - 2.4 The Directors must approve any payments the Company makes to Directors.
 - 2.5 Provided that nothing herein shall prevent the payment, in good faith, of reasonable and proper remuneration to any officer or servant of the Company, or to any Member, in return for any services actually rendered to the Company, or prevent the payment of interest at a rate not exceeding interest at the rate for the time being charged by bankers in Sydney for overdrawn accounts on money lent or reasonable and proper rent for premises demised or let by any Member to the Company.

3. MEMBERSHIP

- 3.1 The persons specified in the application for the Company's registration and such other persons as the Board shall admit to membership in accordance with this Constitution shall be Members.
- 3.2 Membership is open to all individuals and organisations who accept this Constitution.

Membership Appointment

- 3.3 Parents and guardians of children enrolled in a Program shall be automatically granted one membership upon payment of the specified membership fee. This membership shall allow any one person from that family to vote at any meeting at which they are eligible to vote.
- 3.4 All other individuals or organisations wishing to become Members of Learning Links shall apply to the Board for membership. The Board shall determine whether or not to accept an application for membership. The Board is not required to supply reasons for accepting or rejecting an application for membership.
- 3.5 Staff employed by Learning Links cannot be Members of nor can they nominate a representative on the Board, but shall be represented by the CEO and other relevant senior staff at Board meetings.



Confirmation of Membership

- 3.6 When an applicant has been accepted for membership the Secretary shall promptly notify the applicant. Upon payment of the entrance and first annual subscription fees the applicant shall become a Member of the Company provided nevertheless that if such payment is not made within three (3) calendar months after the date of the notice, the Board may in its discretion cancel its acceptance of the applicant for membership of the Company.
- 3.7 The annual subscription payable by a Member of the Company shall be set by the Board.
- 3.8 Membership fees shall fall due each year.

Cessation of Membership

- 3.9 Membership shall cease upon resignation, expulsion, or failure to pay outstanding fees within three months of the due date.
- 3.10 If the subscription of a Member shall remain unpaid for a period of three (3) calendar months after it becomes due then the Member shall be debarred by resolution of the Board from all privileges of membership and the Member's name may be removed by the Board from the Register of Members provided that the Board may reinstate the Member and restore the Member's name to the Register on payment of all arrears if the Board thinks fit to do so.
- 3.11 A Member may at any time, by giving notice in writing to the Secretary, resign from the membership of the Company but shall continue to be liable for any annual subscription and all arrears due and unpaid at the date of resignation and for all other moneys due by the Member to the Company under Clause 17.2 of this Constitution.

Life Membership

- 3.12 Life Membership of Learning Links may be conferred on an individual by a formal resolution of its Annual General Meeting. All proposals to confer Life Membership will come from Learning Links' Board in the form of a motion supported by a minimum of 75% of Board members.

To be eligible for Life Membership candidates must have demonstrated outstanding and sustained service to Learning Links.



4. DISCIPLINING OF MEMBERS

- 4.1 The procedure for disciplining Members shall be determined by the Board. Anyone who wishes to appeal against a decision refusing membership, expelling them from membership or otherwise disciplining them, may do so at the next general meeting of Learning Links.

5. MEMBERS' LIABILITY

- 5.1 Having resigned from the Company a Member shall continue to be liable for any money owed to the Company in accordance with clause 3.14.
- 5.2 Members shall have no liability to contribute towards the payment of debts and liabilities of Learning Links or the costs, charges and expenses of the winding up of Learning Links, except to the amount of any unpaid membership fees.

6. MANAGEMENT - BY BOARD OF DIRECTORS

- 6.1. Learning Links shall have its affairs controlled and managed by the office bearers and other elected Members known as the Board of Directors, which shall consist of not less than five (5) members and not more than eleven (11) members.
- 6.2 Directors elected to the Board must retire from office at the conclusion of every second annual general meeting, after their appointment. A retiring Director who is required to retire under this clause retains office until dissolution or adjournment of the meeting at which the retiring Director retires. A Director who retires is eligible for re-election for a maximum five (5) two (2) year terms.
- 6.3 The executive directors shall be a Chair, Deputy Chair and Secretary elected by the Board from amongst its number at its first meeting after the Annual General Meeting.
- 6.4 The continuing Directors may act notwithstanding any vacancy in their number, but for as long as the numbers of Directors is below the minimum fixed by this Constitution, the Directors will not act except in emergencies or for the purpose of filling up vacancies or convening a general meeting of the Company.
- 6.5 The Company may from time to time by ordinary resolution passed at a General Meeting increase or reduce the number of Directors of the Board provided that the minimum will not be less than five.



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- 6.6 The Board shall have power at any time to appoint any person to the Board, either to fill a casual vacancy or as an addition to the existing members of the Board. Any Director so appointed must submit himself or herself for re-election at the next Annual General Meeting.
- 6.7 The Company may by ordinary resolution remove any Director before the expiration of the Director's period of office, and may by an ordinary resolution appoint another person in their place; the person so appointed must submit himself or herself for re-election at the next Annual General Meeting.
- 6.8 The office of a Director shall become vacant if the Director:
- a) ceases to be a Director by virtue of the Law;
 - b) becomes bankrupt or makes any arrangement or composition with its creditors generally;
 - c) becomes prohibited from being a director of a company by reason of any order made under the Law;
 - d) 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;
 - e) resigns their office by notice in writing to the Company;
 - f) for more than three (3) months is absent without permission of the Board from meetings of the Board held during that period;
 - g) holds any office of significant profit under the Company;
 - h) Ceases to be a Member of the Company; or
 - i) is directly or indirectly interested in any contracted or proposed contract with the Company provided, however, that a Director shall not vacate office by reason of being a member of any corporation, society or association which has entered or proposes to enter into a contract with the Company if such corporation, society or association is among the class of companies, referred to in the proviso of Clause 2.4 and 2.5 of this Constitution and if the Director declares the nature of the member's interest in the manner required by the Law.
- 6.9 The Board may seek approval from the Members at an Annual General Meeting to allocate an amount of money that may be shared by the Directors and paid to them as remuneration. Such remuneration would be considered full reimbursement for expenses incurred as Directors of the Company. A Director may choose to donate a portion of their remuneration back to Learning Links.

7. POWERS AND DUTIES OF THE BOARD

- 7.1 The business of the Company shall be managed by the Board who may pay all expenses incurred in promoting and registering the Company, and may exercise all such powers of the Company as are not, by the Law or by this Constitution, required



to be exercised by the Company in General Meeting, subject nevertheless, to this Constitution, to the provisions of the Law, and to such regulations, being not inconsistent with this Constitution, as may be prescribed by the Company in general Meeting; provided that any regulation or by-law of the Company made by the Board may be disallowed by the Company in General Meeting and provided further that no resolution of or regulation or by-law made by the Company in General Meeting shall invalidate any prior act of the Board which would have been valid if that resolution, regulation or by-law had not been passed or made.

- 7.2 The Board may exercise all the powers of the Company to borrow money and to mortgage or charge its property, or any part thereof, and to issue debentures and other securities whether outright or as security for any debt liability, or obligation of the Company.
- 7.3 The Board shall cause minutes to be made:
- a) of names of members of the Board present at all meetings of the Company and of the Board; and
 - b) of all proceedings at all meetings of the Company and of the Board.
- 7.4 Such minutes shall be signed by the Chair of the meeting at which the proceedings were held or by the Chair of the next succeeding meeting.

8. PROCEEDINGS OF THE BOARD

- 8.1 The Board may meet together for the dispatch of business, adjourn and otherwise regulate its meetings as it thinks fit. A member of the Board may at any time and the Secretary shall on the requisition of a Member of the Board summon a meeting of the Board.
- 8.2 Subject to this Constitution questions arising at any meeting of the Board shall be decided by a majority of votes and a determination by a majority of the members of the Board shall for all purposes be deemed a determination of the Board. In case of an equality of votes the Chair of the meeting shall have a second or casting vote.
- 8.3 A member of the Board shall not vote in respect of any contract or proposed contract with the Company in which is interested, or any matter arising thereout, and if he does so vote his vote shall not be counted.
- 8.4 Subject to the Law, the quorum necessary for the transaction of the business of the Board shall be three (3) or such greater number as may be fixed by the Board.
- 8.5 The continuing members of the Board may act notwithstanding any vacancy in the Board, but if and so long as their number is reduced below the number fixed by or pursuant to this Constitution as the necessary quorum of the Board, the continuing



member or members may act for the purpose of increasing the number of members of the Board to that number for summoning a General Meeting of the Company but for no other purpose.

- 8.6 The Chair of Directors shall preside at every meeting of the Board, or if there is no Chair of Directors or if at any meeting the Chair is not present within ten (10) minutes after the time appointed for holding the meeting, the Deputy Chair (if any) shall be Chair. If there is no Deputy Chair, or they are not present at the meeting then the members may choose one of their number to be Chair of the meeting.
- 8.7 Any Member of the Company shall have the right to address a Board meeting, subject to the approval of the Chair.
- 8.8 Notice of Board meetings shall be given at the previous Board meeting, or by such other means as the Board decides. If, within 30 minutes of the appointed starting time of a Board meeting a quorum is not present, then the meeting shall be dissolved.

9. COMMITTEES

- 9.1 The Board may delegate any of its powers to committees consisting of such member or members of the Board as they think fit; any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Board.
- 9.2 A committee may elect a Chair of its meetings; if not such Chair is elected, or if at any meeting the Chair is not present within ten (10) minutes after the time appointed for holding the meeting, the members present may choose one of their number to be Chair of the meeting.
- 9.3 A committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and in the case of an equality of votes the Chair shall have a second or casting vote.
- 9.4 All acts done by any meeting of the Board or of a committee or by any person as a member of the Board shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such member of the Board or person acting as aforesaid or that the members of the Board or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a member of the Board.
- 9.5 A resolution in writing signed by all the members of the Board for the time being entitled to receive notice of a meeting of the Board, shall be as valid and effectual as if it had been passed at a meeting of the Board duly convened and held. Any such resolution may consist of several documents in like form, each signed by one or more members of the Board.



10. GENERAL MEETINGS

- 10.1 A general meeting shall be held once in every calendar year at such time and place as may be determined by the Board.
- 10.2 An Annual General Meeting of the Company shall be held in accordance with the provisions of the Law. All Meetings other than the Annual General Meetings, shall be called General Meetings.

Proceedings at General Meetings

- 10.3 No business shall be transacted at any General Meeting unless a quorum of Members is present at the time when the meeting proceeds to business. Save as herein otherwise provided, ten (10) Members present shall be a quorum. For the purpose of this clause "Member" includes a person attending as a proxy or as representing a corporation which is a Member.
- 10.4 If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of Members, shall be dissolved, in any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Board may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the Members present (being not less than two (2) shall be a quorum.
- 10.5 Any Member of the Board may whenever they think fit request the Board convene a General Meeting
- 10.6 Subject to the provisions of the Law relating to special resolutions and agreements for shorter notice, twenty one (21) days notice at least (exclusive of the day on which the notice is served or deemed to be served, but inclusive of the day for which notice is given) specifying the place the day and the hour of meeting shall be given to such persons as are entitled to receive such notices from the Company.
- 10.7 All business shall be special that is transacted at a General Meeting and also all that is transacted at any Annual General Meeting, with the exception of the consideration of the accounts, balance-sheets and the report of the Board and Auditors, the election of members of the Board in the place of those retiring and the appointment and fixing of the remuneration of the Auditors.
- 10.8 The Chair shall preside as Chair at every General Meeting of the Company, or if there is no Chair, or if the Chair is not present within fifteen (15) minutes after the time appointed for the holding of the meeting or is unwilling to act, the Deputy Chair (if any) shall be the Chair or if there is no Deputy Chair, or they are not present or are unwilling



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- to act then the Members present shall elect one of their number to be Chair of the meeting.
- 10.9 The Chair may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty (30) days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment for the business to be transacted at an adjourned meeting.
- 10.10 At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:
- a) by the Chair; or
 - b) by at least three (3) Members present in person or by proxy.
- 10.11 Unless a poll is so demanded a declaration by a Chair that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book containing the minutes of the proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution. The demand for a poll may be withdrawn.
- 10.12 If a poll is duly demanded it shall be taken in such manner and either at once or after an interval or adjournment or otherwise as the Chair directs and the result of the poll shall be the resolution of the meeting at which the poll was demanded. A poll demanded on the election of a Chair or on a questions of adjournment shall be taken forthwith.
- 10.13 In the case of an equality of votes, whether on a show of hands or on a poll, the Chair of the meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a second or casting vote.
- 10.14 A Member may vote in person or by proxy or by attorney and on a show of hands every person present who is a Member or a representative of a Member shall have one vote and on a poll every Member present in person or by proxy or by attorney or other duly authorised representative shall have one vote.
- 10.15 A Member who is of unsound mind or whose person or estate is liable to be dealt with in any way under the law relating to mental health may vote, whether on a show of hands or on a poll, by the Member's trustee or by such other person as properly has the management of the Member's estate, and any such trustee or other person may vote by proxy or attorney.
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- 10.16 No Member shall be entitled to vote at any General Meeting if their annual subscription shall be more than one (1) month in arrears at the date of the meeting.
- 10.17 The instrument appointing a proxy shall be in writing under the hand of the appointor or of their attorney duly authorised in writing or, if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised. The signature of the appointor or their attorney shall be witnessed by a person other than the proxy. A proxy shall be a Member of the Company. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll. A Member shall be entitled to instruct their proxy to vote in favour of or against any proposed resolutions. Unless otherwise instructed the proxy may vote as they think fit.

The instrument appointing a proxy may be in the following form or in a common or usual form.

I _____ of _____
being a member of _____
herby appoint _____ of _____
or, failing them _____ of _____

as my proxy to vote for me on my behalf at the (annual or general as the case may be) meeting of the Company to be held on the _____ day of _____ and at any adjournment thereof.

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

Signed this _____ day of _____ 20____.

Note: in the event of the Member desiring to vote for or against any resolution the Member shall instruct the proxy accordingly, unless otherwise instructed, the proxy may vote as the proxy thinks fit.

- 10.18 The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the registered office of the Company or at such other place as is specified for that purpose in the notice convening the meeting, 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, and in default the instrument of proxy shall not be treated as valid.
- 10.19 A vote given in accordance with the terms of an instrument of proxy or attorney shall be valid notwithstanding the previous death or unsoundness of mind of the principal
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or revocation of the instrument or of the authority under which the instrument was executed, if no intimation in writing of such death, unsoundness of mind or revocation as aforesaid has been received by the Company at the registered office before the commencement of the meeting or adjourned meeting at which the instrument is used.

11. ANNUAL GENERAL MEETINGS

11.1 At the Annual General Meeting, the following business shall be transacted:

- a) receipt of the Board's report on the activities of Learning Links in the last financial year;
- b) receipt and consideration of the audited financial statements for the last financial year of Learning Links.
- c) Appointment of an auditor for the next financial year.
- d) Election of Directors.

11.2 The election of persons to the Board shall take place in the following manner:

- a) Any two (2) Members of the Company shall be at liberty to nominate any other Member to serve as a Director.
- b) The nomination, which shall be in writing and signed by the Member and their proposer and seconder shall be lodged with the Secretary at least ten (10) days before the Annual General Meeting at which the election is to take place.
- c) A list of the candidates' names in alphabetical order, with the proposers and seconders names, shall be posted in a conspicuous place in the registered office of the Company for at least seven (7) days immediately preceding the Annual General Meeting.
- d) Balloting lists shall be prepared (if necessary) containing the names of the candidates and a short CV only in alphabetical order, and each Member present at the Annual General Meeting shall be entitled to vote for any number of such candidates not exceeding the number of vacancies.
- e) In case there shall not be sufficient number of candidates nominated the Board shall fill up the remaining vacancy or vacancies.

11.3 An auditor shall not be a Member of the Company nor closely related to a Member of the Board.

12. OFFICE BEARERS

12.1 The Secretary shall in accordance with the Law be appointed by the Board for such term for such remuneration and upon such condition as it thinks fit; and any Secretary so appointed may be removed by it. Nothing herein shall prevent the Board from appointing a Member as Honorary Secretary and any Member so appointed shall



forthwith become an officer of the Company and, if not already a member of the Board, ex officio a member of the Board.

13. AUDIT

13.1 A properly qualified Auditor or Auditors shall be appointed and may be removed as provided in the Law. The Auditor's or Auditors' remuneration shall be fixed and duties regulated in accordance with the Law and Clause 13.4 of this Constitution.

14. NOTICES

14.1 A notice may be given by the Company to any Member either personally or by sending it by post to their registered address, or (if no registered address is known) to the address, if any, supplied by the Member to the Company for receiving of notices or by sending it by facsimile transmission to a facsimile number nominated by the Member for the purpose of serving notices on the Member. Where a notice is sent by post, service of the notice shall be deemed to be effected in the case of a notice of a meeting on the day after the date of its posting, and in any other case at the time at which the letter would be delivered in the ordinary course of post.

14.2 Notice of every General Meeting shall be given in any manner herein before authorised to:

- a) Every Member except those Members who (having no registered address) have not supplied to the Company an address for the giving of notices to them; and
- b) The Auditor or Auditors for the time being of the Company.

15. OFFICERS: INDEMNITIES AND INSURANCE

Indemnities

15.1 To the extent permitted by law:

- a) every person who is or has been an Officer of the Company or of a subsidiary of the Company will be indemnified out of the property of the Company against any liability for costs and expenses incurred by that person in defending any Proceedings in which judgement is given in that person's favour, or in which the person is acquitted, or in connection with an application in relation to any Proceedings in which the Court grants relief to the person under the Corporations Law; and
- b) every person who is or has been an Officer of the Company or of a subsidiary of the Company will be indemnified out of the property of the Company against any liability to another person (other than the Company or a related body



corporate of the Company) where the liability is incurred by the Officer in his or her capacity as an Officer of the Company or a subsidiary of the Company PROVIDED THAT this indemnity shall not apply where the liability arises out of conduct involving a lack of good faith.

Insurance

- 15.2 To the extent permitted by law the Company may pay, or agree to pay, a premium in respect of a contract insuring a person who is or has been an Officer of the Company or of a subsidiary of the Company against a liability:
- a) incurred by the person in his or her capacity as an Officer of the Company or a subsidiary of the Company PROVIDED THAT the liability does not arise out of conduct involving a wilful breach of duty in relation to the Company or a subsidiary of the Company or a contravention of sections 182, 183 & 184 of the Law; or
 - b) for costs and expenses incurred by that person in defending Proceedings, whatever their outcome.

Interpretation

- 15.3 In Clause 16.1 and 16.2
- a) the term "Proceedings" means any proceedings, whether civil or criminal, being proceedings in which it is alleged that the person has done or omitted to do some act, matter or thing in his or her capacity as an Officer of the Company or of a subsidiary of the Company (including proceedings alleging that the person was guilty of negligence, default, breach of trust or breach of duty in relation to the Company or a subsidiary of the Company).
 - b) the term "Officer" has the meaning given to that term in section 241(4) of the Law and includes every Member of the Board.

16. MEMBERS LIABILITY

- 16.1 The liability of the Members is limited.
- 16.2 Every Member of the Company undertakes to contribute to the property of the Company in the event of the same being wound up while the person is a Member or within one (1) year after the person ceases to be a Member, for payment of the debts and liabilities of the Company contracted before the cessation of membership, and of the costs, charges, and expenses of winding up and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding any outstanding membership fees.



17. SEAL

- 18.1 If the Company has a Seal, the Board shall provide for its safe custody, which shall only be used by the authority of the Board or of a committee of the Board, authorised by the Board in that behalf, and every instrument to which the Seal is affixed shall be signed by a Director and shall be countersigned by the Secretary or by a second Director or by some other person appointed by the Board for the purpose.

18. WINDING UP

- 18.1 If upon the winding up or dissolution of the Company there remains after satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid to or distributed among the Members but shall be given or transferred to some other charitable institution or institutions having objects similar to the objects of the Company and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Company under or by virtue of Clause 2.4 and 2.5 of this Constitution such institution or institutions to be determined by the Members at or before the time of dissolution and if and so far as effect cannot be given to the aforesaid provision then to some charitable objects.
- 18.2 If the gift fund is wound up or if the endorsement (if any) of the Company as a deductible gift recipient is revoked any surplus assets of the gift fund remaining after the payment of liabilities attributable to it shall be transferred to some other charitable organisation or organisations having objects similar to the objects of the Company provided it has Deductible Gift Recipient status and is not carried on for the profit or gain of its individual members.



The names, addresses and occupations of the persons who consent to become Members of the Company and adopt this Constitution are as follows:

<i>Name and Address</i>	<i>Occupation</i>	<i>Signature</i>
1 st Member 195 Sample Street SYDNEY NSW 2000	Consultant	

<i>Previous Constitution adopted</i>	<i>23 July 2001</i>
<i>Previous Constitution updated</i>	<i>28 May 2002</i> <i>27 July 2004</i> <i>30 May 2006</i> <i>1 April 2008</i>
<i>Current Constitution adopted</i>	<i>23 September 2008 and subsequently</i>
<i>Amendments made</i>	<i>22 September 2009 and</i> <i>11 October 2011</i> <i>17 November 2015</i>