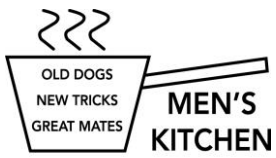




**CONSTITUTION**  
of the  
**MEN'S KITCHEN ASSOCIATION LIMITED**

Australian Company Number (ACN) 647 828 064  
Australian Business Number (ABN) 81 647 828 064

A company limited by guarantee



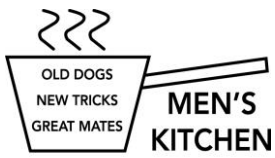
# CONSTITUTION

OF THE

## MEN'S KITCHEN ASSOCIATION LIMITED

### Version History

Version date:	30 <sup>th</sup> April 2021
Changes made:	Incorporation version (With mods required by ASIC and ACN/ABN added)
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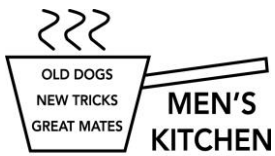
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### 1 Preliminary

#### 1.1 Name of the company

The name of the company is the Men's Kitchen Association Limited (the **association**).

#### 1.2 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.

#### 1.3 Limited liability of members

The liability of members is limited to the amount of the **guarantee** in clause 1.4.

#### 1.4 The guarantee

- a. Each **foundation member** must contribute an amount not more than \$10 (the **guarantee**) to the property of the **association** if the **association** is wound up while the **foundation member** is a member, or within 12 months after they stop being a member, and this contribution is required to pay for the:
  - i. debts and liabilities of the **association** incurred before the member stopped being a member, or
  - ii. costs of winding up.
- b. For the avoidance of doubt, other than the liability of **foundation members**, as expressed in clause 1.4a, members carry no liability for the debts and liabilities of the **association**.

#### 1.5 Definitions

In this constitution, words and phrases have the meaning set out in clauses 36.1 and 37.

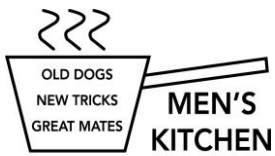
### 2 Charitable purposes and powers

#### 2.1 Object

The overall purpose of the **association** is to provide opportunities for interested people to gather together and learn cooking skills, while building their support network at the same time.

#### 2.2 Powers

Subject to clause 3, the **association** has the following powers, which may only be used to carry out its purpose set out in clause 2:



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- a. the powers of an individual, and
- b. all the powers of a company limited by **guarantee** under the **Corporations Act**.

### 3 Not-for-profit

- 3.1 All income and property of the **association** must be applied solely towards the promotion of the objects of the **association** as set out in clause 2.1.
- 3.2 The **association** must not distribute any income or assets directly or indirectly to its members, except as provided in clauses 3.3 and 35.2.
- 3.3 Clause 3.1 and 3.2 do not stop the **association** 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 **association**
  - b. making a payment to a member in carrying out the **association's** charitable purpose, and
  - c. paying interest at a rate not exceeding the rate for the time on money borrowed from any member of the **association** or any lending institution approved by the directors.

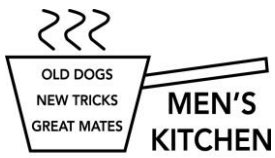
### 4 Amending the constitution

- 4.1 Subject to clause 4.2, the members may amend this constitution by passing a **special resolution**.
- 4.2 The members must not pass a **special resolution** that amends this constitution if passing it causes the **association** to no longer be a charity.

### 5 Members

- 5.1 Membership and register of members
  - a. The members of the **association** are:
    - i. **foundation members**, and
    - ii. any other person that the directors allow to be a member, in accordance with this constitution.

The **association** must have at least five (5) **foundation members** at all times. Should the number of **foundation members** drop below



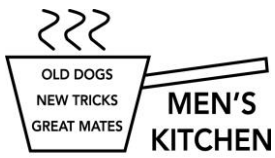
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this quantity the directors must appoint additional **foundation members** within three months of that event.

- b. The **association** must establish and maintain a register of members. The register of members must be kept by the secretary and must contain:
  - i. for each current member:
    - A name
    - B address
    - C any alternative address nominated by the member for the service of notices
    - D date the member was entered on to the register, and
    - E the member's category of membership.
  - ii. for each person who stopped being a member in the last 7 years:
    - A name
    - B address
    - C any alternative address nominated by the member for the service of notices, and
    - D dates the membership started and ended.
- c. The **association** must give current members access to the register of members.
- d. Information that is accessed from the register of members must only be used in a manner relevant to the interests or rights of members.
- e. Members must notify the **association** of changes to their information.
  - i. a member must give the **association** notice of any changes to the members name or address within 21 days of the change occurring, and
  - ii. a member must give the **association** notice if it has ceased to be eligible to be a member of the **association** within 21 days of ceasing to be eligible.
- f. Additional information on the register.
  - i. in addition to the information required by Section 2C of the Corporations Act, the **association** must record whether a member is financial or not prior to each general meeting, and
  - ii. a member has no right to challenge or dispute a determination, entry, adjustment or amendment to the register made by the **association**.



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### 5.2 Who can be a member

- a. A person who supports the purposes of the **association** is eligible to apply to be a member of the **association** under clause 5.3.
- b. In this clause, 'person' means an individual or incorporated body.

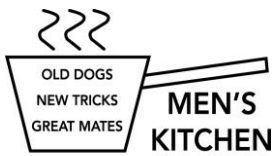
### 5.3 How to apply to become a member

A person (as defined in clause 5.2b) may apply to become a member of the **association** by applying in writing to the secretary stating that they:

- a. want to become a member
- b. support the purpose of the **association**
- c. agree to comply with the **association's** constitution, including for **foundation members**, paying the **guarantee** under clause 1.4 if required
- d. agree to pay the **membership fees**, and
- e. agree to comply with the **expectations of members**.

### 5.4 Directors decide whether to approve membership

- a. The directors must consider an application for membership within a reasonable time after the secretary receives the application.
- b. Directors may approve an application for membership for a specific period of time, with or without the applicant having requested a specified term.
- c. If the directors approve an application, the secretary must as soon as possible:
  - i. enter the new member on the register of members, and
  - ii. write to the applicant to tell them that their application was approved, and the date that their membership started (see clause 5.5). If the directors approved the applicant's membership for a finite period, the secretary must advise the applicant of that fact.
- d. If the directors reject an application, the secretary must write to the applicant as soon as possible to tell them that their application has been rejected but does not have to give reasons and if the applicant had prepaid any annual **membership fees** that amount must be returned to the applicant.
- e. For the avoidance of doubt, the directors may approve an application even if the application does not state the matters listed under clause 5.3. In that case, by applying to be a member, the applicant agrees to each of those matters.
- f. Membership of the **association** is not transferable.



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### 5.5 When a person becomes a member

Other than the initial **foundation members** listed on the **association's** company registration application, an applicant will become a member when the applicant has been entered on the register of members.

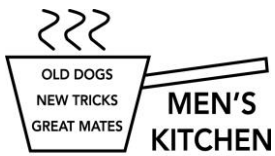
### 5.6 When a person stops being a member

- a. A person immediately stops being a member if they:
  - i. resign, by writing to the secretary
  - ii. have allowed their membership to lapse (see clause 5.8c)
  - iii. are expelled under clause 7.4d
  - iv. have not responded within three months to a written request from the secretary that they confirm in writing that they want to remain a member
  - v. were appointed as a member for specified time period and that period has ended without the person's membership term being extended
  - vi. die, or
  - vii. are wound up or otherwise dissolved or deregistered (for an incorporated member).
- b. The directors may determine, at their absolute discretion, that a member is an untraceable member because they are not contactable at their registered address, do not attend **association** meetings or otherwise communicate with the **association**. An untraceable member ceases to be a member on the date the directors make a determination.

### 5.7 Rights of members

- a. Voting rights  
Each member is entitled one vote at a meeting of members.
- b. Other rights  
Each member has the rights contained in the Corporations Act as a member of a company limited by guarantee, including to:
  - i. be appointed as a director or any committees or subcommittees
  - ii. receive a notice of a meeting of members in accordance with clause 11
  - iii. attend and speak at meetings of members, and
  - iv. receive an annual report of the **association**.





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### 5.8 Membership fees

- a. The directors may determine the **membership fees** or any other fee payable by members for a particular period. In determining the fee, the directors may provide for different fees for different categories of members, based on such factors as it sees fit.
- b. The directors must give members not less than one month's notice of any change to the fees.
- c. If a member fails to pay their **membership fees** by the due date, the directors must notify the member of the non-payment. If a period of three (3) calendar months (or any greater period determined by the directors) passes after such notification without payment having been made in full, the member will be deemed to have allowed their membership to lapse.
- d. Payment of **membership fees** renders a member financial. A member whose fees are not paid by the due date is not financial and, for so long as any amount of their fees remains outstanding, is not entitled to attend meetings of the **association**, is not entitled to vote at general meetings and is not entitled to nominate a candidate or stand as a candidate for election as a director.
- e. In the event that a member stops being a member for any reason the directors may, in their absolute discretion, determine a proportional reimbursement of any annual membership fees paid by the member.

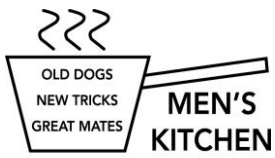
### 5.9 Removal from the register

- a. If a member ceases to be a member, their name must be removed from the register.
- b. On the removal of a member's name from the register:
  - i. the member will forfeit all rights and privileges attaching to membership and all rights which the member may have against the **association** arising out of the membership; and
  - ii. the **association** will have no liability to that member arising from the member ceasing to be a member or the member's removal from the register.

### 5.10 Surviving liability

Any member who ceases to be a member remains liable:

- a. for any money owing to the **association**; and
- b. if the **association** is wound up within one year of the date of cessation of membership, for the member's contribution under clause 1.4.



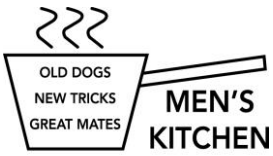
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### 6 Dispute resolution

- 6.1 The dispute resolution procedure in this clause applies to disputes (disagreements) under this constitution between a member or director and:
- one or more members
  - one or more directors, or
  - the **association**.
- 6.2 A member must not start a dispute resolution procedure in relation to a matter which is the subject of a disciplinary procedure under clause 7 until the disciplinary procedure is completed.
- 6.3 Those involved in the dispute must try to resolve it between themselves within 14 days of knowing about it.
- 6.4 If those involved in the dispute do not resolve it under clause 6.3, they must within 10 days:
- tell the directors about the dispute in writing
  - agree or request that a mediator be appointed, and
  - attempt in good faith to settle the dispute by mediation.
- 6.5 The mediator must:
- be chosen by agreement of those involved, or
  - where those involved do not agree:
    - for disputes between members, a person chosen by the directors, or
    - 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 Society of New South Wales.
- 6.6 A mediator chosen by the directors under clause 6.5b.i:
- may be a member or former member of the **association**
  - must not have a personal interest in the dispute, and
  - must not be biased towards or against anyone involved in the dispute.
- 6.7 When conducting the mediation, the mediator must:
- allow those involved a reasonable chance to be heard



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- 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.

### 7 Disciplining members

7.1 In accordance with this clause, the directors may resolve to warn, suspend or expel a member from the **association** 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 **association**.

7.2 At least 14 days before the directors' meeting at which a resolution under clause 7.1 will be considered, the secretary must notify the member in writing:

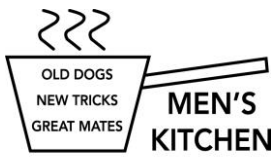
- a. that the directors are considering a resolution to warn, suspend or expel the member
- b. that this resolution will be considered at a directors' meeting and the date of that meeting
- c. what the member is said to have done or not done
- d. the nature of the resolution that has been proposed, and
- e. that the member may provide an explanation to the directors, and details of how to do so.

7.3 Before the directors pass any resolution under clause 7.1, the member must be given a chance to explain or defend themselves by:

- a. sending a written explanation to the directors before that directors' meeting, and/or
- b. speaking at the meeting.

7.4 After considering any explanation under clause 7.3, 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



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person can only make a decision that the directors could have made under this clause), or

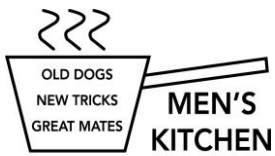
- f. require the matter to be determined at a **general meeting**.
- 7.5 The directors cannot fine a member.
- 7.6 The secretary must give written notice to the member of the decision under clause 7.4 as soon as possible.
- 7.7 Disciplinary procedures must be completed as soon as reasonably practical.
- 7.8 There is no right of appeal from the final resolution of the directors.

### 8 General meetings called by directors

- 8.1 The directors may call a **general meeting**.
- 8.2 If members with at least 10% of the votes that may be cast at a **general meeting** make a written request to the **association** 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.
- 8.3 The percentage of votes that members have (in clause 8.2) is to be worked out as at midnight before the members request the meeting.
- 8.4 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 **association**.
- 8.5 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.

### 9 General meetings called by members

- 9.1 If the directors do not call the meeting within 21 days of being requested under clause 8.2, 50% or more of the members who made the request may call and arrange to hold a **general meeting**.



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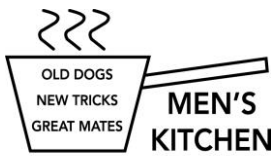
- 9.2 To call and hold a meeting under clause 9.1 the members must:
- a. as far as possible, follow the procedures for **general meetings** set out in this constitution
  - b. call the meeting using the list of members on the **association's** member register, which the **association** must provide to the members making the request at no cost, and
  - c. hold the **general meeting** within three months after the request was given to the **association**.
- 9.3 The **association** must pay the members who request the **general meeting** any reasonable expenses they incur because the directors did not call and hold the meeting.

## 10 Annual general meeting

- 10.1 A **general meeting**, called the annual **general meeting**, must be held:
- a. within 18 months after registration of the **association**, and
  - b. after the first annual **general meeting**, at least once in every calendar year.
- 10.2 Even if these items are not set out in the notice of meeting, the business of an annual **general meeting** may include:
- a. a review of the **association's** activities
  - b. a review of the **association's** finances
  - c. any auditor's report
  - d. the election of directors, and
  - e. the appointment and payment of auditors, if any.
- 10.3 Before or at the annual **general meeting**, the directors must give information to the members on the **association's** activities and finances during the period since the last annual **general meeting**.
- 10.4 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 **association**.

## 11 Conduct of general meetings

- 11.1 Notice of general meetings
- a. Notice of a **general meeting** must be given to:
    - i. each member entitled to vote at the meeting



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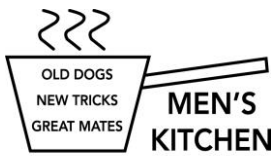
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- ii. each director, and
  - iii. the auditor (if any).
- b. Notice of a **general meeting** must be provided in writing at least 21 days before the meeting.
- c. Subject to clause d, notice of a meeting may be provided less than 21 days before the meeting if:
  - i. for an annual **general meeting**, all the members entitled to attend and vote at the annual **general meeting** agree beforehand, or
  - ii. for any other **general meeting**, members with at least 95% of the votes that may be cast at the meeting agree beforehand.
- d. Notice of a meeting cannot be provided less than 21 days before the meeting if a resolution will be moved to:
  - i. remove a director
  - ii. appoint a director in order to replace a director who was removed, or
  - iii. remove an auditor.
- e. Notice of a **general meeting** must include:
  - i. the place, date and time for the meeting (and if the meeting is to be held in two or more places, the technology that will be used to facilitate this)
  - ii. the general nature of the meeting's business
  - iii. if applicable, that a **special resolution** is to be proposed and the words of the proposed resolution
  - iv. a statement that members have the right to appoint proxies and that, if a member appoints a proxy:
    - A the proxy does not need to be a member of the **association**
    - B the proxy form must be delivered to the **association** at its registered address or the address (including an electronic address) specified in the notice of the meeting, and
    - C the proxy form must be delivered to the **association** at least 48 hours before the meeting.

### 11.2 Special business

No special business may be transacted at any meeting of members other than that stated in the notice of meeting unless it is a matter required by this Constitution or by the Corporations Act to be transacted at such meeting.



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### 11.3 Omission to give notice

The accidental omission to give notice of a meeting of members to, or the non-receipt of any such notice by, a person entitled to receive it, or the accidental omission to advertise (if necessary) such meeting, does not invalidate the proceedings at, or any resolution passed by, any such meeting.

### 11.4 Cancellation of meetings

The directors may cancel or postpone the holding of any meeting of members. If the meeting was requested by members under clause 9 or in response to a request by members, the directors may only cancel or postpone the meeting if it is with the consent of the majority of the requesting members.

### 11.5 Notice of rescheduling of a cancelled or postponed meeting

The directors may notify members of the rescheduling of a cancelled or postponed meeting by such means as they see fit. If any meeting is postponed for 28 days or more, then no less than five days' notice must be sent to the members advising the new date of the postponed meeting. It is not necessary to respecify in such notice the nature of the business to be transacted at the postponed meeting.

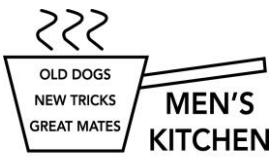
## 12 Quorum at general meetings

12.1 For a **general meeting** to be held, ten percent (10%) of members or five members, whichever is the greater number of members, (a quorum) must be present (in person, by proxy 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).

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

12.3 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.



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

### 13 Auditor's right to attend meetings

- 13.1 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.
- 13.2 The **association** must give the auditor (if any) any communications relating to the **general meeting** that a member of the **association** is entitled to receive.

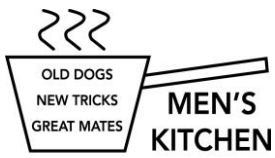
### 14 Members representatives

- 14.1 An incorporated member may appoint as a representative.
- one individual who may represent the member at meetings and sign circular resolutions under clause 22
  - the same individual or another individual who may be nominated for the purpose of being appointed or elected as a director, and
  - the same individual or another individual who may be invited to become an **advisory group member**.
- 14.2 The appointment of a representative by a member must:
- be in writing
  - include the name of the representative
  - be signed on behalf of the member, and
  - be given to the **association** or, for representation at a meeting, be given to the chairperson before the meeting starts.
- 14.3 A representative has all the rights of a member relevant to the purposes for which the representative was appointed.
- 14.4 The appointment may be standing (ongoing).

### 15 District representatives

- 15.1 The directors may decide to group members into districts (one or more Local Government Areas for example) for the purposes of efficient member representation. In the event that the directors form one or





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more such districts each such district shall be required to elect a **district representative**.

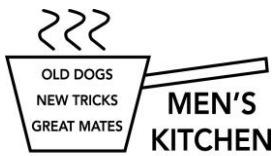
- a. Each designated district must appoint one **district representative** to be an **advisory group member**.
- b. The appointment of a **district representative** by a district must:
  - i. be in writing
  - ii. include the name of the member as the **district representative**
  - iii. be signed on behalf of the district by two members in the district, and
  - iv. be given to the secretary at least 48 hours before representing the district at any meeting.
- c. A **district representative** has all the rights of a member relevant to the purposes for which the representative was appointed.
- d. **District representatives** are appointed for a term of up to three (3) years but may not be appointed for any further term by their district members.

## 16 Using technology to hold meetings

- 16.1 The **association** 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.
- 16.2 Anyone using this technology is taken to be present in person at the meeting.

## 17 Chairperson for general meetings

- 17.1 The elected chairperson is entitled to chair general meetings.
- 17.2 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.



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### 18 Role of the chairperson

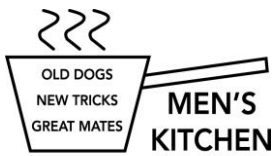
- 18.1 The chairperson is responsible for the conduct of the **general meeting**, and for this purpose must give members a reasonable opportunity to make comments and ask questions (including to the auditor (if any)).
- 18.2 The chairperson does not have a casting vote.

### 19 Adjournment of meetings

- 19.1 If a quorum is present, a **general meeting** must be adjourned if a majority of **members present** direct the chairperson to adjourn it.
- 19.2 Only unfinished business may be dealt with at a meeting resumed after an adjournment.

### 20 Members' resolutions and statements

- 20.1 Members with at least 20% of the votes that may be cast on a resolution may give:
  - a. written notice to the **association** of a resolution they propose to move at a **general meeting** (members' resolution), and/or
  - b. a written request to the **association** that the **association** 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).
- 20.2 A notice of a members' resolution must set out the wording of the proposed resolution and be signed by the members proposing the resolution.
- 20.3 A request to distribute a members' statement must set out the statement to be distributed and be signed by the members making the request.
- 20.4 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.
- 20.5 The percentage of votes that members have (as described in clause 20.1) is to be worked out as at midnight before the request or notice is given to the **association**.



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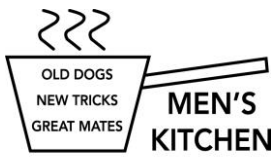
- 20.6 If the **association** has been given notice of a members' resolution under clause 20.1a, the resolution must be considered at the next **general meeting** held more than two months after the notice is given.
- 20.7 This clause does not limit any other right that a member has to propose a resolution at a **general meeting**.

### 21 Association must give notice of proposed resolution or distribute statement

- 21.1 If the **association** has been given a notice or request under clause 20:
- 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 **association's** cost, or
  - 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 **association** 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 **association** will pay these expenses.
- 21.2 The **association** does not need to send the notice of proposed members' resolution or a copy of the members' statement to members if:
- it is more than 1,000 words long
  - the directors consider it may be defamatory
  - clause 21.1b applies, and the members who proposed the resolution or made the request have not paid the **association** 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
  - 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.

### 22 Circular resolutions of members

- 22.1 Subject to clause 22.3, the directors may put a resolution to the members to pass a resolution without a **general meeting** being held (a circular resolution).



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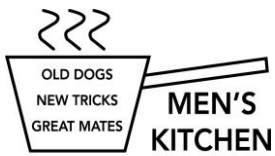
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- 22.2 The directors must notify the auditor (if any) as soon as possible that a circular resolution has or will be put to members and set out the wording of the resolution.
- 22.3 Circular resolutions cannot be used:
- for a resolution to remove an auditor, appoint a director or remove a director
  - for passing a **special resolution**, or
  - where the **Corporations Act** or this constitution requires a meeting to be held.
- 22.4 A circular resolution is passed once a majority of the members entitled to vote on the resolution and who have responded in the allotted response time period sign or agree to the circular resolution, in the manner set out in clause 22.5 or clause 22.6 a.
- 22.5 Members may sign:
- a single document setting out the circular resolution and containing a statement that they agree to the resolution, or
  - separate copies of that document, as long as the wording is the same in each copy.
- 22.6 The **association** 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.

## 23 Voting at general meetings

- 23.1 How many votes a member has
- Each member has one vote.
- 23.2 Challenge to member's right to vote
- A member or the chairperson may only challenge a person's right to vote at a **general meeting** at that meeting.
  - If a challenge is made under clause a, the chairperson must decide whether or not the person may vote. The chairperson's decision is final.
- 23.3 How voting is carried out
- Voting must be conducted and decided by:
    - a show of hands
    - a vote in writing, or



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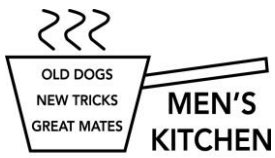
- iii. another method chosen by the chairperson that is fair and reasonable in the circumstances.
- b. Before a vote is taken, the chairperson must state whether any proxy votes have been received and, if so, how the proxy votes will be cast.
- c. On a show of hands, the chairperson's decision is conclusive evidence of the result of the vote.
- d. 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.

### 23.4 When and how a vote in writing must be held

- a. A vote in writing may be demanded on any resolution instead of or after a vote by a show of hands by:
  - i. at least five **members present**
  - ii. **members present** with at least 5% of the votes that may be cast on the resolution on the vote in writing (worked out as at the midnight before the vote in writing is demanded), or
  - iii. the chairperson.
- b. A vote in writing must be taken when and how the chairperson directs, unless clause c applies.
- c. A vote in writing must be held immediately if it is demanded under clause a:
  - i. for the election of a chairperson under clause 17.2, or
  - ii. to decide whether to adjourn the meeting.
- d. A demand for a vote in writing may be withdrawn.

### 23.5 Appointment of proxy

- a. A member may appoint a proxy to attend and vote at a **general meeting** on their behalf.
- b. A proxy does not need to be a member.
- c. A proxy appointed to attend and vote for a member has the same rights as the member to:
  - i. speak at the meeting
  - ii. vote in a vote in writing (but only to the extent allowed by the appointment), and
  - iii. join in to demand a vote in writing under clause 23.4a.
- d. An appointment of proxy (proxy form) must be signed by the member appointing the proxy and must contain:
  - i. the member's name and address



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- ii. the **association's** name
- iii. the proxy's name or the name of the office held by the proxy, and
- iv. the meeting(s) at which the appointment may be used.
- e. A proxy appointment may be standing (ongoing).
- f. Proxy forms must be received by the **association** at the address stated in the notice under clause 11.1e.iv or at the **association's** registered address at least 48 hours before a meeting.
- g. A proxy does not have the authority to speak and vote for a member at a meeting while the member is at the meeting.
- h. Unless the **association** 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:
  - i. dies
  - ii. is mentally incapacitated
  - iii. revokes the proxy's appointment, or
  - iv. revokes the authority of a representative or agent who appointed the proxy.
- i. A proxy appointment may specify the way the proxy must vote on a particular resolution.

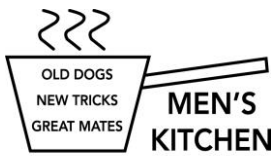
### 23.6 Voting by proxy

- a. A proxy is not entitled to vote on a show of hands (but this does not prevent a member appointed as a proxy from voting as a member on a show of hands).
- b. When a vote in writing is held, a proxy:
  - i. does not need to vote, unless the proxy appointment specifies the way they must vote
  - ii. if the way they must vote is specified on the proxy form, must vote that way, and
  - iii. if the proxy is also a member or holds more than one proxy, may cast the votes held in different ways.

## 24 Directors

### 24.1 Number of directors

- a. The **association** must have at least three and no more than seven directors.



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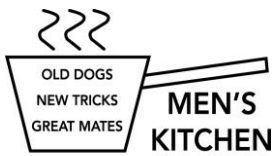
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- b. The directors will comprise up to three non-members plus up to four members as directors.

### 24.2 Election and appointment of directors

- a. 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 **association**.
- b. Apart from the initial directors and directors appointed under clause e, the **members** may elect a director by a resolution passed in a **general meeting**.
- c. Each of the directors must be appointed by a separate resolution, unless:
  - i. the members present have first passed a resolution that the appointments may be voted on together, and
  - ii. no votes were cast against that resolution.
- d. A person is eligible for election as a director of the **association** if they are:
  - i. invited by the directors to stand for election as a director, and:
    - A have been nominated by two current directors (unless the person was previously elected as a director at a general meeting and has been a director since that meeting), and
    - B give the **association** their signed consent to act as a director of the **association**, and
    - C are not ineligible to be a director under the Corporations Act or the ACNC Act, or
  - ii. a member of the **association**, or a representative of a member of the **association** (appointed under clause 14), and:
    - A 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), and
    - B give the **association** their signed consent to act as a director of the **association**, and
    - C are not ineligible to be a director under the **Corporations Act** or the **ACNC Act**, or
  - iii. invited by the **advisory group** to stand for election as a director, and:
    - A have been nominated by two current **advisory group members**, and



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- B give the **association** their signed consent to act as a director of the **association**, and
  - C are not ineligible to be a director under the Corporations Act or the ACNC Act
- e. The directors may appoint a person as a director to fill a casual vacancy or as an additional director if that person:
- i. is a member of the **association**, or a representative of a member of the **association** (appointed under clause 14)
  - ii. gives the **association** their signed consent to act as a director of the **association**, and
  - iii. is not ineligible to be a director under the **Corporations Act** or the **ACNC Act**.
- f. If the number of directors is reduced to fewer than three 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 three (or higher if required for a quorum) or calling a **general meeting**, but for no other purpose.

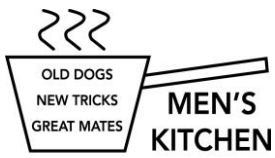
### 24.3 Election of chairperson

The directors must elect a director as the **association's elected chairperson**.

### 24.4 Term of office

- a. At each annual **general meeting**:
  - i. any director appointed by the directors to fill a casual vacancy or as an additional director must retire, and
  - ii. at least one-third of the remaining directors must retire.
- b. The directors who must retire at each annual **general meeting** under clause a.ii 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.
- c. Other than a director appointed under clause 24.2e, a director's term of office starts 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.
- d. Each director must retire at least once every three years.
- e. A director who retires under clause a may be nominate for election or re-election, subject to clause f, and





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- f. A director who has held office for a continuous period of nine years or more may only be re-appointed or re-elected by a **special resolution**.

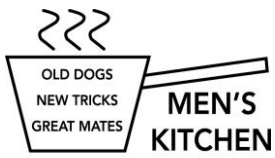
### 24.5 When a director stops being a director

A director stops being a director if they:

- a. give written notice of resignation as a director to the **association**
- b. die
- c. becomes of unsound mind or a person who is liable to be dealt with under the law relating to mental health
- d. in the opinion of the other directors, becomes incapable of acting or refuses to act
- e. are removed as a director by a resolution of the members
- f. stop being a member of the **association**
- g. are a representative of a member, and that member stops being a member
- h. are a representative of a member, and the member notifies the **association** that the representative is no longer a representative
- i. are absent for three consecutive directors' meetings without approval from the directors, or
- j. become ineligible to be a director of the **association** under the **Corporations Act** or the **ACNC Act**.

### 24.6 Powers of directors

- a. The directors are responsible for managing and directing the activities of the **association** to achieve the purpose set out in clause 2.
- b. The directors may use all the powers of the **association** except for powers that, under the **Corporations Act** or this constitution, may only be used by members.
- c. The directors must decide on the responsible financial management of the **association** including:
  - i. any suitable written delegations of power under clause 24.7, and
  - ii. how money will be managed, such as how electronic transfers, negotiable instruments or cheques must be authorised and signed or otherwise approved.
- d. The directors cannot remove a director or auditor. Directors and auditors may only be removed by a members' resolution at a **general meeting**.



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### 24.7 Delegation of directors' powers

- a. The directors may delegate any of their powers and functions to the president, a committee, a director, a member, an employee of the **association** or any other person as they consider appropriate.
- b. The delegation must be recorded in the **association's** minute book.

### 24.8 Payments to directors

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

### 24.9 Execution of documents

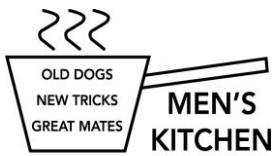
The **association** may execute a document without using a common seal if the document is signed by:

- a. two directors of the **association**, or
- b. a director and the secretary.

### 24.10 Duties of directors

The directors must comply with their duties as directors under legislation and common 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 **association**
- b. to act in good faith in the best interests of the **association** and to further the charitable purpose of the **association** set out in clause 2.
- c. not to misuse their position as a director
- d. not to misuse information they gain in their role as a director



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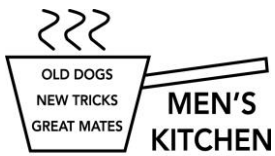
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- e. to disclose any perceived or actual material conflicts of interest in the manner set out in clause 24.11
- f. to ensure that the financial affairs of the **association** are managed responsibly, and
- g. not to allow the **association** to operate while it is insolvent.

### 24.11 Conflicts of interest

- a. A director must disclose the nature and extent of any actual or perceived material conflict of interest in a matter that is being considered at a meeting of directors (or that is proposed in a circular resolution):
  - i. to the other directors, or
  - ii. 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.
- b. The disclosure of a conflict of interest by a director must be recorded in the minutes of the meeting.
- c. 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 clause d:
  - i. be present at the meeting while the matter is being discussed, or
  - ii. vote on the matter.
- d. A director may still be present and vote if:
  - i. their interest arises because they are a member of the **association**, and the other members have the same interest
  - ii. 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 **association** (see clause 34.2)
  - iii. their interest relates to a payment by the **association** under clause 34.1 (indemnity), or any contract relating to an indemnity that is allowed under the **Corporations Act**
  - iv. the Australian Securities and Investments Commission (ASIC) makes an order allowing the director to vote on the matter, or
  - v. the directors who do not have a material personal interest in the matter pass a resolution that:
    - A identifies the director, the nature and extent of the director's interest in the matter and how it relates to the affairs of the **association**, and



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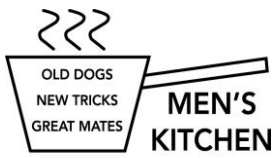
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- B says that those directors are satisfied that the interest should not stop the director from voting or being present.

### 24.12 Directors' meetings

- a. When the directors meet  
The directors may decide how often, where and when they meet.
- b. Calling directors' meetings
- i. A director may call a directors' meeting by giving reasonable notice to all of the other directors.
  - ii. 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.
- c. Chairperson for directors' meetings
- i. The **elected chairperson** is entitled to chair directors' meetings.
  - ii. 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.
- d. Quorum at directors' meetings
- i. Unless the directors determine otherwise, the quorum for a directors' meeting is a majority (more than 50%) of directors.
  - ii. A quorum must be present for the whole directors' meeting.
- e. Using technology to hold directors' meetings
- i. The directors may hold their meetings by using any technology (such as video or teleconferencing) that is agreed to by all of the directors.
  - ii. The directors' agreement may be a standing (ongoing) one.
  - iii. A director may only withdraw their consent within a reasonable period before the meeting.
- f. 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.
- g. Circular resolutions of directors
- i. The directors may pass a circular resolution without a directors' meeting being held.



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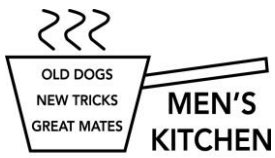
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- ii. A circular resolution is passed if a majority of the directors entitled to vote on the resolution sign or otherwise agree to the resolution in the manner set out in clause iii or clause iv.
- iii. Each director may sign:
  - A a single document 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.
- iv. The **association** 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.
- v. A circular resolution is passed when the last director constituting a majority vote signs or otherwise agrees to the resolution in the manner set out in clause iii or clause iv.

### 25 Advisory Group

- 25.1 The **advisory group** is established to provide a forum for the discussion of matters relevant to trends and strategic issues relating to current members or volunteers, potential members or volunteers and the **association** organisation.
- 25.2 The **advisory group** shall limit its activities to advising on matters that directly concern the **association** programs and fundraising efforts. The **advisory group** shall have no legal responsibilities and is formed to give advice and recommendations to the directors and management. It cannot compel the directors or **association** personnel to act on its recommendations or feedback.
- 25.3 It will also provide reflections and advice to directors relevant to the continued development of the organisation which will include:
  - a. emerging trends, that impact on people
  - b. societal attitudes to potential members or volunteers and the impact of these attitudes on the **association**
  - c. the role of the **association** in the context of societal and other trends
  - d. the nature and direction of the priorities of the **association**, and
  - e. ensuring the structure of the organisation remains relevant to the needs of members.



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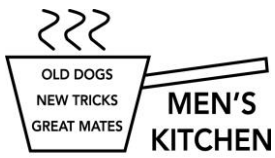
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- 25.4 The **advisory group** will comprise the following persons, as amended by the directors from time to time (hereinafter referred to as **advisory group members**):
- a. the president (chairperson)
  - b. **foundation members**
  - c. **life members** (if any)
  - d. **district representatives**, and
  - e. invited **member representatives** (see clause 14)
- 25.5 **Advisory group members** are appointed to represent the entire membership of the **association** as a whole and not any particular group or geographical area.
- 25.6 A vacancy occurs on the **advisory group** if any **advisory group member**:
- a. dies
  - b. retires or resigns their position by notice in writing to the secretary
  - c. ceases to be a member
  - d. becomes a bankrupt or has any criminal conviction for a crime involving dishonesty, or any criminal conviction which is punishable by imprisonment recorded against them
  - e. is absent from two (2) consecutive meetings of the **advisory group** without leave of the president, or
  - f. becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the laws relating to mental health.
- 25.7 The responsibilities **advisory group** are to ensure that it:
- a. comprises diverse skills and experiences
  - b. provides directors and management objective opinions about operation of the **association**
  - c. provides input, skills and knowledge towards specific projects
  - d. is the voice of the members of their district to the **association**
  - e. is the voice of **association** to their district members, and
  - f. identifies people suitable to become **association** patrons.

## 26 Patron

- 26.1 The **association** may at its **annual general meeting** appoint, on the recommendation of the **advisory group**, a chief patron and as many vice



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patrons as it considers necessary, subject to approval of that person or persons.

26.2 The directors may at any time and for any reason remove patrons.

## 27 President

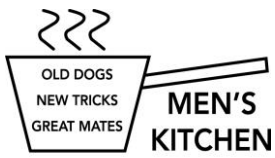
27.1 Appointment and role of president

- a. The **association** must have a president as its chief executive officer, who may also be a director.
- b. A president must be appointed by the directors (after giving the **association** their signed consent to act as president of the **association**) and may be removed by the directors.
- c. The directors must decide the terms and conditions under which the president is appointed, including any remuneration.
- d. The role of the president is to provide the principal leadership and responsibility for the **association** on a day to day basis and includes:
  - i. Developing goals and relevant strategic and business plans in order to achieve the purpose of the **association** as defined in clause 2
  - ii. Assist in the development of partnerships with sponsors, funding agencies, local and state government, shared facility users and organisations that are relevant to the goals of the **association**
  - iii. Serve as a spokesperson for the **association** when required
  - iv. Set the tone, vision, and the culture of the **association**
  - v. Manage all volunteers and any paid employees of the **association**.

## 28 Secretary

28.1 Appointment and role of secretary

- a. The **association** must have at least one secretary, who may also be a director.
- b. A secretary must be appointed by the directors (after giving the **association** their signed consent to act as secretary of the **association**) and may be removed by the directors.
- c. The directors must decide the terms and conditions under which the secretary is appointed, including any remuneration.



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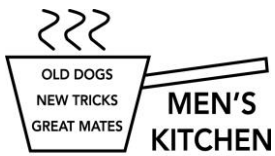
## MEN'S KITCHEN ASSOCIATION LIMITED

- d. The role of the secretary includes:
  - i. maintaining a register of the **association's** members, and
  - ii. maintaining the minutes and other records of **general meetings** (including notices of meetings), directors' meetings and circular resolutions.

### 29 Minutes and records

- 29.1 The **association** 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 21.
- 29.2 The **association** 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.
- 29.3 To allow members to inspect the **association's** records:
  - a. the **association** must give a member access to the records set out in clause 29.1, and
  - b. the directors may authorise a member to inspect other records of the **association**, including records referred to in clause 29.2 and clause 30.1.
- 29.4 The directors must ensure that minutes of a **general meeting** or 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.
- 29.5 The directors must ensure that minutes of the passing of a circular resolution (of members or directors) are signed by a director within a reasonable time after the resolution is passed.





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### 30 Financial and related records

- 30.1 The **association** must make and keep written financial records that:
- correctly record and explain its transactions and financial position and performance, and
  - enable true and fair financial statements to be prepared and to be audited.
- 30.2 The **association** must also keep written records that correctly record its operations.
- 30.3 The **association** must retain its records for at least 7 years.
- 30.4 The directors must take reasonable steps to ensure that the **association's** records are kept safe.

### 31 By-laws

- 31.1 The directors may pass resolutions to make or amend by-laws to give effect to this constitution.
- 31.2 Members and directors must comply with by-laws as if they were part of this constitution.

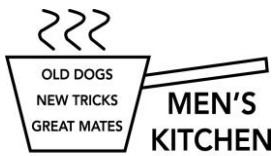
### 32 Notice

- 32.1 What is notice
- Anything written to or from the **association** under any clause in this constitution is written notice and is subject to clauses 32.2 to 32.4, unless specified otherwise.
  - Clauses 32.2 to 32.4 do not apply to a notice of proxy under clause 23.5f.

32.2 Notice to the **association**

Written notice or any communication under this constitution may be given to the **association**, the directors or the secretary by:

- delivering it to the **association's** registered office
- posting it to the **association's** registered office or to another address chosen by the **association** for notice to be provided, or
- sending it to an email address or other electronic address notified by the **association** to the members as the **association's** email address or other electronic address.



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### 32.3 Notice to members

- a. Written notice or any communication under this constitution may be given to a member:
  - i. in person
  - ii. 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
  - iii. sending it to the email or other electronic address nominated by the member as an alternative address for service of notices (if any)
  - iv. 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).
- b. If the **association** does not have an address for the member, the **association** is not required to give notice in person.

### 32.4 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 day after it is posted with the correct payment of postage costs
- c. sent by email or other electronic method, is taken to be given on the business day after it is sent, or
- d. given under clause 32.3a.iv is taken to be given on the business day after the notification that the notice is available is sent.

## 33 Financial year

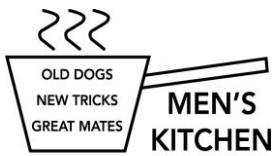
### 33.1 Association's financial year

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

## 34 Indemnity, insurance and access

### 34.1 Indemnity

- a. The **association** indemnifies each officer of the **association** out of the assets of the **association**, to the relevant extent, against all



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losses and liabilities (including costs, expenses and charges) incurred by that person as an officer of the **association**.

- b. In this clause, 'officer' means a director or secretary and includes a director or secretary after they have ceased to hold that office.
- c. In this clause, 'to the relevant extent' means:
  - i. to the extent that the **association** is not precluded by law (including the **Corporations Act**) from doing so, and
  - ii. 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).
- d. The indemnity is a continuing obligation and is enforceable by an officer even though that person is no longer an officer of the **association**.

### 34.2 Insurance

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

### 34.3 Directors' access to documents

- a. A director has a right of access to the financial records of the **association** at all reasonable times.
- b. If the directors agree, the **association** must give a director or former director access to:
  - i. certain documents, including documents provided for or available to the directors, and
  - ii. any other documents referred to in those documents.

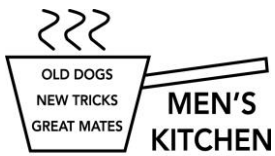
## 35 Winding up

### 35.1 Surplus assets not to be distributed to members

If the **association** is wound up, any **surplus assets** must not be distributed to a member or a former member of the **association**, unless that member or former member is a charity described in clause 35.2a.

### 35.2 Distribution of surplus assets

- a. Subject to the Corporations Act and any other applicable Act, and any court order, any surplus assets (including any **gift funds**) that



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remain after the **association** is wound up must be distributed to one or more charities:

- i. with charitable purpose similar to or inclusive of, the purpose in clause 2.
  - ii. which also prohibit the distribution of any surplus assets to its members to at least the same extent as the **association**, and
  - iii. that is or are deductible gift recipients within the meaning of the Income Tax Assessment Act 1997 (Cth).
- b. 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 **association** may apply to the Supreme Court to make this decision.
- c. If the **association's** deductible gift recipient endorsement is revoked (whether or not the **association** is to be wound up), any surplus **gift funds** must be transferred to one or more charities that meet the requirements of 35.2a.i, 35.2a.ii and 35.2a.iii, as decided by the directors.

## 36 Definitions and interpretation

### 36.1 Definitions

In this constitution:

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

**advisory group** means the advisory group described in clause 25

**association** means the company referred to in clause 1.1

**contributions** has the same meaning as in Division 30 of the Income Tax Assessment Act 1997 (Cth).

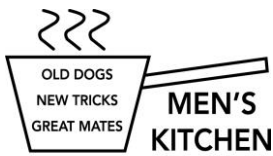
**Corporations Act** means the Corporations Act 2001 (Cth)

**district representative** has the meaning defined in clause 15.

**elected chairperson** means a person elected by the directors to be the **association's** chairperson under clause 24.3

**expectations of members** means the code of conduct policy published by the **association** and amended from time to time

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



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of the **association** or a member granted foundation member status by the directors

**fund-raising event** has the same meaning as in Division 30 of the Income Tax Assessment Act 1997 (Cth).

**general meeting** means a meeting of members and includes the annual general meeting, under clause 10.1

**gift funds** means:

- a. gifts of money or property for the principal purpose of the **association**
- b. contributions made in relation to a fund-raising event held for the principal purpose of the **association**; and
- c. money received by the **association** because of such gifts and contributions.

**guarantee** has the meaning defined in clause 1.4

**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

**member representative** means the representative of a member as defined in clause 14.

**membership fees** mean the fees payable by a member to become and remain a member of the **association**

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

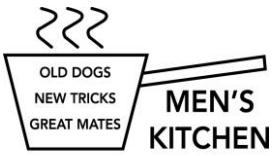
**special resolution** means a resolution:

- i. of which notice has been given under clause 11.1e, and
- ii. that has been passed by at least 75% of the votes cast by **members present** and entitled to vote on the resolution.

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

### 36.2 Reading this constitution with the Corporations Act

- a. The replaceable rules set out in the **Corporations Act** do not apply to the **association**.
- b. While the **association** is a **registered charity**, the **ACNC Act** and the **Corporations Act** override any clauses in this constitution which are inconsistent with those Acts.
- c. If the **association** 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.



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- d. 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.

### 37 Interpretation

In this constitution:

- 37.1 the words 'including', 'for example', or similar expressions mean that there may be more inclusions or examples than those mentioned after that expression, and
- 37.2 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).