# BLIND CITIZENS AUSTRALIA

# Tracking list of draft changes to the Constitution

# February 2023

These notes should be read in association with the “Template Constitution for a Charitable Purpose Company Limited by Guarantee” as published by the Australian Charities and Not-for-Profit Commission (ACNC).

The following changes have been made throughout:

* All language throughout the Constitution will be gender neutral.
* All references will be to individuals or people, rather than to persons.
* The phrase "from time to time" has been removed, wherever possible.
* “The organisation” has been replaced with “BCA”.
* Headings inserted to separate sections, per the template. For example, “Preliminary”, “Charitable purposes and powers” and “Members”.
* Secretary or Company Secretary to be consistently referred to as “Company Secretary”.

Changes are detailed below, with “2017” indicating existing wording in the Constitution and “2023” indicating draft changes currently proposed.

Numbering of clauses is indicative only and will be confirmed when changes to the Constitution are finalised.

**INSERT: Cover page and table of contents**

**INSERT HEADING: Preliminary**

**Clause 1: Name** No change

**Clause 2: Interpretation and Explanation**

MOVED to end of document under new heading Definitions and Interpretation. NOW Clauses 54 and 55. See end of this document for changes to definitions and interpretation.

**New clauses (2, 4 and 5) inserted: confirming status as a charity; defining compliance with the Corporations Act and ACNC Act; and confirming definitions.**

2023:

**2 Type of company**

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

**4 Reading this constitution with the Corporations Act**

4.1 The replaceable rules set out in the Corporations Act are displaced by this constitution and do not apply to BCA.

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

4.3 If the company is not a registered charity (even if it remains a charity under section 5 of the ACNC Act), the Corporations Act overrides any clause in this constitution which is inconsistent with the ACNC Act.

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

**5 Definitions**

In this constitution, words and phrases have the meaning set out in clauses 54 and 55.

**Clause 3: Purpose and Activities** NOW Clause 6, after **INSERTED heading: Charitable purposes and powers**

2017:

3.1 Blind Citizens Australia is the united voice of people who are blind or vision impaired. Its mission is to reduce the social and economic disadvantages of blindness or vision impairment on individuals and achieve their equity and equality.

3.2 In carrying out its purpose the Organisation's activities may include:

1. providing peer support;
2. providing individual and systemic advocacy;
3. facilitating information exchange;
4. empowering its members;
5. promoting positive community attitudes;
6. striving for high quality and accessible services which meet individual needs; and
7. promoting research into the causes and amelioration of the impact of blindness and vision impairment.

2023:

6.1 Blind Citizens Australia is the national representative organisation of people who are blind or vision impaired. Its purpose is to achieve equity for people who are blind or vision impaired, so that they can live their lives in any way they choose, in a place that respects, recognises and responds to their uniqueness and diversity.

6.2 BCA achieves its purpose by:

1. informing, connecting and empowering people who are blind or vision impaired and the wider community.
2. representing and advocating for the interests of people who are blind or vision impaired,
3. providing high quality support, services, projects and events; and
4. increasing access, awareness, and expectations across the broader community.

**Clause 6.5 Payments to Directors**

NOW Clause 30.5. Replaced with template clause and moved to after Delegation of directors’ powers (Clause 30.4).

2017:
6.5 Payments to directors

6.5.1 The Organisation is prohibited from paying fees to its directors, pursuant to section 150 of the Corporations Act.

6.5.2 Notwithstanding subclause 6.5.1, each director is entitled to reimbursement of his/her reasonable expenses incurred in performing his/her duties as a director.

6.5.3 All payments made by the Organisation to any of its directors must be approved by the board.

2023:

30.5 Payments to directors

30.5.1 BCA must not pay fees to a director for acting as a director.

30.5.2 BCA may:

(a) pay a director for work they do for BCA, other than as a director, if the amount is no more than a reasonable fee for the work done, or

(b) reimburse a director for expenses properly incurred by the director in connection with the affairs of BCA.

30.5.3 Any payment made under clause 30.5.2 must be approved by the directors.

30.5.4 BCA may pay premiums for insurance indemnifying directors, as allowed for by law (including the Corporations Act) and this constitution, in clauses 49 and 50.

**Clause 4: Powers.** NOW Clause 7. Changed in line with template.

2017:
BCA has, subject to the law, power to do all things necessary or convenient to be done for, or in connection with, the achievement of its purpose or the carrying out of its activities.

2023:
Subject to clause 8, the company has the following powers, which may only be used to carry out its purpose(s) set out in clause 6:

(a) the powers of an individual, and

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

**Clause 5: Limited Liability Status** Now Clause 3, under Preliminary. Changed in line with template.

2017:

**5. Limited Liability Status**

5.1 The Organisation is a company limited by guarantee

5.2 Each member undertakes to contribute to the Organisation’s property if the Organisation is wound up while they are a member, or within 1 year after they ceased to be a member and the Organisation’s property is insufficient to cover its debts and liabilities. This contribution is for:

(a) Payment of the Organisation’s debts and liabilities contracted before they ceased to be a member; and

(b) the costs of winding up; and

(c) adjustment of the rights of the contributories among themselves;

(d) the amount is not to exceed $20

2023:

**3 Limited liability of members**

The liability of members is limited to an amount not exceeding $20 (the guarantee) which each member must contribute to the property of the company if the company is wound up while the member is a member, or within 12 months after they stop being a member. This contribution is required to pay for the:

1. debts and liabilities of the company incurred before the member stopped being a member, or
2. costs associated with winding up.

**Clause 6: Not for Profit Status** NOW Clause 8, under Charitable purposes and powers. Changed in line with template.

2017:

**6 Not-for-Profit Status**

6.1 The Organisation is a not-for-profit organization.

6.2 The property and income of the Organisation shall be used only for its purpose.

6.3 No portion of the property or income of the Organisation shall be paid or transferred, directly or indirectly, to any member.

6.4 Nothing in subclause 6.3 shall prevent the payment in good faith to a member, officer or servant of the Organisation, of:

(a) the price of any goods or services supplied to the Organisation in the ordinary course of business;

(b) reasonable out-of-pocket expenses incurred when acting on behalf of the Organisation;

(c)interest at a rate not exceeding the current bank rate on monies borrowed by the Organisation; or

(d) reasonable or proper rent for premises leased to the Organisation.

2023:

**8 Not-for-Profit**

8.1 The company must not distribute any income or assets directly or indirectly to its members, except as provided in clauses 8.3 and 30.5.

8.2 The income and assets of the company shall be applied solely to further its purpose(s) in clause 6.

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

1. paying a member for goods or services they have provided or expenses they have properly incurred at fair and reasonable rates or rates more favourable to the company, or
2. making a payment to a member in carrying out BCA’s charitable purpose(s).

**INSERT Clause 40 Revision or Amendment to this Constitution** NOW Clause 9

ADDED 9.4 (template clause 9.3)

9 Revision or Amendment of this Constitution

9.1 This constitution may only be revised or amended at a general meeting by a 75% majority vote.

9.2 No revision or amendment of this constitution shall be put to a general meeting unless it has been approved by the board.

9.3 The notice of a general meeting at which revision or amendment of this constitution is to be considered must include an explanatory memorandum detailing the proposed changes.

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

**INSERT NEW HEADING: Members**

**Clause 7: Membership categories** Now Clause 10.

### 2017:

**7 Membership Categories**

7.1 The Organisation has five categories of members, as follows:

1. **full members** - persons who are blind or vision impaired over the age of 18 years who are Australian citizens or permanent residents of Australia;
2. **associate members** - persons who identify with the aims of the Organisation, but who are ineligible to be full members;
3. **junior members** - persons who are blind or vision impaired under the age of 18 years who are Australian citizens or permanent residents of Australia;
4. **class A organisational members** - incorporated organisations within Australia where the membership and governing body are each comprised of a majority of persons who are blind or vision impaired, or the parents of children who are blind or vision impaired, or which have a substantial involvement in representing the interests of persons who are blind or vision impaired from the consumer perspective; and
5. **class B organisational members** - incorporated organisations which identify with the aims of the Organisation but which are ineligible as class A organisational members.

### 2023:

### **10 Membership categories**

### 10.1 BCA has three categories of members, as follows:

1. **full members** - people who are blind or vision impaired over the age of 18 years whose usual place of residence is within Australia, including people who are in Australia for at least six months for the purposes of work or study;
2. **associate members** - people who identify with the aims of BCA, but who are ineligible to be full members;

### **junior members** - people who meet the requirements of clause (a) but who are under 18 years of age.

### 10.2 On attaining 18 years of age and notifying the Company Secretary accordingly, Junior members may become full members of BCA.

### 10.3 Members of BCA must be individual people. No organisation is eligible for membership.

**Clause 8: Membership Fees** NOW Clause 11. Removed 8.2 and inserted template clauses 10.2-10.4.

2017:

**8 Membership Fees**

8.1 The membership fees for full, associate and junior members shall be once-only payments determined by the board and ratified at the annual general meeting.

8.2 The membership fees for organisational members shall be annual fees determined by the board and ratified at the annual general meeting. Such fee shall be payable as the membership fee for the year beginning on 1 July following the meeting at which the fee was ratified.

2023:

**11 Membership Fees and Register**

11.1 BCA may levy a once-only fee on newly joining full, junior and associate members. Such a fee will be determined by the board and must be ratified at the following annual general meeting.

11.2 BCA must establish and maintain a register of members. The register of members must be kept by the Company Secretary and for each current member, must contain:

(a) name

(b) address

(c) any alternative address nominated by the member for the service of notices, and

(d) date the member was entered on to the register.

11.3 BCA must give current members access to the register of members.

11.4 Information that is accessed from the register of members must only be used in a manner relevant to the interests or rights of members.

**Clause 9: Termination of Membership** NOW Clause 12. Wording changed in line with template, inserting power to be expelled under disciplinary Clause 15.

2017:

* 1. Termination of membership shall result from:
1. receipt by the Company Secretary of a letter of resignation signed by or on behalf of the member;
2. failure by an organisational member to pay the annual membership fee by 1 October;
3. death of an individual member;
4. or winding up of an organisational member.

2023:

12 Ceasing to be a member

12.1 A person immediately stops being a member if:

1. they die;
2. they resign, by giving written notice to the Company Secretary; or
3. they are expelled under clause 14.

**INSERT NEW HEADING: Dispute resolution and disciplinary procedures**

**INSERT NEW CLAUSE: 13 Dispute resolution**

13.1 The dispute resolution procedure in this clause applies to disputes (disagreements) under this constitution between a member or director and:

1. one or more members
2. one or more directors, or
3. BCA.

13.2 This clause does not apply to disputes arising from the provision of services by BCA, which shall be governed by BCA's Service Charter and other policies and processes relating to service provision.

13.3 A member must not start a dispute resolution procedure in relation to a matter which is the subject of a disciplinary procedure under clause 14 until the disciplinary procedure is completed.

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

* 1. If those involved in the dispute do not resolve it under clause 13.4, they must within 10 days:
1. tell the directors about the dispute in writing,
2. agree or request that a person be appointed to act as mediator, and
3. attempt in good faith to settle the dispute by mediation.
	1. The mediator must:
4. be chosen by agreement of those involved, or
5. where those involved do not agree:

(i) for disputes between members, a person chosen by the directors, or

(ii) for other disputes, a person chosen by either the Commissioner of the Australian Charities and Not-for-profits Commission or the president of the Law Institute of Victoria.

* 1. A mediator chosen by the directors under clause 13.6:
1. may be a member or former member of BCA, appropriately qualified to mediate disputes,
2. must not have a personal interest in the dispute, and
3. must not be biased towards or against anyone involved in the dispute.
	1. When conducting the mediation, the mediator must:
4. allow those involved a reasonable chance to be heard,
5. ensure those who are involved have access in an accessible format and a reasonable chance to review any written statements,
6. ensure that those involved are given natural justice, and
7. not make a decision on the dispute.

**INSERT NEW CLAUSE: 14 Disciplining Members**

14.1 In accordance with this clause, the directors may resolve to warn, suspend or expel a member from BCA 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 BCA.

14.2 At least 14 days before the directors’ meeting at which a resolution under clause 14.1 will be considered, the Company 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.

14.3 Before the directors pass any resolution under clause 14.1, the member will be supported to gain access in an accessible format to all relevant documents and must be given a chance to explain or defend themselves by:

(a) sending the directors a written explanation before that directors’ meeting, and/or

(b) speaking at the meeting, where they can be accompanied by a support person of their choosing so long as that person has no association with the matter under consideration.

14.4 After considering any explanation under clause 14.3, the directors may:

(a) take no further action

(b) warn the member

(c) suspend the member’s rights as a member for a period of no more than 12 months

(d) expel the member

(e) refer the decision to an unbiased, independent person on conditions that the directors consider appropriate (however, the person can only make a decision that the directors could have made under this clause), or

(f) require the matter to be determined at a general meeting.

14.5 The directors cannot fine a member.

14.6 The Company Secretary must give written notice to the member of the decision under clause 14.4 as soon as possible.

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

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

14.9 BCA's provision of service to a member is not affected by this clause, but is governed by BCA's Service Charter and other policies and processes related to service provision. The denial of service to a member by BCA does not affect their membership of BCA, unless this clause is separately applied.

INSERT HEADING: Branches and State Divisions

**Clause 10: Branches and Divisions** NOW Clause 15.

2017:

10.1 Preamble

10.1.1 The Organisation is a nation-wide organisation which blind and vision impaired persons may join as a matter of right to promote the common purpose of their total welfare through joint action and mutual support. The Organisation's national unity is its strength, and its active branches and State Divisions are its life.

10.1.2 All branches and State Divisions must adhere to this Constitution and to any relevant bylaws, policies and practices of the Organisation (including Guidelines for State Division and Model Bylaws for Branch Administration).

10.1.3 Branches and State Divisions may exercise autonomy on local or special interest matters, so long as any such decision or action is not inconsistent with this Constitution and in compliance with any relevant bylaws, policies or practices of the Organisation.

2023:

15.1 Preamble

### 15.1.1 BCA's national unity is its strength, and its active branches, the NSW/ACT State Division ("the State Division") and members meeting in groups to explore a common interest promote BCA's vision, purpose and values.

### 15.1.2 All branches, the State Division and member groups are bound to this Constitution and to any relevant by-laws, policies and practices of BCA.

### 15.1.3 Subject to 15.1.2, branches and the State Division may exercise autonomy, advocate on local issues or issues of special interest and arrange activities and events to inform, connect and empower their members and their communities.

### **10.2 Accreditation** NOW 15.2

### 2017:

### 10.2 Accreditation

### 10.2.1 The board may:

### (a) establish regional or special interest branches of the Organisation anywhere in Australia where there are at least ten full members in favour of doing so and who wish to join the branch; and

### (b) establish a State Division where there at least 50 full members resident in a State or Territory.

### 10.2.2 No branch or State Division is permitted to incorporate as an association or company under state or territory or commonwealth law, or adopt any other corporate structure.

### 10.2.3 No branch or State Division is permitted to become an organisational member.

### 10.2.4 The board, by a two-thirds majority vote, may close down any branch or State Division.

### 2023:

### 15.2 Accreditation

### 15.2.1 The board may:

### (a) establish geographic or special interest branches of BCA anywhere in Australia where there are at least ten full members in favour of its establishment and who wish to join the branch; and

### (b) maintain the State Division, in accordance with the terms of the Memorandum of Understanding which established it, when BCA and Blind Citizens New South Wales merged in 2018.

### 15.2.2 No branch or State Division is permitted to incorporate or adopt any other corporate structure.

### 15.2.3 The board, by a 75% majority vote, may close down or suspend any branch, the State Division or any member group where:

### (a) there are no members willing to manage it or it has remained inactive for more than twelve months; or

### (b) its members have met and voted by a 75% majority to request that it be closed down or suspended.

### **10.3 Membership.** NOW 15.3.

2017:

10.3 Membership

10.3.1 The members of a branch shall be the full, associate and junior members of the Organisation, who choose to join the branch, and who meet any membership rules that are embodied in Model bylaws on branch administration and the branch's operational bylaws.

10.3.2 Each member of the Organisation shall also be a member of the State Division of the State or Territory in which that member currently resides, and will cease to be a member of the State Division if the person ceases to be a member of the Organisation.

10.3.3 A person cannot be a member of a branch or State Division if he/she is not a member of the Organisation.

10.3.4 A person may be a member of several branches concurrently and may only be a member of one State Division., A member cannot concurrently be a voting member of more than one regional branch.

10.3.5 There shall be no provision for organizations to be members of branches.

2023:

15.3.1 The members of a branch shall be only the full, associate and junior members of BCA, who choose to join the branch, and who meet any membership requirements set out by the board or the relevant branch in their by-laws.

15.3.2 Each member of BCA normally resident in New South Wales or the Australian Capital Territory shall be a member of the State Division, unless they inform BCA that they do not wish to be a member of it.

15.3.3 A person may be a member of several branches and member groups concurrently. A member can only have voting rights in one geographic branch at any time.

### **10.4 Bylaws for branch administration and State Divisions.**

### **REMOVED 10.4.1** (Duplicative of new Clause 47 By-Laws)

2017:

10.4.1 The board shall make and keep under review Model bylaws for branch administration; and bylaws for State Divisions, (to be known as State Division Guidelines). Such bylaws may prescribe:

1. the procedure to be followed for formation of a branch or State Division;
2. the procedures to be followed in the administration of branches and State Divisions; and
3. any other matters as the board thinks fit.

10.4.2 Branches may adopt their own operational bylaws, provided that they do not conflict with Model bylaws for branch administration.

2023:
15.4 Bylaws for branch administration and the State Division

Branches and the State Division may adopt their own operational by-laws, provided that they do not conflict with by-laws made under this constitution.

INSERT HEADING: Member forums

### **Clause 11: Member Assemblies.** NOW Clause 16.Deleted 11.3 on by-laws (Duplicative of new clause 47 By-Laws).

2017:

11.1 Principles

 The national convention is an open forum for the members of the Organisation to come together to receive presentations, to exchange information and opinion, and to make recommendations on policy and development for consideration by the board. The national convention has an important informative and advisory role within the Organisation, rather than having an authoritative and statutory role.

11.2 Frequency

 The board shall convene the national convention at least every two years, at times and places that it shall determine to coincide if practicable with the annual general meeting for that year.

11.3 Bylaws for national conventions

 The board shall make and keep under review Bylaws for national conventions dealing with such matters as the board thinks fit.

2023:

16 Member Forums

16.1 Principles

 Member forums (formerly called conventions) provide opportunities for the members of BCA to come together to give and receive presentations, to exchange information and opinion, to engage in peer support, and to make recommendations on policy and development for consideration by the board. Member forums have an important informative and advisory role within BCA.

1. They can be conducted virtually, using appropriate conferencing technology, as a face-to-face event or as a combined event;
2. They can involve BCA members and others on a national basis or draw participants from a defined geographic area, such as a State.

16.2 Frequency

 The board shall convene member forums as it considers appropriate but must provide at least one opportunity for members nationally to assemble virtually or in person at least once every two years.

### **REMOVED:** Right to vote for Branches and reference to Class A and Class B organisational members.

11.4.3 Class A organisational members and branches shall have the right to vote at the national convention, and they shall have one vote each.

11.4.4 Class B organisational members shall not have the right to vote at the national convention.

**Clause 12: State and Territory Conventions REMOVED WHOLE CLAUSE.** Now incorporated in Member Assemblies Principles (Clause 16.1).

**INSERT HEADING: General Meetings of Members**

**Clause 13: Annual General Meeting of Members** NOW Clause 17.

**13.1 wording aligned with template.**

2017:

### 13.1 Annual general meetings of BCA shall be held in accordance with the provisions of the Corporations Act.

### 2023:

### 17.1 A general meeting, called the annual general meeting, must be held at least once in every calendar year.

### Updated the wording:

### 2017

### 13.3 The agenda for the annual general meeting shall include:

### (c) to receive the annual report of the Board;

### 2023

### 17.3 The agenda for the annual general meeting shall include:

### (c) to receive the annual review of BCA’s activities;

**REMOVED: Clause 13.2.2,** which linked the AGM date to a National or State Convention.

13.2.2 Every second year the board shall endeavour to arrange for the annual general meeting to coincide with the national convention, and every alternate year it shall endeavour to have it coincide with one of the state or territory conventions.

**Clause 14: Other General Meetings** NOW Clause 18. Changes to align with template.

2017:

14.1 The board may convene a general meeting when it thinks fit, and must do so if required to do so under the Corporations Act.

14.2 The board must convene and arrange to hold a general meeting on the request of 5% of full members or 50 full members, whichever is the lower number.

14.2.1 The meeting must be convened within 21 days of the date of the notice from members.

14.2.2 The meeting must be held within sixty days of the date of the notice from members.

14.3 A request from members for a general meeting to be held must:

(a) be in writing;

(b) state the resolution to be proposed at the meeting;

(c) be signed by the members making the request; and

(d) be given to the Organisation.

14.4 The notice given by members under clause 14.3 may be composed of separate copies of the document setting out the request if the wording of the request is identical in each copy.

2023:

18.1 The directors may call a general meeting.

18.2 Full members may request that a general meeting be held. If full members with at least 5% of the votes that may be cast at a general meeting make a written request to BCA for a general meeting to be held, the directors must:

(a) within 21 days of the members’ request, give all members notice of a general meeting, and

(b) hold the general meeting within 2 months of the members’ request.

18.3 The percentage of votes that members have (in clause 18.2) is to be worked out as at midnight before the members request the meeting.

18.4 The members who make the request for a general meeting must:

(a) state in the request any resolution to be proposed at the meeting

(b) sign the request, and

(c) give the request to the Company Secretary.

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

**INSERT HEADING: Procedure of General Meetings**

**Clause 15: Procedure of General Meetings**No longer separate clause, but a section encompassing New Clauses 19 Notice of General Meetings to 24 Meetings in more than one location.

**INSERT Clause 19 Notice of General Meetings.**

Addition of 19.6, wording from the template

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

**Clause 15.1 Quorum.** NOW Clause 20.

2017:
15.1 Quorum

15.1.1 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.

15.1.2 Twenty full members present in person shall be a quorum.

15.1.3 If after an hour a quorum is not present then the members present shall constitute a quorum, as long as there are ten full members present.

2023:

20 Quorum

20.1 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.

20.2 Twenty full members present shall be a quorum.

20.3 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.

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

**Clause 15.3 Chairing** NOW Clause 22.

CHANGE: 15.3.2

2017:

15.3.2 If no vice-president is present, or is present but unwilling to act, then the members shall elect one of their number to chair the meeting.

2023:

22.3 If the vice-president is not present, or is present but unwilling to act, then the members shall elect a member to chair the meeting.

Inserted template clause 27.1.

22.4 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)).

**Clause 15.4 Adjournment.** NOW Clause 23. Replace with template clause 28.

2017:

15.4 Adjournment

15.4.1 The chairperson 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.

15.4.2 No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

15.4.3 When a meeting is adjourned for less than 30 days it is not necessary to give a notice of the adjournment or of the business to be transacted at an adjourned meeting.

15.4.4 When a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given in accordance with clause 18.

2023:

23 Adjournment

23.1 If a quorum is present, a general meeting must be adjourned if a majority of members present direct the chairperson to adjourn it.

23.2 Only unfinished business may be dealt with at a meeting resumed after an adjournment.

**Clause 15.5** NOW Clause 24. REPLACED with template clause 25

2017:

15.5 Meetings in more than one location

15.5.1 A general meeting may be held at two or more locations, with the members communicating with each other by any technological means which gives them a reasonable opportunity to participate and vote.

15.5.2 Members who participate in a general meeting by technological means are to be included in the quorum for the meeting.

2023:

24 How meetings of members may be held

24.1 The company may hold a general meeting at:

(a) one physical venue, or

(b) one or more physical venues and using virtual technology, or

(c) using only virtual technology.

24.2 The members as a whole must be given a reasonable opportunity to participate, including to hear and be heard.

24.3 Anyone using virtual technology is taken to be present in person at the meeting.
 **INSERT HEADING: Voting at General Meetings** (Previously Clause 16: Voting at General Meetings)
REMOVED Reference to organisational members and simplified wording.

2017:

16.1 Full members voting

16.1.1 All full members shall be entitled to one vote each at general meetings.

16.1.2 In order to vote members must be present at the meeting, either in person or by proxy.

16.2 Other members voting

Associate members, junior members, class A organisational members, class B organisational members, State Divisions and branches cannot vote at general meetings.

2023:

**25 Voting rights**

25.1 Each full member shall be entitled to one vote at general meetings, provided they are present at the meeting, either in person or by proxy.

25.2 Associate members and junior members do not have voting rights

**Clause 16.3 Polls.** NOW Clause 26 Method of Voting

Inserted clauses from template on declaring proxy votes (34.3) and evidence of result of vote (37).

2017:

16.3 Polls

16.3.1 At a general meeting a resolution put to the vote shall be decided on a show of hands or by the voices, unless a poll is demanded either by the chairperson or by at least ten per cent of the members present in person or by proxy who are entitled to vote.

16.3.2 Unless a poll is so demanded a declaration by the chairperson that a resolution has on a show of hands or by the voices been carried, or been carried unanimously, or been carried by a particular majority, or been lost, and an entry to that effect has been made in the minutes of the proceedings, 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.

2023:

26 Method of voting

26.1 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.

26.2 At a general meeting a resolution put to the vote shall be decided by a show of hands or by the voices, unless a poll is demanded either by the chairperson or by at least 10% of the members present in person or by proxy, who are entitled to vote.

26.3 On a show of hands or on the voices, the chairperson’s decision is conclusive evidence of the result of the vote.

26.4 The chairperson and the meeting minutes do not need to state the number or proportion of the votes recorded in favour or against on a show of hands or on the voices.

**INSERT NEW CLAUSE: 27 Conduct of a poll (template clause 36.1, 36.2, 36.4)**

27 Conduct of a poll

27.1 The demand for a poll, as outlined in clause 26.2, may be withdrawn.

27.2 If a poll is duly demanded (and the demand not withdrawn), it must be taken how and when the chairperson directs.

27.3 The result of the poll is the resolution of the meeting at which the poll was demanded.

**Clause 17: Proxy Voting at General Meetings** NOW Clause 29

2017:

17.5 A member may instruct his/her proxy to vote in favour of, to abstain on or to vote against any proposed resolution, and unless so instructed the proxy may vote as he/she thinks fit.

2023:

29.5 A member may instruct their proxy to vote in a particular way. Unless so instructed the proxy may vote as they consider appropriate.

2017:

17.7 If a general meeting has been adjourned, an appointment and any authority received by the Organisation at least 24 hours before the resumption of the meeting are effective for the resumed part of the meeting.

2023:

29.7 At an adjourned general meeting, a proxy may be appointed in relation to the meeting's unfinished business, if the notice appointing the proxy is received by the Company Secretary at least 24 hours before the meeting resumes.

**Clause 18: Notice of General Meeting**

NOW Clause 19. MOVED to be under section heading Procedure at General Meetings. No change to text.

**INSERT NEW HEADING: Directors**

**Clause 19: Powers of Directors** NOW Clause 30 Powers and duties of directors

2017

19.1.2 Any rule, regulation or bylaw made by the Board may be disallowed by a general meeting, provided that no resolution of or regulation made by the Organisation at a general meeting shall invalidate any prior act of the Board which would have been valid if the resolution or regulation had not been made.

2023

30.1.2 Any rule, regulation or by-law made by the board may be disallowed by a general meeting, provided that no resolution of or regulation made by BCA at a general meeting shall invalidate any prior act of the board which would have otherwise been valid.

**Inserted template clause 50 Duties of Directors.**

30.2 Duties of directors

30.2.1 The directors must comply with their duties as directors under legislation and common law (judge-made law), and with the duties described in governance standard 5 of the regulations made under the ACNC Act which are:

(a) to exercise their powers and discharge their duties with the degree of care and diligence that a reasonable individual would exercise if they were a director of BCA,

(b) to act in good faith in the best interests of the company and to further the charitable purpose(s) of the company set out in clause 6,

(c) not to misuse their position as a director,

(d) not to misuse information they gain in their role as a director,

(e) to disclose any perceived or actual material conflicts of interest in the manner set out in clause 42,

(f) to ensure that the financial affairs of the company are managed responsibly, and

(g) not to allow the company to operate while it is insolvent.

**Inserted template clause 46.3 on financial management.**

30.3.2 The directors must decide on the responsible financial management of the company including:

(a) any suitable written delegations of power under clause 30.4, and

(b) how money will be managed, such as how electronic transfers, negotiable instruments or cheques must be authorised and signed or otherwise approved.

**Changed Clause 30.4 Delegation of powers to template clause 47.**

2017:

19.3 Delegation of powers

19.3.1 The board may delegate any of its powers or functions, not being duties imposed on board members as directors of BCA by the Corporations Act or the general law, to one or more committees or sub-committees as the board thinks fit.

19.3.2 The exercise of a power by a committee in accordance with this Constitution is to be treated as the exercise of that power by the board.

19.3.3 In the exercise of any powers delegated to it, a committee formed by the board must conform to the directions of the board.

2023:

30.4 Delegation of directors’ powers

30.4.1 The directors may delegate any of their powers and functions to a committee, a director, an employee of BCA (such as a Chief Executive Officer) or any other person, as they consider appropriate.

30.4.2 The delegation must be recorded in the board minutes.

30.4.3 The exercise of the power by the delegate is as effective as if the directors had exercised it.

INSERTED 30.6 (template clause 46.4)

30.6 The directors cannot remove a director or auditor. Directors and auditors may only be removed by a members’ resolution at a general meeting.

**NEW HEADING: Election and Appointment of Directors**

**Clause 20: Composition of the board**

NOW Clause 31. REMOVED 20.2 (c) The Immediate Past President. Decreased maximum directors to nine.

2017:
20 Composition of the board

20.1 The minimum number of directors is three. The maximum number of directors is ten unless otherwise determined by the members in accordance with the Corporations Act.

20.2 The directors comprising the board shall be:

(a) The President;

(b) up to eight other directors; and

(c) The Immediate Past President.

2023:

31.1 The minimum number of directors is three. The maximum number of directors is nine.

31.2 The directors comprising the board shall be:

(a) The President; and

(b) up to eight other directors.

**Clause 21: Election of Directors** NOW Clause 32.
**REMOVED** immediate past president.

**REMOVED** word “Postal”:

2017:

### 21.1.1 The President and the other directors, other than the immediate past president, shall be elected by postal ballots of eligible members.

2023:

32.1.1 The President and the other directors shall be elected by ballots of eligible members, as defined in 32.3.

**INSERT NEW CLAUSE: 32.2 Eligibility for appointment (template clauses 42.4-6).**

32.2 Eligibility for appointment

32.2.1 A person is eligible for election as a director of BCA if they:

(a) are a full member of BCA,

(b) are nominated by two other full members entitled to vote,

(c) give BCA their signed consent to act as a director of the company, and

(d) are not ineligible to be a director under the Corporations Act or the ACNC Act.

32.2.2 The directors may appoint a person as a director to fill a casual vacancy or as an additional director if that person:

(a) is a full member of BCA,

(b) gives BCA their signed consent to act as a director of the company, and

(c) is not ineligible to be a director under the Corporations Act or the ACNC Act.

**21.2 Eligibility to vote.** NOW Clause 32.3

2017:

21.2 To be eligible to vote in the ballots for the President or the other directors, a person must be an eligible member.

2023:

32.3 To be eligible to vote in the ballots for the President or the other directors, a person must be a full member on 30 June of the year in which the election is taking place.

**21.3 Nominations procedures.** NOW Clause 32.4.

2017:

21.3.2 Nominations must be.

(a) in a form prescribed or accepted by the board ;

(b) signed by two eligible members; and

(c) counter-signed by the nominee.

2023:

32.4.2 Nominations must be:

(a) in a form prescribed or accepted by the board;

(b) signed by two eligible members other than the nominee; and

(c) signed by the nominee.

2017:

21.3.4 Nominations may be accompanied by a written statement, in support of the nomination by or on behalf of the nominee, submitted to the Company Secretary in electronic form.

2023:

32.4.4 Nominations may be accompanied by a written statement, in support of the nomination by nominee, submitted to the Company Secretary in an electronic form prescribed or accepted by the board.

2017:

21.3.5 Nominees' statements should be less than 500 words long.

2023:

32.4.5 Nominees' statements should be less than 300 words long.

**21.4 Voting Procedure.** NOW Clause 32.5

2017:

21.4.2 Provision shall be made to allow voters to record their vote in print, braille or other format deemed acceptable by the board.

21.4.3 The Company Secretary shall, within fourteen days of the close of nominations or as soon as practicable thereafter, send to all full members eligible to vote the voting papers plus nominees' statements.

2023:

32.5.2 The board shall determine in what accessible formats members shall be able to record their votes.

32.5.3 The Company Secretary shall send the voting papers and nominees' statements to all full members as at June 30 of the current year, within fourteen days of the close of nominations or as soon as practicable.

2017:

### 21.4.5 Members shall be given a minimum of 14 days to complete their postal votes, excluding reasonable time for postage.

### 2023:

### 32.5.5 Members shall be given a minimum of 14 days to complete their votes.

**21.5 Returning Officer’s role.** NOW Clause 32.6Removed references to paper ballot processes.

2017:

21.5.1 A returning officer shall be appointed to oversee the counting of the votes.

21.5.2 The Company Secretary shall retain custody of all returned ballot papers until the closure of the ballot.

21.5.3 Following the closure of the ballot the Company Secretary shall transfer to the returning officer all ballot papers unopened.

21.5.4 The returning officer shall supervise the opening of the envelopes containing the ballot papers and the counting of the votes.

### 2023:

32.6.1 An independent returning officer shall be appointed by the board to oversee the counting of the votes.

32.6.2 Following the close of the ballot, the returning officer shall arrange and supervise the tallying of the votes.

**Clause 21A: Appointment of Vice President** NOW Clause 33 President and Vice President.

2017:

21A Appointment of Vice President

21A.1 At its first meeting after an annual general meeting, the board shall appoint 1 of the elected board members as Vice President of the Organisation.

21.A.2 The board shall develop and keep under review a position description for the Vice President position. This position description shall in addition to other matters deal with the following aspects of the vice president’s role:

(a) To support the President in their role as President of the Organisation;

(b) To act in place of the President in circumstances in which the President is unable or unwilling to act; and

(c) To carry out such specific tasks as the board may assign to the Vice President by the position description or as assigned to the Vice President from time to time

2023:

33 President and Vice-President

33.1 The full members shall elect a full member as President to lead BCA for a three year term. The President has the same responsibilities as all other directors. In addition, the President shall provide leadership within the board and to BCA more broadly. They must ensure that the board functions effectively and works diligently and consistently for BCA and its members. The President shall:

(a) Preside at all general meetings and all meetings of the board;

(b) Monitor and ensure the effective functioning of the board and its committees;

(c) Provide strategic direction to BCA;

(d) Review the performance of BCA's Chief Executive Officer.

33.2 At its first meeting after an annual general meeting, the board shall appoint one of the elected board members as Vice-President of BCA. The Vice-President's role shall be:

(a) To support the President;

(b) To act in place of the President if they are unable or unwilling to act; and

(c) To carry out tasks assigned to the Vice-President by the board.

**Clause 22: Terms of Office of directors** NOW Clause 34.

2017:

22.1 The terms of office for directors (including the president and excluding the immediate past president) shall be for three years, ending at the close of the third annual general meeting held since his/her appointment.

2023:

34.1 A term of office for directors (including the president) shall be for three years.

(a) A director shall serve continuously for no more than three consecutive terms of three years. A President may continue to serve for a further three year term of office, in line with clause 32.

(b) This period of continuous service does not include any period of service to fill a casual vacancy that occurred prior to election to the board or presidency respectively.

(c) A director who has served for three continuous terms and a President who has served four continuous terms shall not be eligible for re-appointment to the board until the annual general meeting following the annual general meeting at which their term concluded.

34.2 Nothing in this clause shall invalidate the election or limit the term of a director elected before 2023.

**NEW HEADING: Vacancies**

**NEW CLAUSE 35 Casual Vacancies** (previously 22.2) and merged with previous Clause 24.

2017:

22.2 Casual vacancies

22.2.1 The term of office of a person appointed as president pursuant to subclause 24.1 shall commence at the time of his/her appointment and shall last until the close of the person's current term as a director.

22.2.2 The term of office of a person appointed as a director pursuant to subclause 24.3 shall commence at the time of his/her appointment and shall last until the close of the next annual general meeting.

2023:

35 Casual vacancies

35.1 If the President or Vice-President's position becomes vacant, it shall be filled by the board from among the directors.

35.2 The term of office of a person appointed as president under subclause 35.1 shall commence at the time of their appointment and shall last until the close of the person's current term as a director.

35.3 The directors may appoint a person as a director to fill a casual vacancy, in line with clause 32.2.2.

35.4 Any person appointed by the directors to fill a casual vacancy shall retire at the end of the next annual general meeting, but is eligible to stand for election as a director if they satisfy clause 32.

**Clause 23: Disqualification as a director** NOW Clause 36.
CHANGE to insert that a director can be dismissed by resolution of members, in line with template.

2017:

The office of a director shall become vacant if the person:

1. becomes ineligible to remain a director by reason of any relevant provision of the Corporations Act;
2. resigns his/her office by notice in writing to the Organisation;
3. for more than six months is absent without permission of the board from meetings of the board held during that period;
4. becomes a paid employee of the Organisation;
5. ceases to be a full member; or
6. is directly or indirectly interested in any contract or proposed contract with the Organisation, and does not declare such interest pursuant to clause 31, provided that nothing in this paragraph affects the operation of clause 6.

2023:

36 Disqualification as a director

The office of a director shall become vacant if the person:
(a) becomes ineligible to be a director of BCA under the Corporations Act or the ACNC Act;

(b) is removed as a director by a resolution of the members;

(c) resigns by notice in writing to the Company Secretary;

(d) is absent from board meetings for more than six months without the board's approval;

(e) becomes a paid employee of BCA;

(f) ceases to be a full member; or

(g) is directly or indirectly interested in any contract or proposed contract with BCA, and does not declare such interest pursuant to clause 42, provided that nothing in this paragraph affects the operation of clause 8.

**Clause 24: Casual Vacancies on the Board**

Merged with Clause 35.

**Clause 25: Effect of Vacancy on Board Action** NOW Clause 37.
Aligned with template.

2017:

25 Effect of Vacancy on board Action

25.2 If the number of persons acting on the board is reduced below three, the continuing member or members may act for the purpose of increasing the number of members of the board to that number, or of summoning a general meeting, but for no other purpose.

2023:

37 Effect of Vacancy on board Action

37.2 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.

**NEW HEADING: Responsibilities of the Board**

**Clause 26: Financial Responsibilities** NOW clause 38.

**Clause 27: Establishment and Operation of Gift Fund** NOW Clause 39.

**Clause 28: Auditor** NOW Clause 40.

**Clause 29: Board Meetings** NOW Clause 41.

AMENDED 29.1 Frequency and regulation

2017:

29.1.1The board shall meet at least four times a year.

29.1.2 The Board may meet to carry out its business, adjourn and otherwise regulate its meetings as it thinks fit

29.1.3 Board meetings may be held either in person or by any appropriate form of electronic media.

2023:

41.1.1The board shall decide how often, where and when they meet, but they shall meet at least 4 times a year.

41.1.2 The board may meet to carry out its business, adjourn and otherwise regulate its meetings as it considers appropriate.

41.1.3 Board meetings may be held either in person or by any appropriate form of electronic media or by a combination of both.

AMENDED 29.3, now 41.4

2017:

29.3 Voting at Board Meetings

All Directors present in person or by any appropriate form of electronic media may vote at board meetings.

2023:

41.4 Voting at board meetings

All directors present may vote at board meetings.

INSERTED procedure for passing resolutions, after Voting at board meetings.

**41.5 Passing resolutions**

A directors’ resolution must be passed by a majority of the votes cast by directors present and entitled to vote on the resolution.

AMENDED 29.5 Resolutions without meeting. NOW 41.6 Circular resolutions

2017:

29.5 Resolutions without meeting

29.5.1The board can vote on a matter without holding a meeting.

29.5.2 The board may develop bylaws setting out the procedures to be followed for this purpose.

2023:

41.6 Circular resolutions

41.6.1 The directors can pass a circular resolution without holding a directors' meeting, if all the directors entitled to vote record their agreement to the resolution.

41.6.2 Circular resolutions must be recorded in the minutes of the following meeting.

**Clause 30: Minutes of Board Meetings.** NOW Clause 41.7

**Clause 31: Interests**

REPLACED with template Clause 51 on Conflict of Interest. NOW Clause 42, under separate heading.

2017:

31 Interests

31.1 Declaration of interests

31.1.1 A director who is interested in any contract or arrangements made or proposed to be made with the Organisation must declare his/her interest at the first meeting of the board at which the contract or arrangement is discussed, if his/her interest then exists, or in any other case at the first meeting of the board after the acquisition of his/her interest.

31.1.2 If a director becomes interested in a contract or arrangement after it is made or entered into, he/she must disclose that interest at the first meeting of the board after he/she becomes so interested.

31.2 Voting on interests

No director shall vote as a director in respect of any contract or arrangement in which he/she is interested, and if he/she does so vote his/her vote shall not be counted.

2023:

42 Conflict of interest

42.1 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), except provided under clause 42.2:

(a) to the other directors, or

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

42.2 A director does not need to disclose an actual or perceived material conflict of interest to the other directors under clause 42.1 if:

(a) their interest arises because they are a member of BCA, and the other members have the same interest

(b) their interest relates to an insurance contract that insures, or would insure, the director against liabilities that the director incurs as a director of the company (see clause 49)

(c) their interest relates to a payment by BCA under clause 30.5, or any contract relating to an indemnity that is allowed under the Corporations Act

42.3 The disclosure of a conflict of interest by a director must be recorded in the minutes of the meeting.

42.4 Each director who has a material personal interest in a matter that is being considered at a meeting of directors (or that is proposed in a circular resolution) must not, except as provided under clauses 42.5:

(a) be present at the meeting while the matter is being discussed, or

(b) vote on the matter.

42.5 A director may still be present and vote if:

(a) the Australian Securities and Investments Commission (ASIC) makes an order allowing the director to vote on the matter, or

(b) the directors who do not have a material personal interest in the matter pass a resolution that:

(i) identifies the director, the nature and extent of the director’s interest in the matter and how it relates to the affairs of BCA, and

(ii) says that those directors are satisfied that the interest should not stop the director from voting or being present.

**Clause 32: Committees and sub-committees** NOW Clause 43.

2017:

32 Committees and Sub-Committees

32.1 Formation and powers

32.1.1 The board shall maintain:

(a) the national policy council ("the Council"), established pursuant to clause 33; and

(b) the finance, audit and risk management committee ("the Committee"), established pursuant to clause 34.

32.1.2 The board, Council or Committee may form sub-committees as they deem appropriate.

32.1.3 Notwithstanding that this Constitution vests certain powers and functions in the Council and the Committee, the board shall retain its final authority on all such matters.

32.1.4 Any sub-committee of the board, Council or Committee shall conform to any regulation that may be imposed by the board, Council or Committee, respectively.

32.2 Bylaws

32.2.1 The board shall make and keep under review bylaws for the operation of:

(a) the Council; and

(b) the Committee.

32.2.2 All bylaws and regulations made by the board shall be binding upon the members until repealed by the board or set aside by resolution of a general meeting.

32.2.3 The board, Council or Committee may make, amend or repeal terms of reference for any sub-committees that they form.

2023:

43 Committees and Sub-Committees

43.1 The board shall maintain:

1. The National Policy Council as a standing committee, responsible for guiding and developing BCA's public policy work. The board shall ensure that the membership of the National Policy Council reflects the breadth and diversity of the membership which BCA represents nationally.
2. The Finance, Audit and Risk Management (FARM) committee, as a standing committee which has responsibility for advising the board on matters related to financial reporting and risk management. The FARM may meet or advise the board with or without its request and shall meet when requested by the auditor. The FARM shall be chaired by a director, and its membership shall include directors, and others who have expertise in finance and risk management.

1. Any other committee the board considers necessary to achieve BCA's purpose.

43.2 The board shall retain its authority on all matters, even if vested in a committee by this constitution.

43.3 The board and its committees may form sub-committees and determine their terms of reference as they consider appropriate.

**DELETED Clause 33: National Policy Council**

**DELETED Clause 34: Finance, Audit and Risk Management Committee**

**Clause 35: Validation of Acts of Board, Committees and Sub-Committees** NOW Clause 44.

2017:

35 Validation of Acts of board, Committees and Sub-Committees

35.1 All acts done by any person acting as a member of the board, a committee or a sub-committee, or by any meeting of the board, a committee or a sub-committee shall, notwithstanding that it is later discovered that there was some defect in the appointment of any such member of the board, a committee or a sub-committee, or that any or all of the members of the board, a committee or a sub-committee were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a member of the board, a committee or a sub-committee.

35.2 If some formality required by this Constitution is inadvertently omitted or is not carried out the omission does not invalidate any resolution, act, matter or thing which but for the omission would have been valid unless evidence is provided to the satisfaction of the board that the omission is contrary to the interests of the Organisation as a whole, or oppressive to, unfairly prejudicial to, or unfairly discriminatory against, a member or a class of members. The decision of the board is final and binding on all members.

2023:

44 Validation of Acts

44.1 The acts of the board or any of its committees and the acts of their members or meetings are valid, even if it is later found that there was a defect in the appointment of any of the members or that any of them were ineligible.

44.2 If any requirement of this Constitution is inadvertently not met, the omission does not invalidate any resolution or act, unless evidence is provided which satisfies the board that the omission is contrary to the interests of BCA as a whole, or oppressive, prejudicial or discriminatory to a member or class of members. The decision of the board is final and binding on all members.

**Clause 36: Company Secretary** NOW Clause 45.

2017:

36 Company Secretary

36.1 The Company Secretary shall, pursuant to the Corporations Act, be appointed by the board for such term and upon such conditions as it thinks fit.

36.2 Any company secretary so appointed may be removed by the board as it thinks fit.

36.3 The board is not prevented from appointing a member of the Organisation as Company Secretary, nor from appointing more than one person as Company Secretary.

36.4 The duties of the company secretary shall include, but are not limited to, the following:

(a) to ensure that the necessary registers required to be kept by the Corporations Act are established and properly maintained;

(b) to ensure that all returns required to be lodged with the relevant regulatory bodies are prepared and filed within appropriate time limits;

(c) to organise and attend meetings of the members and the board, including sending out the notices, preparing the agenda and compiling the minutes;

(d) to supervise the preparation of the Organisation's tax returns;

(e) to manage the postal ballot for elections of the President and other directors; and

(f) to carry out any other administrative functions that are necessary for the running of the Organisation.

2023:

45 Company Secretary

45.1 BCA must have at least one company secretary, who may also be a director or the Chief Executive Officer, or other employee of BCA.

45.2 A Company Secretary must be appointed by the directors (after giving BCA their signed consent to act as secretary of the company) and may be removed by the directors.

45.3 The directors must decide the terms and conditions under which the Company Secretary is appointed, including any remuneration.

45.4 The duties of the Company Secretary shall include:

(a) maintaining a register of the company’s members;

(b) ensuring that all returns required to be lodged with the relevant regulatory bodies are prepared and filed within appropriate time limits;

(c) maintaining the minutes and other records of general meetings (including notices of meetings), directors’ meetings and circular resolutions.

**INSERT NEW CLAUSE** 46 Financial records (template clause 61)

46 Financial records

46.1 The company must make and keep written financial records that:

(a) correctly record and explain its transactions and financial position and performance, and

(b) enable true and fair financial statements to be prepared and to be audited.

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

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

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

**INSERT NEW HEADING: By-Laws**

INSERT New clause (slightly amended template clause 62)

47 By-laws

47.1 The directors may pass a resolution to make by-laws to give effect to this constitution, including in relation to branch, the State Division, member forums, the National Policy Council and any committees.

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

**INSERT NEW HEADING: Notice**

**Clause 37: Notices** NOW Clause 48.
Removed references to fax.

**INSERTED Template clause 64 Notice to Company.**

48.2 Notice to the company

Written notice or any communication under this constitution may be given to BCA, the directors or the Company Secretary by:

1. delivering it to the company’s registered office
2. posting it to the company’s registered office or to another address chosen by the company for notice to be provided, or
3. sending it to an email address or other electronic address notified by the company to the members as the company’s email address or other electronic address.

CHANGE to align with template clause 66 When notice is taken to be given.

2017:

37.2 Service of notice

37.2.1 Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, pre-paying and posting the notice, and taken to have been given on the third business day after the date it was posted.

37.2.2 A notice sent by email or fax is taken to be given on the day after it is sent.

2023:

48.3 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, and

(c) sent by email or other electronic method, is taken to be given on the business day after it is sent.

**INSERT HEADING: Indemnity and Insurance**

**Clause 38: Indemnity** NOW Clause 49.
Aligned with template.

2017:

38.1 To the extent that the law allows, the Organisation indemnifies every director and officer of the Organisation against any liability incurred by that person in their capacity as a director or officer of the Organisation to a person other than the Organisation or any related body corporate of the Organisation.

38.2 This indemnity extends to the costs and the expenses of defending any proceedings in which a judgment is given in favour of the director or officer, or the director or officer is acquitted or in which the court grants relief to the director or officer.

2023:

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

* 1. In this clause, ‘officer’ means a director or Company Secretary and includes a director or Company Secretary after they have ceased to hold that office.
	2. In this clause, ‘to the relevant extent’ means:
1. to the extent that the company is not precluded by law (including the Corporations Act) from doing so, and
2. 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).

49.4 The indemnity is a continuing obligation and is enforceable by an officer even though that person is no longer an officer of BCA.

**Clause 39: Insurance** NOW Clause 50.
Aligned with template**.**

2017:

39 Insurance

To the extent that the law allows, the Organisation may pay a premium for a contract insuring a person who is or who has been a director or an officer of the Organisation against a liability incurred by that person in their capacity as a director or an officer.

2023:

50 Insurance

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

**Clause 40: Revision or Amendment of this Constitution** NOW Clause 9.

**INSERT HEADING: Winding Up**

**Clause 41: Procedure for winding up:** NOW Clause 51. Slight wording change.

2017

41.1 The Organisation may only be dissolved by resolution of a general meeting called to discuss the matter, whereupon a three-fourths majority vote shall be needed.

41.2 The company secretary shall distribute with the meeting notice an explanatory memorandum summarising the arguments for and against the proposed dissolution. Any motion proposing the dissolution of the Organisation must be submitted by at least 50 full members or by the Board.

2023

51.1 BCA may only be dissolved by resolution of a general meeting called to discuss the matter and a 75% majority vote shall be needed.

51.2 The Company Secretary shall distribute with the meeting notice an explanatory memorandum summarising the arguments for and against the proposed dissolution. Any motion proposing the dissolution of BCA must be submitted by full members with at least 5% of the votes that may be cast, or by the board.

**Clause 42: Procedure for Distribution of Property on Winding Up** NOW Clause 51 and 52 to align with template clauses 71 and 72.

2017:

42 Procedure for Distribution of Property on Winding Up

42.1 If the Organisation is wound up and there is any property or money left after all of its debts are paid, the property or money must be given to one or more organizations that:

(a) have similar purposes to the Organisation;

(b) are charitable not-for-profit organisations;

(c) are public benevolent institutions; and

(d) are endorsed as deductible gift recipients.

42.2 The organisation or organisations to which any remaining property of the Organisation is to be given are to be determined by the members at or before the time of dissolution.

2023:

52 Surplus assets not to be distributed to members

If the company is wound up, any surplus assets must not be distributed to a member or a former member of the company.

53 Distribution of surplus assets

53.1 Subject to the Corporations Act and any other applicable Act, and any court order, any surplus assets (including ‘gift funds’ defined in clause 53.4) that remain after the company is wound up must be distributed to one or more charities:

(a) with charitable purpose(s) similar to, or inclusive of, the purpose(s) in clause 6

(b) which also prohibit the distribution of any surplus assets to its members to at least the same extent as the company, and

(c) that is or are deductible gift recipients within the meaning of the Income Tax Assessment Act 1997 (Cth).

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

53.3 If the company’s deductible gift recipient endorsement is revoked (whether or not the company is to be wound up), any surplus gift funds must be transferred to one or more charities that meet the requirements of 53.1(a), (b) and (c), as decided by the directors.

53.4 For the purpose of this clause:

(a) ’gift funds’ means:

(i) gifts of money or property for the principal purpose of the company

(ii) contributions made in relation to a fundraising event held for the principal purpose of the company, and

(iii) money received by the company because of such gifts and contributions.

(b) ‘contributions’ and ‘fundraising event’ have the same meaning as in Division 30 of the Income Tax Assessment Act 1997 (Cth).

**INSERT HEADING: Definitions and Interpretation**

**Clause 54 Definitions**

REMOVED ALL OF THE FOLLOWING CLAUSES (all 20 from “activities” through to “this Constitution”):

**activities** means the activities for carrying out the Organisation's purpose, such as the activities listed in subclause 3.2.

**auditor** means the person appointed by the annual general meeting pursuant to clause 28.

**board** means the board of directors of BCA.

**branch** means a regional or special interest branch of BCA, established pursuant to paragraph 10.2.1.

**clause** means a clause of this Constitution.

**Committee** means the finance, audit and risk management committee, established pursuant to clause 34.

**company secretary** means the person appointed by the board pursuant to clause 36.

**consumer** means a person who uses or receives disability-related community services, public accommodations or entitlements.

**Council** means the national policy council, established pursuant to clause 33.

**director** means a member of the board.

**eligible member** means a full member at 30 June of each year.

**gift fund** means the fund referred to in clause 27.

**Organisation** means Blind Citizens Australia ACN 006 985 226.

**organisational member** means a member of the Organisation as defined in paragraphs 7.1(d) or 7.1(e).

**returning officer** means the person in charge of the counting of the votes for the ballots for the president or other directors, pursuant to subclause 21.5.

**purpose** means the purpose stated in subclause 3.1.

**State Division** means a division of BCA established under Clause 10 and the State Division Guidelines.

**State Division Guidelines** means the bylaws developed and amended by the board from time to time relating to the operation of State Divisions.

**State** or **Territory** means each of the states and territories of; Australian Capital Territory, New South Wales, Northern Territory, Queensland, South Australia, Tasmania, Victoria, and Western Australia.

**this Constitution** means this Constitution as amended from time to time.

ADDED from template:

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

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

CHANGED Definitions

2017:

**blind** means permanently blind as defined in section 95 of the Social Security Act 1991.

2023:

**blind** means having no or little useable sight.

2017:

**vision impaired** refers to someone who is not blind with:

a visual acuity of less than 6/18 in the better eye with correction; or

a visual field of less than 20 degrees.

2023:

**vision Impaired** refers to a person whose loss of visual acuity and or of visual field which cannot be corrected, impacts the way they undertake daily activities, such as self-care, communication and mobility, education, work and community participation.

2017:

**writing** or **written** includes modes of representing or reproducing words, figures, drawings or symbols in a visible or tactile form.

2023:

**writing** or **written** includes all modes of representing or reproducing words, figures, drawings or symbols in a form that is accessible to people who are blind or vision impaired.

**New Clause 55: Interpretation** (template clause 74):

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

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

(c) reference to any officer of BCA includes any person acting for the time being as such officer;

(d) words importing the singular include the plural and vice versa;

(e) Where the term ‘sign’, ‘signed’ or ‘signing’ is used in this Constitution, that term must, in so far as it is permitted by-law, be interpreted as meaning a person is to apply their own signature, or is to use electronic authentication, which must include:

(i) a method of identifying the person by personal details (for example, the person’s name, address and date of birth); and

(ii) an indication of the person’s approval of the information communicated by a form of security protection (for example, the entering of a confidential identification number such as a member identification number).

REMOVED:

(c) words importing any gender shall mean and include all other genders;

(d) words importing persons include companies, corporations, partnerships, associations, institutions, bodies and entities, (whether incorporated or unincorporated);

(e) words or expressions defined in the Corporations Act but not defined in this Constitution shall, if not inconsistent with the subject or context, bear the same meaning in this Constitution; and

2.3 The headings to clauses or groups of clauses shall not affect the construction or interpretation of this Constitution.

2.4 The replaceable rules contained in the Corporations Act shall not, unless expressed therein to be mandatory in respect of BCA, apply to BCA.