



Seamless

Constitution

Clothing Stewardship Australia Limited

Australian Company Number (ACN) 673128482
Australian Business Number (ABN) 12673128482

A company limited by guarantee



This amended constitution was adopted on 27 November 2025 by written agreement of members of the Company pursuant to sections 136 and 137 of the Corporations Act 2001 (Cth)

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Preliminary

1 Name of the company

The name of the company is Clothing Stewardship Australia Limited (the **Company**).

2 Type of company

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

3 Limited liability of members

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

4 The guarantee

Each member must contribute an amount not more than \$10 (the **Guarantee**) to the property of the Company if the Company is wound up while the member is a member, or within 12 months after they stop being a member, and this contribution is required to pay for the:

- (a) debts and liabilities of the Company incurred before the member stopped being a member, or
- (b) costs of winding up.

5 Definitions

In this constitution, words and phrases have the meaning set out in clauses 73, 74 and 75.

Charitable object and powers

6 Object

The Company's object is to pursue the charitable purpose of advancing the natural environment by working with organisations across the clothing supply chain to implement a clothing stewardship scheme (the **Scheme**). The Scheme aims to address the negative environmental and social impacts associated with the design, production, consumption and disposal of clothing and seeks to improve social and environmental outcomes across the clothing lifecycle by adopting and embedding principles of circularity. Specifically, this may include (but is not limited to):

- (a) providing resources, services and information that aim to keep clothing at its highest and best use and support the principles of a circular economy,
- (b) encouraging the reduction in overproduction of clothing, by implementing circular design and circular business models,
- (c) enabling a closed loop system by continually improving the collection, sorting and recycling of new and used clothing,
- (d) encouraging the reduction in overconsumption of clothing by implementing citizen behaviour change programs and activities,
- (e) enabling industry collaboration to achieve better environmental and social outcomes in line with citizen need, government policy and regulatory requirements, and

- (f) promoting a just transformation towards clothing circularity that takes into consideration the environment, social well-being and the economy.

7 Powers

Subject to clause 8, the Company has the following powers, which may only be used to carry out its object set out in clause 6:

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

8 Not-for-profit

- 8.1 The Company must not distribute any income or assets directly or indirectly to its members, except as provided in clauses 8.2 and 72.
- 8.2 Clause 8.1 does not stop the Company from doing the following things, provided they are done in good faith:
 - (a) paying a member for goods or services they have provided to the Company or expenses they have properly incurred at the direction of the Company, at fair and reasonable rates or rates more favourable to the Company, or
 - (b) making a payment to a member in carrying out the Company's charitable object.

9 Amending the constitution

- 9.1 Subject to clauses 9.2 and 9.3, the members may amend this constitution by passing a Special Resolution.
- 9.2 The members must not pass a Special Resolution that amends this constitution if passing it causes the Company to no longer be a charity.
- 9.3 The members must not pass a Special Resolution that:
 - (a) amends the object in clause 6; or
 - (b) reduces the minimum number of Independent Directors in clause 41.1,
- (c) unless the Company has held a meeting of Supporters at which Supporters are provided a reasonable opportunity to ask questions and make comments on the proposed amendment or reduction. For the avoidance of doubt, Supporters have no voting rights in relation to constitutional amendments made under this clause 9.
- 9.4 The following clauses of this constitution shall apply to meetings of Supporters as if they were meetings of members and references to members and general meetings in those clauses are taken to be references to Supporters and meetings of Supporters, respectively, for this purpose:
 - (a) clauses 24.2, 24.5(a) and 24.5(b) (notice of General Meetings);
 - (b) clause 28 (using technology to hold meetings),
 - (c) clause 29 (the chairperson for General Meetings), and
 - (d) clause 30.1 (the role of the chairperson).

Members

10 Membership and register of members

10.1 The members of the Company are:

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

10.2 The Company must establish and maintain a register of members in accordance with accordance with the Corporations Act 2001.

10.3 The Company must give current members access to the register of members.

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

11 Who can be a member and supporter

11.1 To be eligible to apply to be a member of the Company under clause 12, a person must:

- (a) import clothing or commission the local manufacture of clothing for sale in Australia under their own brand or through an exclusive brand licence arrangement, or otherwise satisfy the definition of 'steward' as determined by the directors from time to time,
- (b) support the object of the Company and the Scheme,
- (c) agree to and continue to comply with the terms of this constitution and any Scheme membership agreement entered into between the person and the Company (**Scheme Membership Agreement**) setting out, among other things, payment of Fees,
- (d) agree to abide by the Codes and Policies, and other criteria the directors may introduce from time to time, and
- (e) be an incorporated body.

11.2 To become a Supporter of the Company, a person must:

- (a) support the object of the Company and the Scheme as a non-steward,
- (b) agree to and continue to comply with the terms of this constitution and any Supporter agreement entered into between the person and the Company (**Scheme Supporter Agreement**) setting out, among other things, payment of Fees,
- (c) agree to abide by the Codes and Policies and other criteria the directors may introduce from time to time, and
- (d) be and continue to be approved as a Supporter by the directors of the Company.

11.3 In this clause, and throughout this constitution, a 'person' means a natural person or an incorporated body.

12 How to apply to become a member and supporter

12.1 A person (as defined in clause 11.3) may apply to become a member of the Company in any form (including an electronic membership form) the directors from time to time determine stating that they:

- (a) satisfy the eligibility criteria in clause 11,
- (b) want to become a member,
- (c) support the object of the Company and the Scheme, and
- (d) agree to comply with the Company's constitution, including paying the guarantee under clause 4 if required.

12.2 A person (as defined in clause 11.3) may apply to become a Supporter of the Company in any form (including an electronic membership form) the directors from time to time determine stating that they:

- (a) satisfy the eligibility criteria in clause 11,
- (b) want to become a Supporter,
- (c) support the object of the Company and the Scheme, and
- (d) agree to comply with the Company's constitution.

13 Directors decide whether to approve a membership or supporter application

13.1 The directors must consider an application to become a member or a Supporter within a reasonable time after the secretary receives the application.

13.2 The directors may ask an applicant to provide evidence of eligibility to become a member or Supporter.

13.3 If the directors approve an application to become a member, the secretary must as soon as possible:

- (a) subject to satisfying clause 14.1(b), enter the new member on the register of members, and
- (b) write to the applicant to tell them that their application was approved, and the date that their membership started (see clause 14).

13.4 The directors may reject any application to become a member or a Supporter. 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.

13.5 For the avoidance of doubt, the directors may approve an application even if the application does not state the matters listed in clause 12. In that case, by applying to be a member or Supporter, the applicant agrees to those matters.

14 When a person becomes a member and a supporter

14.1 Other than Foundation Members, an applicant will become a member when:

- (a) the directors approve the application to become a member,
- (b) the scheme membership agreement has been entered into between the applicant and the Company, as described in clause 11.1(c), and
- (c) they are entered on the register of members.

14.2 An applicant will become a Supporter when:

- (a) the directors approve the application to become a Supporter, and
- (b) any Supporter agreement has been entered into between the applicant and the Company, as described in clause 11.2(b).

15 Different classes of membership

- 15.1 Subject to the Corporations Act, the Company may by Special Resolution establish different classes of membership and define the rights and obligations of membership in that class.
- 15.2 Where different classes of membership have been created, the directors may, on accepting an application for membership, admit an applicant to a class of membership which appears appropriate to the directors.

16 When a person stops being a member and a supporter

- 16.1 A person immediately stops being a member on the date:
- (a) determined by the Board, if they cease to satisfy the eligibility requirements under clause 11.1,
 - (b) they become insolvent, or have a liquidator or provisional liquidator appointed,
 - (c) they are wound up or otherwise dissolved or deregistered,
 - (d) they resign, by writing to the secretary,
 - (e) they are expelled under clause 19, or
 - (f) they 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.
- 16.2 A person immediately stops being a Supporter on the date:
- (a) determined by the Board, if they cease to satisfy the eligibility requirements under clause 11.2,
 - (b) they die, become of unsound mind or become a person whose person or estate is liable to be dealt with in any way under a law relating to mental health,
 - (c) they become bankrupt or insolvent or an arrangement or composition with creditors of the person's joint or separate estate generally is made (for a Supporter who is a natural person),
 - (d) they are wound up or otherwise dissolved or deregistered, or have a liquidator or provisional liquidator appointed (for an incorporated Supporter),
 - (e) they resign, by writing to the secretary,
 - (f) they are expelled under clause 19, or
 - (g) they have not responded within three months to a written request from the secretary that they confirm in writing that they want to remain a Supporter.

17 Automatic suspension of members and supporters

- 17.1 If any fees remain unpaid by the Member for a period of two (2) calendar months after notice of such default is given to the Member by the Company, the Company must give the Member written notice stating that:
- (a) the fees remain unpaid;
 - (b) the Member has thirty (30) days from the date of the notice to pay the outstanding fees or to provide written reasons why the fees should not be payable; and
 - (c) if the fees are not paid or the Board does not deem that satisfactory reason been provided within thirty (30) days, the Member's privileges (including voting rights) will be suspended.

- 17.2 If the Member does not comply with the notice under clause 17.1 within the specified timeframe, the Member's privileges of membership (including the right to vote) will be suspended automatically until all outstanding fees are paid.
- 17.3 The Board may, at its sole discretion, reinstate a suspended Member's privileges upon payment of outstanding fees or acceptance of a payment plan, or may waive fees in exceptional circumstances.
- 17.4 Clauses 17.1 to 17.3 apply to Supporters with necessary modifications, substituting references to "Member" with "Supporter" and "Membership privileges" with "Supporter privileges".

Dispute resolution and disciplinary procedures

18 Dispute resolution

- 18.1 The dispute resolution procedure in this clause applies to disputes (disagreements) under this constitution between a member or director and:
- (a) one or more members
 - (b) one or more directors, or
 - (c) the Company.
- 18.2 A member must not start a dispute resolution procedure in relation to a matter which is the subject of a disciplinary procedure under clause 18 until the disciplinary procedure is completed.
- 18.3 Those involved in the dispute must try to resolve it between themselves within 14 days of knowing about it.
- 18.4 If those involved in the dispute do not resolve it under clause 18.3, they must within 10 days:
- (a) tell the directors about the dispute in writing,
 - (b) agree or request that a mediator be appointed, and
 - (c) attempt in good faith to settle the dispute by mediation.
- 18.5 The mediator must:
- (a) be chosen by agreement of those involved, or
 - (b) where those involved do not agree:
 - (i) for disputes between members, a person chosen by the directors, or
 - (ii) for other disputes, a person chosen by either the Commissioner of the Australian Charities and Not-for-profits Commission or the president of the law institute or society in the state or territory in which the Company has its registered office.
- 18.6 A mediator chosen by the directors under clause 18.5(b)(i):
- (a) may be a member or former member of the Company
 - (b) must not have a personal interest in the dispute, and
 - (c) must not be biased towards or against anyone involved in the dispute.
- 18.7 When conducting the mediation, the mediator must:
- (a) allow those involved a reasonable chance to be heard,

- (b) allow those involved a reasonable chance to review any written statements,
- (c) ensure that those involved are given natural justice, and
- (d) not make a decision on the dispute.

19 Disciplining members

- 19.1 In accordance with this clause, the directors may resolve to warn, suspend or expel a member from the Company if the directors consider that:
- (a) the Member has breached this constitution or any Scheme Membership Agreement, or
 - (b) the Member's behaviour is causing, has caused, or is likely to cause harm to the Company.
- 19.2 At least 14 days before the directors' meeting at which a resolution under clause 19.1 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.
- 19.3 Before the directors pass any resolution under clause 19.1, the Member must be given a chance to explain or defend themselves by:
- (a) sending the directors a written explanation before that directors' meeting, and/or
 - (b) speaking at the meeting.
- 19.4 After considering any explanation under clause 19.3, 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.
- 19.5 The directors cannot fine a member.
- 19.6 The secretary must give written notice to the Member of the decision under clause 19.4 as soon as possible.
- 19.7 Disciplinary procedures must be completed as soon as reasonably practical.
- 19.8 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.

20 Disciplining supporters

- 20.1 In accordance with this clause, the directors may resolve to warn, suspend or expel a Supporter from the Company if the directors consider that:
- (a) the Supporter has breached this constitution or any Scheme Supporter Agreement, or
 - (b) the Supporter's behaviour is causing, has caused, or is likely to cause harm to the Company.
- 20.2 Supporters are subject to the disciplinary procedures set out in the Scheme Supporter Agreement, which must include:
- (a) at least 14 days' written notice of any proposed disciplinary action,
 - (b) a reasonable opportunity for the Supporter to respond,
 - (c) written notice of any disciplinary decision as soon as reasonably practicable, and
 - (d) any appeal or review process specified in the Scheme Supporter Agreement.
- 20.3 The directors may warn, suspend or terminate a Supporter's status in accordance with the Scheme Supporter Agreement, but cannot impose financial penalties beyond those provided for in that agreement.

General meetings of members

21 General meetings called by directors

- 21.1 The directors may call a General Meeting.
- 21.2 If members with at least 5% of the votes that may be cast at a General Meeting make a written request to the Company for a General Meeting to be held, the directors must:
- (a) within 21 days of the members' request, give all members notice of a General Meeting and
 - (b) hold the General Meeting within 2 months of the members' request.
- 21.3 The percentage of votes that members have (in clause 21.2) is to be worked out as at midnight before the members request the meeting.
- 21.4 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.
- 21.5 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.

22 General meetings called by members

- 22.1 If the directors do not call the meeting within 21 days of being requested under clause 21.2, 50% or more of the members who made the request may call and arrange to hold a General Meeting.
- 22.2 To call and hold a meeting under clause 22.1 the members must:
- (a) as far as possible, follow the procedures for General Meetings set out in this constitution,

- (b) call the meeting using the list of members on the Company's member register, which the Company must provide to the members making the request at no cost, and
- (c) hold the General Meeting within three months after the request was given to the Company.

22.3 The Company must pay the members who request the General Meeting any reasonable expenses they incur because the directors did not call and hold the meeting.

23 Annual general meeting

23.1 A General Meeting, called the annual General Meeting, must be held:

- (a) within 18 months after registration of the Company, and
- (b) after the first annual General Meeting, at least once in every calendar year.

23.2 Even if these items are not set out in the notice of meeting, the business of an annual General Meeting may include:

- (a) confirmation of minutes of the last General Meeting,
- (b) a review of the Company's activities,
- (c) a review of the Company's finances,
- (d) any auditor's report,
- (e) the election of directors, and
- (f) the appointment and payment of auditors, if any.

23.3 Before or at the annual General Meeting, the directors must give information (electronically, or in such other form as the directors determine) to the members on the Company's activities and finances during the period since the last annual General Meeting.

23.4 The chairperson of the annual General Meeting must give members as a whole a reasonable opportunity at the meeting to ask questions or make comments about the management of the Company.

24 Notice of general meetings

24.1 Notice of a General Meeting must be given to:

- (a) each member entitled to vote at the meeting,
- (b) each director, and
- (c) the auditor (if any).

24.2 Notice of a General Meeting must be provided in writing at least 21 days before the meeting.

24.3 Subject to clause 24.4, notice of a meeting may be provided less than 21 days before the meeting if:

- (a) for an annual General Meeting all the members entitled to attend and vote at the annual General Meeting agree beforehand, or
- (b) for any other General Meeting members with at least 95% of the votes that may be cast at the meeting agree beforehand.

24.4 Notice of a meeting cannot be provided less than 21 days before the meeting if a resolution will be moved to:

- (a) remove a director,

- (b) appoint a director in order to replace a director who was removed, or
- (c) remove an auditor.

24.5 Notice of a General Meeting must include:

- (a) the venue (if any), date and time for the meeting, and if the meeting is to be held at two or more venues, or without specifying a venue (fully virtually), the technology that will be used to facilitate this
- (b) the general nature of the meeting's business
- (c) if applicable, that a Special Resolution is to be proposed and the words of the proposed resolution
- (d) a statement that members have the right to appoint proxies and that, if a member appoints a proxy:
 - (i) the proxy does not need to be a member of the Company,
 - (ii) the proxy form must be delivered to the Company at its registered address or the address (including an electronic address) specified in the notice of the meeting, and
 - (iii) the proxy form must be delivered to the Company at least 48 hours before the meeting.

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

25 Quorum at general meetings

25.1 For a General Meeting to be held, at least 5% of the members or, if greater, 2 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).

25.2 No business may be conducted at a General Meeting if a quorum is not present.

25.3 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 venue (if any) and/or using the technology 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 venue and/or technology is not specified – the same venue and/or technology.

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

26 Auditor's right to attend meetings

26.1 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.

26.2 The Company must give the auditor (if any) any communications relating to the General Meeting that a member of the Company is entitled to receive.

27 Representatives of members

- 27.1 A member may appoint as a representative a natural person, who is an employee of the Member, unless otherwise determined by the directors, to represent the Member at meetings and to sign circular resolutions under clause 33 (**Member Representative**).
- 27.2 The appointment of a Member Representative by a member must:
- (a) be in writing,
 - (b) include the name of the representative,
 - (c) be signed on behalf of the Member, and
 - (d) be given to the Company or, for representation at a meeting, be given to the chairperson before the meeting starts.
- 27.3 A Member Representative has all the rights of a member relevant to the purposes of the appointment as a representative.
- 27.4 The appointment of a Member Representative may be standing (ongoing).
- 27.5 For the avoidance of doubt, a natural person acting in the role as a Member Representative cannot simultaneously act in the role of a director of the Company, or act in any other role for the Company that the directors determine is incompatible with the role of Member Representative.

28 Using technology to hold meetings

- 28.1 The Company may hold a General Meeting at two or more venues, or without specifying a venue (fully virtually), using any technology that gives the members as a whole a reasonable opportunity to participate, including to hear and be heard.
- 28.2 Anyone using this technology is taken to be present in person at the meeting.

29 Chairperson for general meetings

- 29.1 The Independent Chair is entitled to chair General Meetings.
- 29.2 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 Independent Chair, or
 - (b) the Independent Chair is not present within 30 minutes after the starting time set for the meeting, or
 - (c) the Independent Chair is present but says they do not wish to act as chairperson of the meeting.

30 Role of the chairperson

- 30.1 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)).
- 30.2 The chairperson does not have a casting vote.

30.3 For the avoidance of doubt, if the chairperson is a member of the Company, then they are not entitled to vote at a General Meeting.

31 Adjournment of meetings

31.1 If a quorum is present, a General Meeting must be adjourned if a majority of Members Present direct the chairperson to adjourn it.

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

Members' resolutions and statements

32 Members' resolutions and statements

32.1 Members with at least 5% of the votes that may be cast on a resolution may give:

- (a) written notice to the Company of a resolution they propose to move at a General Meeting (**Members' Resolution**), and/or
- (b) a written request to the Company that the Company give all of its members a statement about a proposed resolution or any other matter that may properly be considered at a General Meeting (**Members' Statement**).

32.2 A notice of a Members' Resolution must set out the wording of the proposed resolution and be signed by the members proposing the resolution.

32.3 A request to distribute a Members' Statement must set out the statement to be distributed and be signed by the members making the request.

32.4 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.

32.5 The percentage of votes that members have (as described in clause 32.1) is to be worked out as at midnight before the request or notice is given to the Company.

32.6 If the Company has been given notice of a Members' Resolution under clause 32.1(a), the resolution must be considered at the next General Meeting held more than two months after the notice is given.

32.7 This clause does not limit any other right that a member has to propose a resolution at a General Meeting.

33 Company must give notice of proposed resolution or distribute statement

33.1 If the Company has been given a notice or request under clause 31:

- (a) in time to send the notice of proposed Members' Resolution or a copy of the Members' Statement to members with a notice of meeting, it must do so at the Company's cost, or
- (b) too late to send the notice of proposed Members' Resolution or a copy of the Members' Statement to members with a notice of meeting, then the members who proposed the resolution or made the request must pay the expenses reasonably incurred by the Company in giving members notice of the proposed Members' Resolution or a copy of the Members'

Statement. However, at a General Meeting the members may pass a resolution that the Company will pay these expenses.

- 33.2 The Company does not need to send the notice of proposed Members' Resolution or a copy of the Members' Statement to members if:
- (a) it is more than 1,000 words long,
 - (b) the directors consider it may be defamatory,
 - (c) clause 33.1(b) applies, and the members who proposed the resolution or made the request have not paid the Company enough money to cover the cost of sending the notice of the proposed Members' Resolution or a copy of the Members' Statement to members, or
 - (d) in the case of a proposed Members' Resolution, the resolution does not relate to a matter that may be properly considered at a General Meeting or is otherwise not a valid resolution able to be put to the Members.

34 Circular resolutions of members

- 34.1 Subject to clause 34.3, the directors may put a resolution to the members to pass a resolution without a General Meeting being held (a circular resolution).
- 34.2 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.
- 34.3 Circular resolutions cannot be used:
- (a) for a resolution to remove an auditor, appoint a director or remove a director,
 - (b) for passing a Special Resolution, or
 - (c) where the **Corporations Act** or this constitution requires a meeting to be held.
- 34.4 A circular resolution is passed if all the members entitled to vote on the resolution sign or agree to the circular resolution, in the manner set out in clause 34.5 or clause 34.6.
- 34.5 Members may sign:
- (a) a single document setting out the circular resolution and containing a statement that they agree to the resolution, or
 - (b) separate copies of that document, as long as the wording is the same in each copy.
- 34.6 The Company may send a circular resolution by email to members and members may agree by sending a reply email to that effect, including the text of the resolution in their reply.

Voting at general meetings

35 How many votes a member has

Each member has one vote.

36 Challenge to member's right to vote

- 36.1 A member or the chairperson may only challenge a person's right to vote at a General Meeting at that meeting.
- 36.2 If a challenge is made under clause 36.1, the chairperson must decide whether or not the person may vote. The chairperson's decision is final.

37 How voting is carried out

- 37.1 Voting must be conducted and decided by:
- (a) a show of hands,
 - (b) a vote in writing, or
 - (c) another method chosen by the chairperson that is fair and reasonable in the circumstances.
- 37.2 Before a vote is taken, the chairperson must state whether any proxy votes have been received and, if so, how the proxy votes will be cast.
- 37.3 On a show of hands, the chairperson's decision is conclusive evidence of the result of the vote.
- 37.4 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.

38 When and how a vote in writing must be held

- 38.1 A vote in writing may be demanded on any resolution instead of or after a vote by a show of hands by:
- (a) at least five Members Present,
 - (b) Members Present with at least 5% of the votes that may be passed on the resolution on the vote in writing (worked out as at the midnight before the vote in writing is demanded), or
 - (c) the chairperson.
- 38.2 A vote in writing must be taken when and how the chairperson directs, unless clause 38.3 applies.
- 38.3 A vote in writing must be held immediately if it is demanded under clause 38.1:
- (a) for the election of a chairperson under clause 29.2, or
 - (b) to decide whether to adjourn the meeting.
- 38.4 A demand for a vote in writing may be withdrawn.

39 Appointment of proxy

- 39.1 A member may appoint a proxy to attend and vote at a General Meeting on their behalf.
- 39.2 A proxy does not need to be a member.
- 39.3 A proxy appointed to attend and vote for a member has the same rights as the Member to:
- (a) speak at the meeting,
 - (b) vote in a vote in writing (but only to the extent allowed by the appointment), and
 - (c) join in to demand a vote in writing under clause 38.1.

- 39.4 An appointment of proxy (proxy form) must be signed by the Member appointing the proxy and must contain:
- (a) the Member's name and address,
 - (b) the Company's name,
 - (c) the proxy's name or the name of the office held by the proxy, and
 - (d) the meeting(s) at which the appointment may be used.
- 39.5 A proxy appointment may be standing (ongoing).
- 39.6 Proxy forms must be received by the Company at the address stated in the notice under clause 24.5(d) or at the Company's registered address at least 48 hours before a meeting.
- 39.7 A proxy does not have the authority to speak and vote for a member at a meeting while the Member is at the meeting.
- 39.8 Unless the Company receives written notice before the start or resumption of a General Meeting at which a proxy votes, a vote cast by the proxy is valid even if, before the proxy votes, the appointing member:
- (a) dies,
 - (b) is mentally incapacitated,
 - (c) revokes the proxy's appointment, or
 - (d) revokes the authority of a representative or agent who appointed the proxy.
- 39.9 A proxy appointment may specify the way the proxy must vote on a particular resolution.

40 Voting by proxy

- 40.1 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).
- 40.2 When a vote in writing is held, a proxy:
- (a) does not need to vote, unless the proxy appointment specifies the way they must vote,
 - (b) if the way they must vote is specified on the proxy form, must vote that way, and
 - (c) if the proxy is also a member or holds more than one proxy, may cast the votes held in different ways.

Directors

41 Number of directors

- 41.1 Unless otherwise determined by the Company in a General Meeting the Company must have at least 3 and no more than 13 directors, comprising:
- (a) up to 7 Elected Directors, who are representatives of members of the Company (appointed under clause 27.1), who collectively represent a majority of the directors, and
 - (b) up to 6 Appointed Directors, including:

- (i) at least 3 Independent Directors, one of whom must be the Independent Chair,
- (ii) at least 1 representative from a Supporter,
- (iii) 1 representative from the Australian Fashion Council, and
- (iv) up to 1 other Appointed Director (who could either be an Independent Director, a Guardian Of Nature (an independent director), a representative from a Supporter, or other person, as determined by the Board).

41.2 Subject to the Corporations Act, the Company in a General Meeting may by ordinary resolution increase or reduce the number of directors (including to approve a board limit proposed by the directors) provided that the maximum number must not be less than the number of directors in office at the time that it takes effect.

41.3 A member may not have more than one director, who is a representative of that member, serving as a director of the Company at any given time.

41.4 If the composition requirements in clause 41.1 cannot be maintained due to resignations or other circumstances, the Board must use best endeavours to restore compliance and must present a plan to restore compliance at the next General Meeting.

42 Election and appointment of directors

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

42.2 Apart from the initial directors and directors appointed under clause 42.5 and 42.6, the members may elect a director by a resolution passed in a General Meeting.

42.3 Each of the persons being considered for election as specified in clause 42.2 must be elected by a separate resolution, unless:

- (a) the members present have first passed a resolution that the persons to be elected may be voted on together, and
- (b) no votes were cast against that resolution.

42.4 A person is eligible for election as a director of the Company if they:

- (a) are a representative of a member of the Company,
- (b) gives the Company their signed consent to act as a director of the Company,
- (c) provides the Company their Director Identification Number as issued to them by the Australian Business Registry Services,
- (d) are not ineligible to be a director under the Corporations Act or the ACNC Act, and
- (e) meets any additional criteria proposed by the Board sub-committee responsible for director nominations, and which have been approved by the Board.

42.5 By passing a resolution in accordance with the procedure described at clause 56, the Board may appoint a person as a director to fill a casual vacancy if that person:

- (a) is a representative of a member of the Company,
- (b) gives the Company their signed consent to act as a director of the Company,
- (c) provides the Company their Director Identification Number as issued to them by the Australian Business Registry Services,

- (d) is not ineligible to be a director under the Corporations Act or the ACNC Act, and
- (e) meets any additional criteria proposed by the Board sub-committee responsible for director nominations, and which have been approved by the Board.

42.6 By passing a resolution in accordance with the procedure described at clause 56, the Board may appoint a person as an Appointed Director if that person:

- (a) meets the definition of an Appointed Director as described in clause 73,
- (b) gives the Company their signed consent to act as a director of the Company,
- (c) provides the Company their Director Identification Number as issued to them by the Australian Business Registry Services,
- (d) is not ineligible to be a director under the Corporations Act or the ACNC Act, and
- (e) meets any additional criteria proposed by the Board sub-committee responsible for director nominations, and which have been approved by the Board.

42.7 By passing a resolution in accordance with the procedure described at clause 56, the Board shall appoint an Independent Chair who is an Independent Director.

42.8 If the number of directors is reduced to fewer than 3 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 3 (or higher if required for a quorum) or calling a General Meeting, but for no other purpose.

43 Term of office

43.1 At each annual General Meeting:

- (a) any director appointed by the directors to fill a casual vacancy must retire, and
- (b) at least one-third of the remaining Elected Directors must retire.

43.2 The **Elected Directors** who must retire at each annual General Meeting under clause 43.1(b) will be the Elected Directors who have been longest in office since last being elected. Where such directors were elected on the same day, the Elected Director(s) to retire will be decided by lot unless they agree otherwise.

43.3 An Elected 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.

43.4 Each Elected Director must retire at least once every three years.

43.5 An Elected Director who retires under clause 43.1 may nominate for re-election, subject to clause 43.6.

43.6 An Elected Director who has held office for a continuous period of nine years or more may only be re-elected by a Special Resolution.

43.7 For the avoidance of doubt, any period served by a director while filling a casual vacancy does not count towards the maximum tenure described in clause 43.6.

43.8 An Appointed Director:

- (a) will hold office for a period of three (3) years from the date of the director's appointment, unless the director's term of office ceases earlier in accordance with clause 44, after which they must vacate the office, and

- (b) shall be eligible for re-appointment subject to a maximum of three (3) consecutive terms in office, unless otherwise determined by a Special Resolution of the Board.

44 When a director stops being a director

44.1 A director stops being a director if they:

- (a) no longer satisfy the requirements for their directorship category as set out in clause 41.1,
- (b) give written notice of resignation as a director to the Company,
- (c) die,
- (d) are removed as a director by a resolution of the members,
- (e) are a representative of a member, and that Member stops being a member of the Company,
- (f) are a representative of a Supporter, and that Supporter stops being a Supporter of the Company,
- (g) are a representative of a Member, and the Member notifies the Company that the representative is no longer a representative,
- (h) are a representative of a Supporter, and the Supporter notifies the Company that the representative is no longer a representative,
- (i) are absent for 3 consecutive directors' meetings without approval from the Board, or
- (j) become ineligible to be a director of the Company under the Corporations Act or the ACNC Act.

44.2 For the avoidance of doubt, references to being a representative of a member described in clause 41.1, is not the same as the role Member Representative specified in clause 27.

Powers of directors

45 Powers of directors

45.1 The directors are responsible for managing and directing the activities of the Company to achieve the object set out in clause 6.

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

45.3 The directors must decide on the responsible financial management of the Company including:

- (a) any suitable written delegations of power under clause 45, and
- (b) how money will be managed, such as how electronic transfers, negotiable instruments or cheques must be authorised and signed or otherwise approved.

45.4 Other than a director appointed under clause 42.5 or clause 42.6, the directors cannot remove a director or auditor. Directors and auditors may only be removed by a Members' Resolution at a General Meeting.

46 Delegation of directors' powers

- 46.1 The directors may delegate any of their powers and functions to an advisory group, a committee, a director, an employee of the Company (such as a chief executive officer) or any other person, as they consider appropriate.
- 46.2 The delegation must be recorded in the Company's minute book.

47 Payments to directors

- 47.1 The Company must not pay fees to an Elected Director, or an Appointed Director who is not an Independent Director, for acting as a director.
- 47.2 The Company may:
- (a) pay remuneration to Independent Directors appointed under clause 42.6 for their services as a director provided to the Company, including attending meetings,
 - (b) pay a director for work they do for the Company, other than as a director, if the amount is no more than a reasonable fee for the work done, or
 - (c) reimburse a director for expenses properly incurred by the director in connection with the affairs of the Company.
- 47.3 Any payment made under clause 47.2 must be approved by the Board, and be subject to clause 50 and compliance with any other applicable regulatory requirements.
- 47.4 The Company may pay premiums for insurance indemnifying directors, as allowed for by law (including the Corporations Act) and this constitution.

48 Execution of documents

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

- (a) two directors of the Company, or
- (b) a director and the secretary.

Duties of directors

49 Duties of directors

- 49.1 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 the Company,
 - (b) to act in good faith in the best interests of the Company and to further the charitable object 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 50,
- (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.

49.2 In addition, and subject to Australian law, in discharging their duties under this constitution, the Corporations Act and the general law, the directors of the Company:

- (a) will include in their consideration the following factors:
 - (i) the likely consequences of any decision or act of the Company in the long term,
 - (ii) the interests of the Company's employees,
 - (iii) the need to foster the Company's business relationships with suppliers, customers and others,
 - (iv) the impact of the Company's operations on the community and the environment,
 - (v) the desirability of the Company maintaining a reputation for high standards of business conduct,
 - (vi) the interests of the members of the Company,
 - (vii) the ability of the Company to create an overall positive impact on society and the environment, and
- (b) need not give priority to a particular factor referred to in paragraph (a) over any other factor (including in paragraph (a) or otherwise).

50 Conflicts of interest

50.1 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):

- (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.

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

50.3 Each director who has a material personal interest in a matter that is being considered at a meeting of directors (or that is proposed in a circular resolution) must not, except as provided under clauses 50.4:

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

50.4 A director may still be present and vote if:

- (a) their interest arises because they are a representative of a member of the Company, and all other affected 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 69),

- (c) their interest relates to a payment by the Company under clause 68 (indemnity), or any contract relating to an indemnity that is allowed under the Corporations Act,
- (d) the Australian Securities and Investments Commission (**ASIC**) makes an order allowing the director to vote on the matter, or
- (e) the directors who do not have a material personal interest in the matter pass a resolution that:
 - (i) identifies the director, the nature and extent of the director's interest in the matter and how it relates to the affairs of the Company, and
 - (ii) says that those directors are satisfied that the interest should not stop the director from voting or being present.

Directors' meetings

51 When the directors meet

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

52 Calling directors' meetings

- 52.1 A director may call a directors' meeting by giving reasonable notice to all of the other directors.
- 52.2 A director may give notice in writing or by any other means of communication that has previously been agreed to by all of the directors.

53 Chairperson for directors' meetings

- 53.1 The Independent Chair is entitled to chair directors' meetings.
- 53.2 The directors at a directors' meeting may choose another Independent Director to be the chairperson for that meeting if the Independent Chair 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.

54 Quorum at directors' meetings

- 54.1 Unless the directors determine otherwise, the quorum for a directors' meeting is a majority (more than 50%) of directors, and must include at least 1 Independent Director.
- 54.2 A quorum must be present for the whole directors' meeting.

55 Using technology to hold directors' meetings

- 55.1 The directors may hold their meetings by using any technology (such as video or teleconferencing) that is agreed to by all of the directors.
- 55.2 The directors' agreement may be a standing (ongoing) one.
- 55.3 A director may only withdraw their consent within a reasonable period before the meeting.

56 Passing directors' resolutions

A directors' resolution may be passed by a majority of the votes cast agreeing to the resolution by directors present and entitled to vote on the resolution, subject to the quorum requirements as set out in clause 54.

57 Circular resolutions of directors

57.1 The directors may pass a circular resolution without a directors' meeting being held.

57.2 A circular resolution is passed if at least 75% of directors (which must include an Independent Director) entitled to vote on the resolution participate in the circular resolution (individually, a **Participating Director**), and all Participating Directors agree to the resolution in the manner set out in clause 57.3 or 57.4.

57.3 Each Participating Director may sign:

- (a) a single document setting out the resolution and containing a statement that the Participating Director agrees to the resolution, or
- (b) separate copies of that document, as long as the wording of the resolution is the same in each copy.

57.4 The Company may send a circular resolution by email to the directors, and the directors may agree to the resolution by sending a reply email to that effect, including the text of the resolution in their reply. A circular resolution must be sent to all directors.

Chief executive officer

58 Appointment and role of chief executive officer

58.1 The directors may appoint one chief executive officer of the Company, for any period and on terms (including remuneration) as the directors resolve. Subject to any agreement between the Company and the chief executive officer, the directors may vary or terminate the appointment of the chief executive officer of the Company at any time, with or without cause.

58.2 The chief executive officer must exercise any powers delegated to him or her in accordance with any directions of the directors.

Secretary

59 Appointment and role of secretary

59.1 The Company must have at least one secretary, who may also be a director.

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

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

59.4 The role of the secretary includes:

- (a) maintaining a register of the Company's members, and
- (b) maintaining the minutes and other records of General Meetings (including notices of meetings), directors' meetings and circular resolutions.

Minutes and records

60 Minutes and records

60.1 The Company must, within one month, make and keep the following records:

- (a) minutes of proceedings and resolutions of General Meetings,
- (b) minutes of circular resolutions of members,
- (c) a copy of a notice of each General Meeting, and
- (d) a copy of a Members' Statement distributed to members under clause 32.

60.2 The Company must, within one month, make and keep the following records:

- (a) minutes of proceedings and resolutions of directors' meetings (including meetings of any committees), and
- (b) minutes of circular resolutions of directors.

60.3 To allow members to inspect the Company's records:

- (a) the Company must give a member access to the records set out in clause 60.1, and
- (b) the directors may authorise a member to inspect other records of the Company, including records referred to in clause 60.2 and clause 61.1.

60.4 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.

60.5 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.

61 Financial and related records

61.1 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.

61.2 The Company must also keep written records that correctly record its operations.

61.3 The Company must retain its records for at least 7 years.

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

By-laws

62 By-laws

- 62.1 The directors may pass a resolution to make by-laws to give effect to this constitution.
- 62.2 Members and directors must comply with by-laws as if they were part of this constitution.

Notice

63 What is notice

- 63.1 Anything written to or from the Company under any clause in this constitution is written notice and is subject to clauses 64 to 66, unless specified otherwise.
- 63.2 Clauses 64 to 66 do not apply to a notice of proxy under clause 39.6.

64 Notice to the company

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

- (a) delivering it to the Company's registered office,
- (b) posting it to the Company's registered office or to another address chosen by the Company for notice to be provided,
- (c) sending it to an email address or other electronic address notified by the Company to the members as the Company's email address or other electronic address, or
- (d) sending it to the fax number notified by the Company to the members as the Company's fax number.

65 Notice to members

- 65.1 Written notice or any communication under this constitution may be given to a member:
- (a) in person,
 - (b) by posting it to, or leaving it at the address of the Member in the register of members or an alternative address (if any) nominated by the Member for service of notices,
 - (c) by sending it to the email or other electronic address nominated by the Member as an alternative address for service of notices (if any),
 - (d) by sending it to the fax number nominated by the Member as an alternative address for service of notices (if any), or
 - (e) 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).
- 65.2 If the Company does not have an address for the member, the Company is not required to give notice in person.

66 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, fax or other electronic method, is taken to be given on the business day after it is sent, and
- (d) given under clause 65.1(e) is taken to be given on the business day after the notification that the notice is available is sent.

Financial year

67 Company's financial year

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

Indemnity, insurance and access

68 Indemnity

- 68.1 The Company indemnifies each officer of the Company out of the assets of the Company, to the relevant extent, against all losses and liabilities (including costs, expenses and charges) incurred by that person as an officer of the Company.
- 68.2 In this clause, 'officer' means a director or secretary and includes a director or secretary after they have ceased to hold that office.
- 68.3 In this clause, 'to the relevant extent' means:
- (a) to the extent that the Company is not precluded by law (including the Corporations Act) from doing so, and
 - (b) for the amount that the officer is not otherwise entitled to be indemnified and is not actually indemnified by another person (including an insurer under an insurance policy).
- 68.4 The indemnity is a continuing obligation and is enforceable by an officer even though that person is no longer an officer of the Company.

69 Insurance

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

70 Directors' access to documents

70.1 A director has a right of access to the financial records of the Company at all reasonable times.

70.2 If the directors agree, the Company must give a director or former director access to:

- (a) certain documents, including documents provided for or available to the directors, and
- (b) any other documents referred to in those documents.

Winding up

71 Surplus assets not to be distributed to members

If the Company is wound up, any Surplus Assets must not be distributed to a member or a former member of the Company, unless that member or former member is a charity described in clause 72.1.

72 Distribution of surplus assets

72.1 Subject to the Corporations Act and any other applicable Act, and any court order, any Surplus Assets that remain after the Company is wound up must be distributed to one or more charities:

- (a) with charitable objects similar to, or inclusive of, the object in clause 6, and
- (b) which also prohibit the distribution of any Surplus Assets to its members to at least the same extent as the Company.

72.2 The decision as to the charity or charities to be given the Surplus Assets must be made by a Special Resolution of members at or before the time of winding up. If the members do not make this decision, the Company may apply to the Supreme Court to make this decision.

Definitions and interpretation

73 Definitions

In this constitution:

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

Appointed Director means a director appointed in accordance with clause 42.6, and who is either:

- (a) an Independent Director,
- (b) a representative of the Australian Fashion Council,
- (c) a representative of a Supporter,
- (d) an independent director who is the Guardian Of Nature, or
- (e) other representative of a stakeholder who is not a representative of a member of the Company, or a category of appointed director described at (a), (b), (c) and (d) above, as contemplated at clause 41.1(b)(iv).

Board Sub-Committee means a committee of the Board established by the Board who will advise the Board on matters related to the election and appointment of directors from time to time, and who operate in accordance with the relevant sub-committee charter approved by the Board.

Company means the company referred to in clause 1.

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

Codes and Policies means the codes, policies and rules of the Company from time to time as determined by the Board, including but not limited to the Code of Commitment and a code of conduct.

Elected Director means a director of the Company, who is a representative of a member of the Company, referred to in clause 41.1(a).

Fees, in relation to a:

- (a) Scheme Membership Agreement means the fees payable by a member as determined by the Company from time to time and agreed to by the Member in the Scheme Membership Agreement, and
- (b) Scheme Supporter Agreement means the fees payable by a Supporter as determined by the Company from time to time and agreed to by the Supporter in the Scheme Supporter Agreement.

Foundation Member means a person who is named in the application for registration of the Company, with their consent, as a proposed member of the Company.

General Meeting means a meeting of members and includes the annual General Meeting, under clause 23.1.

Guardian Of Nature means an Independent Director, who brings relevant specialist knowledge and skills in relation to the natural world and the non-human species that inhabit it and/or social impact.

Independent Chair means an independent director appointed in accordance with clause 42.7.

Independent Director means a director appointed in accordance with clause 42.6, and who is independent of any business or other association that could materially interfere with, or could reasonably be perceived to materially interfere with, with the ability to show independent judgement or to act in the best interest of the organisation.

Members Present means, in connection with a General Meeting, the Members Present in person, by representative or by proxy at the venue or venues (if any) for the meeting or using the technology specified in the notice of General Meeting for the purpose of attending the General Meeting.

Member Representative means a natural person referred to in clause 27, and who, for the avoidance of doubt, may not be a director of the Company.

Person means a natural person or an incorporated body, as referred to in clause 11.3.

Registered Charity means a charity that is registered under the ACNC Act.

Scheme means the Scheme referred to in clause 6.

Scheme Membership Agreement means the Scheme Membership Agreement referred to in clause 11.1(c).

Scheme Supporter Agreement means the Scheme Supporter Agreement referred to in clause 11.2(b).

Special Resolution means a resolution:

- (a) of which notice has been given under clause 24.5(c), and
- (b) that has been passed by at least 75% of the votes cast by Members Present and entitled to vote on the resolution.

Supporter means a person who satisfies the criteria in clause 11.2.

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.

74 Reading this constitution with the Corporations Act and ACNC Act

- 74.1 The replaceable rules set out in the Corporations Act do not apply to the Company.
- 74.2 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.
- 74.3 If the Company is not a Registered Charity (even if it remains a charity), the Corporations Act overrides any clause in this constitution which is inconsistent with that Act.
- 74.4 A word or expression that is defined in the Corporations Act, or used in that Act and covering the same subject, has the same meaning as in this constitution.

75 Interpretation

In this constitution:

- (a) the words 'including', 'for example', or similar expressions mean that there may be more inclusions or examples than those mentioned after that expression,
- (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) "in writing" and "written" include printing and lithography and other modes of reproducing or representing words in a visible form and include electronic means provided the same can be recorded in a permanent form,
- (d) the singular includes the plural, and the plural includes the singular,
- (e) a person includes a firm, a body corporate, a partnership, a joint venture, an unincorporated body or association or an authority, and
- (f) headings and any table of contents or index are for convenience only and do not form part of this constitution or affect its interpretation.



Seamless

