

CONSTITUTION of
Women in Tourism International Alliance Limited
2022 Version 1



**CONSTITUTION OF WOMEN IN TOURISM
INTERNATIONAL ALLIANCE LIMITED**

2022 Version 1 (A) (final)
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Australian Company Number (ACN) 117 379 852
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A company limited by guarantee

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Preliminary

1. Name of the company

- 1.1. The name of the **company** is
WOMEN IN TOURISM INTERNATIONAL ALLIANCE LIMITED (the **company**).

2. Type of company

- 2.1. The **company** is a not-for-profit public **company** limited by guarantee.

3. Limited liability of members

- 3.1. The liability of members is limited to an amount not exceeding \$1.00 (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:
- 3.1.1. debts and liabilities of the **company** incurred before the member stopped being a member, or
 - 3.1.2. costs associated with the winding up.

4. Reading this constitution with the Corporations Act

- 4.1. The replaceable rules set out in the **Corporations Act** are displaced by the constitution and do not apply to the **company**.
- 4.2. If the **company** is not a **registered charity** (even if it remains a charity under section 5 of the **Charities Act**), the **Corporations Act** overrides any clause in this constitution which is inconsistent with the **ACNC Act**.
- 4.3. 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

- 5.1. In this constitution, words and phrases have the meaning set out in clauses 77 and 78.

Charitable purposes and powers

6. Object

The objectives of the Company are as follows:-

- 6.1. be a representative body of women in the travel, tourism, hospitality and related industry on an international level;
- 6.2. affiliate with Industry based Individuals, Clubs or Organizations focusing on networking throughout the world.
- 6.3. work for harmonious relations within the industry both nationally and internationally
- 6.4. combat racism and discrimination by promoting peace, cultural understanding, and protection of our planet's natural resources.

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- 6.5. work for the improvement in the status of women in the industry and general community
- 6.6. act in concert with other industry organisations on issues affecting members of the Company
- 6.7. foster and encourage international friendships, mutual understanding and better social relationships between its members worldwide
- 6.8. promote business relationships between members, the travel and tourism organisations they represent, and the travelling public.
- 6.9. support charitable causes devoted to the care and safety of women and children worldwide
- 6.10. provide invaluable and indefinable support to our members as the need arises.
- 6.11. raise moneys and funds for the support and assistance when necessary for Company members
- 6.12. assist, educate, and develop young people in the industry

7. Powers

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:

- 7.1. the powers of an individual, and
- 7.2. 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 8.3
- 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:
 - 8.3.1. 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
 - 8.3.2. making a payment to a member in carrying out the **company's** charitable purpose(s).

9. Amending the constitution

- 9.1. Subject to clause 9.3, the members may amend this constitution by passing a **special resolution**.
- 9.2. Any amendment to this constitution will take effect from the date of the special resolution, or from any later date specified in the resolution passing the amendment.
- 9.3. The members must not pass a **special resolution** that amends this constitution if passing it conflicts with the objects as set out in clause 6.

Members

10. Membership and register of members

- 10.1. The members of the **company** are divided into categories which may be determined by the Board from time to time. Such categories include:
 - 10.1.1. Individual members
 - 10.1.2. Corporate members

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- 10.1.3. Past Active members
 - 10.1.4. Honorary members
 - 10.1.5. Life Members
 - 10.1.6. Associate members
 - 10.1.7. Student members
- 10.2. The **company** must establish and maintain a register of members. The register of members must be kept by the secretary and must contain:
- 10.2.1. for each current member:
 - 10.2.1.1. name
 - 10.2.1.2. address
 - 10.2.1.3. any alternative address nominated by the member for the service of notices, and
 - 10.2.1.4. date the member was entered on to the register.
 - 10.2.2. for each person who stopped being a member in the last 7 years:
 - 10.2.2.1. name
 - 10.2.2.2. address
 - 10.2.2.3. any alternative address nominated by the member for the service of notices, and
 - 10.2.2.4. dates the membership started and ended.
- 10.3. The **company** must give current members access to the register of members.
- 10.4. Information that is accessed from the register of members must only be used in a manner relevant to the interests or rights of members.

11. Who can be a member

- 11.1. A person who supports the purpose of the **company** is eligible to apply to be a member of the **company** under clause 12.
- 11.2. The following categories of persons qualify to become members (but do not become members until they apply to become members and accepted as members by the Board):
- 11.3. **INDIVIDUAL MEMBERS**
 - 11.3.1. Persons who are employed in Travel, Tourism, Hospitality and/or related Industry, and
 - 11.3.2. who have been employed in such industry for a minimum of six (6) months.
 - 11.3.3. The Travel, Tourism, Hospitality and/or related industry will include, but is not limited to, the following categories:
 - 11.3.3.1 Travel Agents; Tour Operators; Hospitality & Hotel/Apartment Operators; Airlines; Coach/Rail Operators; Inbound Tour Operators; Car Rental Organisations, Theme Parks, Catering Organisations and Restaurants; Convention Organisers; Tourist Industry Publishers; Government Tourist Bureaus; Tourism Educators; Tourism Related retail outlets; Tour Guides; Tourism Ancillary; Freight forwarders; Technology/Computer Reservations Companies; Travel Marketing/PR Companies; Tourism Media; Transport; Other Supporting businesses.

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11.4. CORPORATE MEMBERSHIP

- 11.4.1. Organisations which are engaged in Travel, Tourism, Hospitality and/or related Industries, and
- 11.4.2. Are actively engaged in selling and/or promoting travel and tourism
- 11.4.3. The Travel, Tourism, Hospitality and/or related industry will include, but is not limited to, the following categories:
 - 11.4.3.1. Travel Agents; Tour Operators; Hospitality & Hotel/Apartment Operators; Airlines; Coach/Rail Operators; Inbound Tour Operators; Car Rental Organisations, Theme Parks, Catering Organisations and Restaurants; Convention Organisers; Tourist Industry Publishers; Government Tourist Bureaus; Tourism Educators; Tourism Related retail outlets; Tour Guides; Tourism Ancillary; Freight forwarders; Technology/Computer Reservations Companies; Travel Marketing/PR Companies; Tourism Media; Transport; Other Supporting businesses.
- 11.4.4. Organisations will be represented at meetings and functions by a nominee with the proviso that if the nominee is unable to attend a function, a replacement nominee may be nominated.

11.5. PAST ACTIVE MEMBERS

- 11.5.1. a person who retires from the industry but has been a Foundation Member of the Company, may after 1 July 2007, apply to be a Past Active Member;
- 11.5.2. a person joining the Company after 1 July 2006 and who remains a fully paid-up member for a minimum of two years and then retires, may apply to be a Past Active Member.

11.6. ASSOCIATE MEMBERS

- 11.6.1. Employed in industries not directly related to the Travel, Tourism, Hospitality and/or related Industry but who wish to have direct contact with members of the Company.
- 11.6.2. Associate Members have no voting right

11.7. HONORARY MEMBERS & LIFE MEMBERSHIP

- 11.7.1. On the recommendation of the Board, the Company may appoint a person to be an honorary member of the Company, who does not have to be a member but recognised for their contribution to the objectives of the company.
- 11.7.2. The Board may cancel the status of a person as an honorary member of the Company.
- 11.7.3. Honorary Members do not have voting rights.
- 11.7.4. On the recommendation of the Board, the Company may appoint a person to be a Life member of the company. This person must be a fully paid existing member of the Company and is recognised for their contribution to the objectives of the company.
- 11.7.5. Life members have voting rights.
- 11.7.6. Both Honorary Members and Life Members will pay no annual membership fee.

11.8. STUDENT MEMBERS

- 11.8.1. Are confined to students studying Travel/Tourism & Hospitality subjects at a recognised educational establishment.
- 11.8.2. Student Membership is limited to a maximum of two (2) years.
- 11.8.3. Student Members do not have voting rights.
- 11.8.4. Student Members will pay no joining fee, however the annual membership fee will apply

11.9. In this clause, 'person' means an individual or incorporated body.

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12. How to apply to become a member

- 12.1. A person (as defined in clause 11.2) may apply to become a member of the **company** by completing the relevant application provided by the company stating that they:
- 12.1.1. want to become a member
 - 12.1.2. support the purpose(s) of the **company**, and
 - 12.1.3. agree to comply with the **company's** constitution, including paying the guarantee under clause 4 if required.
 - 12.1.4. Submit to the absolute discretion of the Board as to whether their application will be accepted.
- 12.2. A person who:-
- 12.2.1. qualifies to become a member;
 - 12.2.2. applies for membership in the form approved by the Company
 - 12.2.3. support the objects of the Company.
 - 12.2.4. pays the joining fee as applicable; and
 - 12.2.5. is accepted by the Board as a member;
- is eligible to become a member of the Company

13. Directors decide whether to approve membership

- 13.1. The directors must consider an application for membership within 14 days after the secretary receives the application
- 13.2. If the directors approve an application, the secretary must as soon as possible:
- 13.2.1. enter the new member on the register of members, and
 - 13.2.2. write to the applicant to tell them that their application was approved pursuant to clause 14, and the date that their membership started.
- 13.3. If the directors reject an application, the secretary must write to the applicant and give reasons for their decision within 14 days.

14. When a person becomes a member

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

15. When a person stops being a member

- 15.1. The person remains a member only so long as the person:-
- 15.1.1. pays the annual membership fee for the classification of membership set by the Company from time to time; and
 - 15.1.2. complies with the requirements of the Company as determined by the Board from time to time.
- 15.2. The following categories of members are not liable to pay the annual membership fee:-
- 15.2.1. honorary members & life members
- 15.3. Membership is for the period commencing on the date the Company accepts an applicant for membership and ends 12 months immediately following the acceptance of the application.
- 15.4. The Board may from time to time vary the annual membership fee.

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- 15.5. The rights and privileges of members are:-
- 15.5.1. personal to each member; and
 - 15.5.2. not transferable
- 15.6. A member wishing to renew that person's annual membership must:-
- 15.6.1. pay the annual membership fee set by the Company from time to time; and
 - 15.6.2. comply with the requirements of the Company as determined by the Board from time to time.
- 15.7. A person immediately stops being a member if:
- 15.7.1. they die;
 - 15.7.2. the company is wound up or otherwise dissolved or deregistered (for an incorporated member);
 - 15.7.3. they resign, by giving written notice to the secretary;
 - 15.7.4. they are expelled under clause **Error! Reference source not found.**;
 - 15.7.5. 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; or
 - 15.7.6. they do not pay their annual membership fee.
- 15.8. **ANNUAL MEMBERSHIP FEE**
- 15.8.1. Each member who is not an honorary member or life member must pay an annual membership fee.
 - 15.8.2. Subject to the provisions of this constitution dealing with forfeiture of membership, the Board will determine that a person who does not pay the annual membership fee within 28 days of the due date for payment will cease to be a member.
 - 15.8.3. The annual membership fee is:-
 - 15.8.3.1. in the case of the 1st annual membership fee - for the period commencing on the date of registration and ending on the following 12 months; and
 - 15.8.3.2. each 12-month anniversary thereafter date.
 - 15.8.4. The Board shall fix the amount of the annual membership fee and an initial joining fee if applicable
 - 15.8.5. The annual membership and the applicable joining fee may:-
 - 15.8.5.1. differ for different classes of members; and
 - 15.8.5.2. increase or decrease from time to time, and as determined by the Board.

Dispute resolution and disciplinary procedures

16. Dispute resolution

- 16.1. The dispute resolution procedure in this clause applies to disputes between a member or director and:
- 16.1.1. one or more members
 - 16.1.2. one or more directors,
- 16.2. A member must not start a dispute resolution procedure in relation to a matter which is the subject of a disciplinary procedure under clause 17 until the disciplinary procedure is completed.

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- 16.3. All members must within 14 days:
- 16.3.1.1. tell the directors about any dispute in writing
 - 16.3.1.2. agree or request that a mediator be appointed, and
 - 16.3.1.3. attempt in good faith to settle the dispute by mediation.
- 16.4. The mediator must:
- 16.4.1. be chosen by agreement of those involved, or
 - 16.4.2. where those involved do not agree:
 - 16.4.2.1. for disputes between members, a person chosen by the directors, or
 - 16.4.2.2. for other disputes, a person chosen by either the Commissioner of the Australian Charities and Not-for-profits Commission or the president of the law institute or society in the state or territory in which the **company** has its registered office.
- 16.5. A mediator chosen by the directors under clause 16.4.2.2:
- 16.5.1. may be a member or former member of the **company**
 - 16.5.2. must not have a personal interest in the dispute, and
 - 16.5.3. must not be biased towards or against anyone involved in the dispute.
- 16.6. When conducting the mediation, the mediator must:
- 16.6.1. allow those involved a reasonable chance to be heard
 - 16.6.2. allow those involved a reasonable chance to review any written statements
 - 16.6.3. ensure that those involved are given natural justice, and
 - 16.6.4. not make a decision on the dispute.

17. Disciplining members

- 17.1. In accordance with this clause, the directors may resolve to warn, suspend or expel a member from the **company** if the directors consider that:
- 17.1.1. the member has breached this constitution, or
 - 17.1.2. the member's behaviour is causing, has caused, or is likely to cause harm to the **company**.
- 17.2. At least 14 days before the directors' meeting at which a resolution under clause 17.1 will be considered, the secretary must notify the member in writing:
- 17.2.1. that the directors are considering a resolution to warn, suspend or expel the member
 - 17.2.2. that this resolution will be considered at a directors' meeting and the date of that meeting what the member is said to have done or not done
 - 17.2.3. the nature of the resolution that has been proposed, and
 - 17.2.4. that the member may provide an explanation to the directors, and details of how to do so.
- 17.3. Before the directors pass any resolution under clause 17.1, the member must be given a chance to explain or defend themselves by:
- 17.3.1. sending the directors, a written explanation before that directors' meeting, and/or
 - 17.3.2. speaking at the meeting.
- 17.4. After considering any explanation under clause 17.3, and if no response has been provided within 14 days of writing to the member, the directors may:

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- 17.4.1. take no further action
 - 17.4.2. warn the member
 - 17.4.3. suspend the member's rights as a member for a period of no more than 12 months
 - 17.4.4. expel the member
 - 17.4.5. refer any decision about appropriate disciplinary action to an unbiased, independent person provided that the person making the decision's authority is limited to what the directors could have decided under this clause or
 - 17.4.6. require the matter to be determined at a **general meeting**.
- 17.5. The directors cannot fine a member.
- 17.6. The secretary must within 14 days give written notice to the member of the decision under clause 17.4 as soon as possible.
- 17.7. Disciplinary procedures must be completed as soon as reasonably practical within 14 days of the directors being provided a response from the member, or no response, whichever is the case.
- 17.8. There will be no liability for any loss or injury suffered by the member as a result of any decision made in good faith under this clause.

General meetings of members

18. General meetings called by directors

- 18.1. The directors may call a **general meeting**.
- 18.2. 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:
 - 18.2.1. within 21 days of the members' request, give all members notice of a **general meeting**, and
 - 18.2.2. 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 calculated no later than midnight the night before the meeting.
- 18.4. The members who make the request for a **general meeting** must:
 - 18.4.1. state in the request any resolution to be proposed at the meeting
 - 18.4.2. sign the request, and
 - 18.4.3. give the request to the **company**.
- 18.5. Separate copies of a document setting out the request may be signed by members if the wording of the request is the same in each copy.

19. General meetings called by members

- 19.1. If the directors do not call the meeting within 21 days of being requested under clause 18.2, 50% or more of the members who made the request may call and arrange to hold a **general meeting**.
- 19.2. To call and hold a meeting under clause 19.1 the members must:
 - 19.2.1. as far as possible, follow the procedures for **general meetings** set out in this constitution
 - 19.2.2. 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

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- 19.2.3. hold the **general meeting** within three months after the request was given to the **company**.
- 19.3. 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.

20. Annual general meeting

- 20.1. A **general meeting**, called the annual **general meeting**, must be held:
 - 20.1.1. within 18 months after registration of the **company**, and
 - 20.1.2. after the first annual **general meeting**, at least once in every calendar year.
- 20.2. Even if these items are not set out in the notice of meeting, the business of an annual **general meeting** may include:
 - 20.2.1. a review of the **company's** activities
 - 20.2.2. a review of the **company's** finances
 - 20.2.3. any auditor's report
 - 20.2.4. the election of directors, and
 - 20.2.5. the appointment and payment of auditors, if any.
- 20.3. The directors must give relevant financial information to the members on the **company's** activities and finances during the period since the last annual **general meeting** no less than 14 days prior to the annual general meeting.

21. Notice of general meetings

- 21.1. Notice of a **general meeting** must be given to:
 - 21.1.1. each member entitled to vote at the meeting
 - 21.1.2. each director, and
 - 21.1.3. the auditor (if any).
- 21.2. Notice of a **general meeting** must be provided in writing at least 21 days before the meeting.
- 21.3. Members may elect to receive notice:
 - 21.3.1. In person
 - 21.3.2. by post
 - 21.3.3. by electronic means.
- 21.4. Subject to clause 21.5, notice of a meeting may be provided less than 21 days before the meeting if:
 - 21.4.1. for an annual **general meeting**, all the members entitled to attend and vote at the annual **general meeting** agree beforehand, or
 - 21.4.2. for any other **general meeting**, members with at least 95% of the votes that may be cast at the meeting agree beforehand.
- 21.5. Notice of a meeting cannot be provided less than 21 days before the meeting if a resolution will be moved to:
 - 21.5.1. remove a director
 - 21.5.2. appoint a director in order to replace a director who was removed, or
 - 21.5.3. remove an auditor.

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21.6. Notice of a **general meeting** must include:

- 21.6.1. the place, date and time for the meeting (and if the meeting is to be held in one or more physical venues and using virtual technology or using virtual technology only, the technology that will be used to facilitate this)
- 21.6.2. the general nature of the meeting's business
- 21.6.3. if applicable, that a **special resolution** is to be proposed and the wording of the proposed resolution
- 21.6.4. a statement that members have the right to appoint proxies and that, if a member appoints a proxy:
 - 21.6.4.1. the proxy must be a member of the **company**
 - 21.6.4.2. 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
 - 21.6.4.3. the proxy form must be delivered to the **company** at least 48 hours before the meeting;
 - 21.6.4.4. they have an alternative and may provide notice of their intentions about any items to be discussed during the meeting, but that notice must be in writing, and their decision about any items to be discussed during the meeting, must be provided to the secretary, no less than 48 hours prior to the meeting.

21.7. If a **general meeting** is adjourned for one month or more, the members must be given new notice of the date of the resumed meeting.

22. Quorum at general meetings

- 22.1. For a **general meeting** to be held, a quorum must be present (in person, by proxy or by representative), which is at least double the number of members on the Board plus one, for the whole meeting.
- 22.2. No business may be conducted at a **general meeting** if a quorum is not present.
- 22.3. If there is no quorum present within 30 minutes after the starting time stated in the notice of **general meeting**, the **general meeting** is adjourned to another date, time and place. If it is not specified one or more of those things, the meeting is adjourned to:
 - 22.3.1. if the date is not specified – the same day in the next week
 - 22.3.2. if the time is not specified – the same time, and
 - 22.3.3. if the place is not specified – the same place.
- 22.4. If no quorum is present at the resumed meeting within 30 minutes after the starting time set for that meeting, the meeting is cancelled.

23. Auditor's right to attend meetings

- 23.1. The auditor (if any) is entitled to attend any **general meeting** and to be heard by the members on any part of the business of the meeting that concerns the auditor in the capacity of auditor.
- 23.2. The **company** must give the auditor (if any) any communications relating to the **general meeting** that a member of the **company** is entitled to receive.

24. How meetings of members may be held

- 24.1. The **company** may hold a **general meeting** at:
 - 24.1.1. at one or more physical venues, or

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- 24.1.2. one or more physical venues and using virtual technology, or
- 24.1.3. using only virtual technology.
- 24.2. All members must be given a reasonable opportunity to participate in the meeting.
- 24.3. Anyone using this technology is taken to be present in person at the meeting.

25. Chairperson for general meetings

- 25.1. The **elected chairperson** is entitled to chair **general meetings**.
- 25.2. 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:
 - 25.2.1. There is no **elected chairperson**, or
 - 25.2.2. The **elected chairperson** is not present within 30 minutes after the starting time set for the meeting, or
 - 25.2.3. The **elected chairperson** is present but says they do not wish to act as chairperson of the meeting.

26. Role of the Chairperson

- 26.1. 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)).
- 26.2. The chairperson does not have a casting vote.

27. Adjournment of meetings

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

Members' resolutions and statements

28. Members' resolutions and statements

- 28.1. Members with at least 5% of the votes that may be cast on a resolution must give:
 - 28.1.1. 14 days written notice to the **company** of a resolution they propose to move at a **general meeting** (members' resolution), and/or
 - 28.1.2. a written request to the **company** that the **company** give all its members a statement about a proposed resolution or any other matter that may properly be considered at a **general meeting** (members' statement).
- 28.2. A notice of a members' resolution must set out the wording of the proposed resolution and be signed by the members proposing the resolution.
- 28.3. A request to distribute a members' statement must set out the statement to be distributed and be signed by the members making the request.
- 28.4. The percentage of votes that members have (as described in clause 28.1.1) is to be worked out as at midnight before the request or notice is given to the **company**.
- 28.5. If the **company** has been given notice of a members' resolution under clause 29.1(a), the resolution must be considered at the next **general meeting** that occurs after the notice is given.

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

29. Company must give notice of proposed resolution

- 29.1. If the **company** has been given written notice of a members' resolution or a written request under clause 26(1):
- 29.1.1. more than 14 days prior to the 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
 - 29.1.2. less than 14 days prior to the 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.
- 29.2. The **company** does not need to send the notice of proposed members' resolution or a copy of the members' statement to members if:
- 29.2.1. it is more than 1 000 words long
 - 29.2.2. the directors consider it may be defamatory
 - 29.2.3. clause 27.2.2 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
 - 29.2.4. 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.

30. Circular resolutions of members

- 30.1. Subject to clause 30.3, the directors may put a resolution to the members to pass a resolution without a **general meeting** being held (a circular resolution)
- 30.2. 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.
- 30.3. Circular resolutions cannot be used:
- 30.3.1. for a resolution to remove an auditor, appoint a director or remove a director
 - 30.3.2. for passing a **special resolution**, or
 - 30.3.3. where a member can vote on motions (including adapting this new constitution) instead of giving a proxy.
- 30.4. 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 30.5 or clause 28.6.
- 30.5. Members may sign:
- 30.5.1. a single document setting out the circular resolution and containing a statement that they agree to the resolution, or
 - 30.5.2. separate copies of that document, provided the wording is the same in each copy.
- 30.6. 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

31. How many votes a member has

- 31.1. Each member who is entitled to vote has:
 - 31.1.1. on a show of hands, one vote, and
 - 31.1.2. on a poll, one vote
- 31.2. Every member present (excluding Associate, Honorary and Student members) shall be entitled to one vote and in the case of an equality of votes the President shall have a second or casting vote provided that no member shall be entitled to vote at any general meeting if his/her annual membership fee is unpaid.
- 31.3. **Voting restrictions - unpaid membership fee**
 - 31.3.1. Provided any annual membership fee or other sum presently payable by a member remains unpaid, then, unless the Board otherwise determines, a member is not entitled to:-
 - 31.3.2. vote at a general meeting of members; or
 - 31.3.3. exercise any other right conferred by being a member in relation to general meetings of members.

32. Challenge to member's right to vote

- 32.1. A member may only challenge a person's right to vote at a **general meeting** at that meeting.
- 32.2. If a challenge is made under clause 32.1, the President must decide whether or not the person may vote. The President's decision is final

33. Method of voting

- 33.1. Voting must be decided on a poll if:
 - 33.1.1. the notice of the meeting set out an intention to propose the resolution and stated the resolution, or
 - 33.1.2. the company has given notice of the resolution under clause 29, or
 - 33.1.3. a poll is demanded.
- 33.2. If a poll is not required or has not been demanded, voting may be conducted by:
 - 33.2.1. a show of hands,
 - 33.2.2. a vote in writing, or
 - 33.2.3. another method chosen by the President that is fair and reasonable in the circumstances, including electronic voting.
- 33.3. Before a vote is taken, the President must state whether any proxy votes have been received and, if so, how the proxy votes will be cast.

34. Demand for a poll

- 34.1. A demand for a poll may be made by:
 - 34.1.1. the Chair of the meeting
 - 34.1.2. at least 5 members entitled to vote on the resolution, or
 - 34.1.3. at least 5% of members present having the right to vote at the meeting.

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- 34.2. The poll may be demanded:
- 34.2.1. before a vote is taken, or
 - 34.2.2. before the voting results on a show of hands are declared, or
 - 34.2.3. immediately after the voting results on a show of hands are declared.

35. Conduct of a poll

- 35.1. The demand for a poll may be withdrawn.
- 35.2. If a poll is duly demanded (and the demand not withdrawn), it must be taken in such manner and at such time as the Chair of the meeting directs.
- 35.3. A poll demanded on the election of a Chair or on any question of adjournment must be taken at the meeting and without an adjournment.
- 35.4. The result of the poll is the resolution of the meeting at which the poll was demanded.

36. Declaring the result of a vote on show of hands

- 36.1. On a show of hands, the President's decision is conclusive evidence of the result of the vote. The President 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.

37. When and how a vote in writing must be held

- 37.1. A vote in writing may be demanded on any resolution instead of or after a vote by a show of hands by:
 - 37.1.1. at least five **members present**
 - 37.1.2. **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
 - 37.1.3. the President.
- 37.2. A vote in writing must be taken when and how the President directs, unless clause 35.3 applies.
- 37.3. A vote in writing must be held immediately if it is demanded under clause 35.3 applies.
 - 37.3.1. to decide whether to adjourn the meeting.
- 37.4. A demand for a vote in writing may be withdrawn.

38. Appointment of proxy

- 38.1. A member may appoint a proxy to attend and vote at a **general meeting** on their behalf.
- 38.2. A proxy must be a member.
- 38.3. A proxy appointed to attend and vote for a member has the same rights as the member to:
 - 38.3.1. speak at the meeting
 - 38.3.2. vote in a vote in writing (but only to the extent allowed by the appointment),
 - 38.3.3. join in the demand for a poll under clause 35.1, and
 - 38.3.4. join in to demand a vote in writing under clause 38.1.
- 38.4. An appointment of proxy (proxy form) must be signed by the member appointing the proxy and must contain:
 - 38.4.1. the member's name and address

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- 38.4.2. the **company's** name
- 38.4.3. the proxy's name or the name of the office held by the proxy, and
- 38.4.4. the meeting(s) at which the appointment may be used.
- 38.5. Proxy forms must be received by the **company** at the address stated in the notice under clause 21.6.4 or at the **company's** registered address at least 48 hours before a meeting.
- 38.6. A proxy appointment form may be delivered in person, by post, or by electronic means.
- 38.7. A proxy does not have the authority to speak and vote for a member at a meeting while the member is at the meeting.
- 38.8. If the **company** receives written notice from the member or a medical practitioner as the case may be, before the start or resumption of a **general meeting** at which a proxy votes, that the appointing member:
 - 38.8.1. is mentally incapacitated
 - 38.8.2. revokes the proxy's appointment, or
 - 38.8.3. revokes the authority of a representative or agent who appointed the proxy, then that vote cast by the proxy on behalf of an appointing member is invalid.
- 38.9. A proxy appointment may specify the way the proxy must vote on a particular resolution.

39. Voting by proxy

- 39.1. 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).
- 39.2. When a vote in writing is held, a proxy:
 - 39.2.1. does not need to vote, unless the proxy appointment specifies the way they must vote
 - 39.2.2. if the way they must vote is specified on the proxy form, must vote that way, and
 - 39.2.3. if the proxy is also a member or holds more than one proxy, may cast the votes held in different ways.

40. Directors

- 40.1. Each director must be a natural person.
- 40.2. A director must be a member of the Company.
- 40.3. The first directors are the persons who:-
 - 40.3.1. have been nominated by the signatories to this constitution; and
 - 40.3.2. consented to be bound by this constitution for the purpose of creating and registering the Company.

41. Age of directors

- 41.1. A director must be at least 18 years of age.

42. Appointment of directors

- 42.1. Subject to section 203D *Corporations Act 2001*, each director is:-
 - 42.1.1. elected; or
 - 42.1.2. appointed
- 42.2. for the term of two (2) years, expiring at the Annual General Meeting occurring after that person's

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election or appointment.

43. Board

- 43.1. The Board comprises the following Board of Management members
 - 43.1.1. President
 - 43.1.2. Vice-President
 - 43.1.3. Executive Secretary
 - 43.1.4. Financial Controller
- 43.2. All those members appointed to the Board, must be directors of the Company and register with ASIC as same.
- 43.3. A director must be an Individual Member, a Representative of a Corporate Member or a Past Active Member of the Company
- 43.4. A person ceases to be a director if the person ceases to be a member of the Company

44. Committee Members

- 44.1. The Company, by ordinary resolution, may elect a person as a committee member, either:-
 - 44.1.1. to fill a casual vacancy; or
 - 44.1.2. as an addition to the Committee.

45. Retirement and nomination of directors

- 45.1. A director appointed by the Board holds office only until the dissolution, or adjournment of the next Annual General Meeting.
- 45.2. Each director and committee member must retire their position from office at the conclusion of the 2nd Annual General Meeting following that at which the person was elected or re-elected.
- 45.3. A retiring director or committee member is eligible for re-election, provided. Re-election operates as a retirement from office by the person, and the subsequent election of that person.
- 45.4. A person is not eligible for election to the office of director at an Annual General Meeting unless:
 - 45.4.1. a member nominates a person for election in writing;
 - 45.4.2. a member signs the written notice nominating a person for election;
 - 45.4.3. a member intending to nominate the person has given written notice at least 14 days prior to the election;
 - 45.4.4. the person nominated has given at least 14 days' prior written notice, signed by the person, of the person's consent to be elected, and to act, as a director; and

46. Removal of directors

- 46.1. Each director holds office until the:-
 - 46.1.1. person is removed from office by an ordinary resolution of the Company passed in conference; or
 - 46.1.2. person's office becomes vacant pursuant to:-
 - 46.1.2.1. this constitution; or
 - 46.1.2.2. Corporations Act 2001;

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- 46.1.3. person becomes an insolvent under administration;
- 46.1.4. person becomes:-
 - 46.1.4.1. of unsound mind; or
 - 46.1.4.2. a person whose person or estate is liable to be dealt with under any law relating to mental health;
- 46.1.5. person resigns his or her office by written notice to the Company;
- 46.1.6. person, without the consent of the Board, is absent from two (2) consecutive Annual General Meetings, or three (3) consecutive monthly board meeting, or
- 46.1.7. person, directly or indirectly, is interested in a contract or proposed contract with the Company, and fails to declare the nature of that interest as required by Corporations Act 2001.

47. Director may hold other office

- 47.1. A director may hold any other office, or position with the Company (except that of auditor) in conjunction with the person's office:-
 - 47.1.1. without remuneration; and
 - 47.1.2. on such terms as the Board approves.
- 47.2. A director may be or become a director or a member of any corporation whether or not:-
 - 47.2.1. promoted by the Company; or
 - 47.2.2. in which the Company may be interested.
- 47.3. A director may hold any office, or position under any corporation :
 - 47.3.1. promoted by the Company; or
 - 47.3.2. in which the Company may be interested.

48. Executive Secretary

- 48.1. The Company must have an executive secretary.
- 48.2. This secretary must ordinarily reside in Australia known as the Executive Secretary.
- 48.3. The secretary must be at least 18 years of age.
- 48.4. If no nomination is received for the position of Executive Secretary from the membership, the Board may appoint a Secretary, who is not a member of the company, but that person must become a member of the company within fourteen (14) days of their appointment
- 48.5. A secretary holds office on the terms and conditions that the directors determine.
- 48.6. The Company must notify Australian Securities & Investments Commission of the appointment within 28 days of it being made.

49. Financial Controller

- 49.1. The Company must have at least 1 financial controller.
- 49.2. At least 1 financial controller must ordinarily reside in Australia.
- 49.3. The financial controller must be at least 18 years of age.
- 49.4. A financial controller may be elected by the membership or may be appointed by the Board

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- 49.5. If no nomination is received for the position of Financial Controller from the membership, the Board may appoint a Financial Controller, who is not a member of the company, but that person must become a member of the company within fourteen (14) days of their appointment
- 49.6. A financial controller holds office on the terms and conditions that the directors determine.

50. Number of directors

- 50.1. **The company** must have at least three and no more than nine directors.

51. Election and appointment of directors

- 51.1. 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**.
- 51.2. Apart from the initial directors and directors appointed under clause 38, 39 and 40, the members may elect a director by a resolution passed in a **general meeting**.
- 51.3. Each of the directors must be appointed by a separate resolution, unless:
- 51.3.1. the members present have first passed a resolution that the appointments may be voted on together, and
 - 51.3.2. no votes were cast against that resolution.
- 51.4. A person is eligible for election as a director of the **company** if they:
- 51.4.1. are a member of the **company**, or a representative of a member of the **company** (appointed under clause 24)
 - 51.4.2. are nominated by two members or representatives of members entitled to vote (unless the person was previously elected as a director at a **general meeting** and has been a director since that meeting),
 - 51.4.3. give the **company** their signed consent to act as a director of the **company**, and
 - 51.4.4. are not ineligible to be a director under the **Corporations Act** or the **ACNC Act**.
- 51.5. The directors may appoint a person as a director to fill a casual vacancy or as an additional director if that person:
- 51.5.1. is a member of the **company**, or a representative of a member of the **company** (appointed under clause 24)
 - 51.5.2. gives the **company** their signed consent to act as a director of the **company**, and
 - 51.5.3. is not ineligible to be a director under the **Corporations Act** or the **ACNC Act**.
- 51.6. 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.

52. Term of office

- 52.1. At each annual **general meeting**:
- 52.1.1. any director appointed by the directors to fill a casual vacancy or as an additional director must retire, and
 - 52.1.2. at least half of the remaining directors must retire.
- 52.2. The directors who must retire at each annual **general meeting** under clause 52.1.2 will be the directors appointed pursuant to clause 40.2.

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- 52.3. Other than a director appointed under clause 49.5, a director's term of office starts at the end of the annual **general meeting** at which they are elected and ends at the end of the annual **general meeting** at which they retire.
- 52.4. Each director must retire at least once every two (2) years.
- 52.5. A director who retires under clause 52.1 may nominate for election or re-election.

53. When a director stops being a director

- 53.1. A director stops being a director if they:
 - 53.1.1. give written notice of resignation as a director to the **company**;
 - 53.1.2. die;
 - 53.1.3. are removed as a director by a resolution of the members;
 - 53.1.4. stop being a member of the **company**;
 - 53.1.5. are a representative of a member, and that member stops being a member;
 - 53.1.6. are a representative of a member, and the member notifies the **company** that the representative is no longer a representative;
 - 53.1.7. are absent for three (3) consecutive directors' meetings without approval from the directors;
or
 - 53.1.8. become ineligible to be a director of the **company** under the **Corporations Act** or the **ACNC Act**.

Powers of directors

54. Powers of directors

- 54.1. The directors are responsible for managing and directing the activities of the **company** to achieve the purpose set out in clause 6.
- 54.2. 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.
- 54.3. The directors must decide on the responsible financial management of the **company** including:
 - 54.3.1. any suitable written delegations of power under clause 53, and
 - 54.3.2. how money will be managed, such as how electronic transfers, negotiable instruments or cheques must be authorised and signed or otherwise approved.
- 54.4. The directors cannot remove a director or auditor. Directors and auditors may only be removed by a members' resolution at a **general meeting**.

55. Delegation of directors' powers

- 55.1. The directors may delegate any of their powers and functions to a committee, another director, an employee of the **company** (such as a chief executive officer) or any other person, as they consider appropriate.
- 55.2. The delegation must be recorded in the **company's** minute book.
- 55.3. The exercise of the power by the delegate is as effective as if the directors had exercised it.

56. Payments to directors

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- 56.1. The **company** must not pay fees to a director for acting as a director.
- 56.2. The **company** may:
 - 56.2.1. 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
 - 56.2.2. reimburse a director for expenses properly incurred by the director in connection with the affairs of the **company**.
- 56.3. Any payment made under clause 56.2 must be approved by a majority of the directors.
- 56.4. The **company** may pay premiums for insurance indemnifying directors, as allowed for by law (including the **Corporations Act**) and this constitution.

57. Execution of documents

- 57.1. The **company** may execute a document without using a common seal if the document is signed by:
 - 57.1.1. two directors of the **company**, or
 - 57.1.2. a director and the secretary.
- 57.2. A person may sign a document:
 - 57.2.1. by signing a physical form of the document by hand, or
 - 57.2.2. by signing an electronic form of the document using electronic means.

Duties of directors

58. Duties of directors

- 58.1. 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:
 - 58.1.1. 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**
 - 58.1.2. 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
 - 58.1.3. not to misuse their position as a director
 - 58.1.4. not to misuse information they gain in their role as a director
 - 58.1.5. to disclose any perceived or actual material conflicts of interest in the manner set out in clause 51
 - 58.1.6. to ensure that the financial affairs of the **company** are managed responsibly, and
 - 58.1.7. not to allow the **company** to operate while it is insolvent.

59. Conflicts of interest

- 59.1. 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 57.2:
 - 59.1.1. to the other directors, or

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- 59.1.2. if all 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.
- 59.2. A director does not need to disclose an actual or perceived material conflict of interest to the other directors under clause 57.1 if:
- 59.2.1. their interest arises because they are a member of the **company**, and the other members have the same interest
 - 59.2.2. 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**
 - 59.2.3. their interest relates to a payment by the **company** for any contract relating to an indemnity that is allowed under the **Corporations Act**
 - 59.2.4. The disclosure of a conflict of interest by a director must be recorded in the minutes of the meeting.
- 59.3. 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 57.5:
- 59.3.1. be present at the meeting while the matter is being discussed, or
 - 59.3.2. vote on the matter.
- 59.4. A director may still be present and vote if:
- 59.4.1. the Australian Securities and Investments Commission (ASIC) makes an order allowing the director to vote on the matter, or
 - 59.4.2. the directors who do not have a material personal interest in the matter pass a resolution that:
 - 59.4.2.1. 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
 - 59.4.2.2. says that those directors are satisfied that the interest should not stop the director from voting or being present.

Directors' meetings

60. When the directors meet

- 60.1. The directors may decide how often, where and when they meet, but will meet no less than once per calendar month.

61. Calling directors' meetings

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

62. Quorum at directors' meetings

- 62.1. Unless the directors determine otherwise, the quorum for a directors' meeting is three (3) directors.
- 62.2. A quorum must be present for the whole directors' meeting.

63. Using technology to hold directors' meetings

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

64. Passing directors' resolutions

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

65. Circular resolutions of directors

- 65.1. The directors may pass a circular resolution without a directors' meeting being held.
- 65.2. A circular resolution is passed if all the directors entitled to vote on the resolution sign or otherwise agree to the resolution in the manner set out in clause 65.3 or clause 65.4.
- 65.3. Each director may sign:
 - 65.3.1. a single document setting out the resolution and containing a statement that they agree to the resolution, or
 - 65.3.2. separate copies of that document, as long as the wording of the resolution is the same in each copy.
- 65.4. 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.
- 65.5. A circular resolution is passed when the last director signs or otherwise agrees to the resolution in the manner set out in clause 65.3 or clause 65.4.

Minutes and records

66. Minutes and records

- 66.1. The **company** must, within one month, make and keep the following records:
 - 66.1.1. minutes of proceedings and resolutions of **general meetings**
 - 66.1.2. minutes of circular resolutions of members
 - 66.1.3. a copy of a notice of each **general meeting**, and
 - 66.1.4. a copy of a members' statement distributed to members under clause 30.
- 66.2. The **company** must, within one month, make and keep the following records:
 - 66.2.1. minutes of proceedings and resolutions of directors' meetings (including meetings of any committees), and
 - 66.2.2. minutes of circular resolutions of directors.
- 66.3. To allow members to inspect the **company's** records:
 - 66.3.1. the **company** must give a member access to the records set out in clause 66.1, and
 - 66.3.2. the directors may authorise a member to inspect other records of the **company**, including records referred to in clause 66.2 and clause 67.1.
- 66.4. The directors must ensure that minutes of a **general meeting** or a directors' meeting are signed within a reasonable time after the meeting by:

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- 66.4.1. the President of the meeting, or
- 66.4.2. the President of the next meeting.
- 66.5. 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.

67. Financial and related records

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

By-laws

68. By-laws

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

Notice

69. What is notice

- 69.1. Anything written to or from the **company** under any clause in this constitution is to be written notice and is subject to clauses 68 to 70, unless specified otherwise.
- 69.2. Clauses 68 to 70 do not apply to a notice of proxy under clause 36.6.

70. Notice to the company

- 70.1. Written notice or any communication under this constitution may be given to the **company**, the directors or the secretary by:
 - 70.1.1. delivering it to the **company's** registered office
 - 70.1.2. posting it to the **company's** registered office or to another address chosen by the **company** for notice to be provided
 - 70.1.3. 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, or

71. Notice to members

- 71.1. Written notice or any communication under this constitution may be given to a member:
 - 71.1.1. in person
 - 71.1.2. 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

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- 71.1.3. sending it to the email or other electronic address nominated by the member as an alternative address for service of notices (if any)
- 71.1.4. if agreed to by the member, by notifying the member at an email or other electronic address nominated by the member, that the notice is available at a specified place or address (including an electronic address).
- 71.2. If the **company** does not have an address for the member, the **company** is not required to give notice in person.

72. When notice is taken to be given

- 72.1. A notice:
 - 72.1.1. delivered in person, or left at the recipient's address, is taken to be given on the day it is delivered
 - 72.1.2. sent by post, is taken to be given on the third day after it is posted with the correct payment of postage costs
 - 72.1.3. sent by email or other electronic method, is taken to be given on the business day after it is sent, and
 - 72.1.4. given under clause 69(e) is taken to be given on the business day after the notification that the notice is available is sent.

Financial year

73. Company's financial year

- 73.1. The **company's** financial year is from 1 July to 30 June, each calendar year, unless the directors pass a resolution to change the financial year.

Indemnity, insurance and access

74. Indemnity

- 74.1. 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**.
- 74.2. In this clause, 'officer' means a director or secretary and includes a director or secretary after they have ceased to hold that office.
- 74.3. In this clause, 'to the relevant extent' means:
 - 74.3.1. to the extent that the **company** is not precluded by law (including the **Corporations Act**) from doing so, and
 - 74.3.2. 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).
- 74.4. The indemnity is a continuing obligation and is enforceable by an officer even though that person is no longer an officer of the **company**.

75. Insurance

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75.1. 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**.

76. Directors' access to documents

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

76.2. If by majority, the directors agree, the company must give a director or former director access to:

76.2.1. certain documents, including documents provided for or available to the directors, and

76.2.2. any other documents referred to in those documents.

Winding up

77. Surplus assets not to be distributed to members

77.1. 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 78.1.

78. Distribution of surplus assets

78.1. 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:

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

78.1.2. which also prohibit the distribution of any **surplus assets** to its members to at least the same extent as the **company**.

78.2. 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

79. Definitions

79.1. In this constitution:

79.1.1. **company** means the **company** referred to in clause 1

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

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

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

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

79.1.6. **special resolution** means a resolution:

79.1.6.1. of which notice has been given under clause 21.6.3, and

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79.1.6.2. that has been passed by at least 75% of the votes cast by **members present** and entitled to vote on the resolution, and

79.1.7. **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.

80. Interpretation

80.1. In this constitution:

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

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