



CONSTITUTION

Committee for Perth

Committee for Perth Constitution – Table of Contents

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1 Company's name

The name of the company is Committee for Perth Limited.

2 Company's object / objects

The object for which the company is established is to create and implement innovative and visionary ideas and solutions for the sustainable development of Perth as a city of rich cultural diversity, creativity, economic prosperity and world class amenities, including:

- a) foster innovation, creativity and sustainability in Perth's cultural and economic life;
- b) enhance Perth's global connections as a model capital city;
- c) build leadership resources and apply them to visioning the future;
- d) encourage progressive policies and enlightened infrastructure development;
- e) focus good minds and hearts on the higher good; and
- f) enhance the "liveability" of Perth and the quality of life for its residents.

3 Company's powers

Solely for the purpose of carrying out the company's object set out in rule 2, the company may exercise all of the powers of a company limited by guarantee under the Corporations Act.

4 Income and property

The company's income and property must be applied solely towards promoting the company's object. No part of the income or property may be paid, transferred or distributed, directly or indirectly, by way of dividend, bonus, fee or otherwise, to any of the members or Directors. However, this rule 4 does not prohibit making a payment approved by the Directors for:

- a) out-of-pocket expenses incurred by a Director in performing a duty as a Director of the company;
- b) a service rendered to the company by a Director in a professional or technical capacity, other than in the capacity as a Director of the company, where:
 - 1. the provision of the service has the prior approval of the Directors; and
 - 2. the amount payable is not more than an amount which commercially would be reasonable payment for the service;
- c) payments made in good faith to any member for goods or services supplied in the ordinary and usual course of business;
- d) reasonable and proper interest on money borrowed from a member;
- e) reasonable and proper rent for premises let by any member to the company; or
- f) indemnification of, or payment of premiums on contracts of insurance for, any Director to the extent permitted by law and this constitution.

5 Liability of members

The liability of the members is limited to the amount of the guarantee given in rule 6.

6 Guarantee by members

Every member undertakes to contribute an amount not more than \$100 to the property of the company if it is wound up while it is a member or within one year after it ceases to be a member, for:

- a) payment of the company's debts and liabilities contracted before the time it ceased to be a member; and

- b) the costs, charges and expenses of winding up.

7 Winding up

- a) If, on the winding up or dissolution of the company, any property remains after satisfaction of all its debts and liabilities, this property must only be given or transferred to a fund, authority or institution:
 - 1. which is charitable at law; and
 - 2. whose constitution prohibits distributions or payments to its members and Directors (if any) to an extent at least as great as is outlined in rule 4.
- b) The identity of the fund, authority or institution referred to in rule 7a)2 must be decided by the members by ordinary resolution at or before the time of winding up or dissolution of the company and, if the members cannot decide, by the Supreme Court of the State.

8 Altering this constitution

- a) The company must not pass a special resolution altering the constitution, if, as a result, the company will cease to be a charity.
- b) Any resolution purporting to alter or repeal the constitution so that the company would cease to be a charity will have no effect.

9 Membership

9.1 Admission of members

- a) The members are:
 - 1. the entities who are members at the time of adopting this constitution; and
 - 2. any other entities the Directors admit to membership in accordance with this constitution.
- b) Every applicant for membership of the company (except the initial members) must be:
 - 1. made in writing and signed by an authorised representative of the applicant; and
 - 2. in the form prescribed by the Directors.
- c) After receipt of an application, the Directors must consider the application and decide whether to admit or reject the admission of the applicant. The Directors need not give any reason for rejecting an application.
- d) The Directors may establish classes of members and prescribe the qualifications, rights (including voting rights), privileges and obligations of members of those classes.
- e) Where the Directors have established classes of members under rule 9.1d), the company may, by special resolution, reclassify or convert members from one class to another.
- f) A member must not be a natural person.

9.2 Resignation of members

- a) A member may resign from the company by giving written notice to the Chief Executive Officer.
- b) Upon receipt of the notice of resignation by the Chief Executive Officer, the Chief Executive Officer must notify the Directors of the notice and the Directors must approve the resignation by resolution.
- c) Unless the notice provides otherwise, the resignation will take effect from the date the notice is received by the Chief Executive Officer and the Chief Executive Officer must remove the resigning member's name from the register of members.
- d) Any member ceasing to be a member:

1. will not be entitled to any refund, in full or part, of any membership fee paid in accordance with rule 9.3; and
2. remains liable to pay the amount of any outstanding membership fee due and payable by that member to the company as at the date of the member's resignation.

9.3 Annual membership fee

- a) The Directors may from time to time prescribe annual membership fees to be paid by members.
- b) Annual membership fees will become due and payable by each member upon acceptance of the membership application by the board and thereafter on the anniversary date of each joining year.
- c) The Chief Executive Officer may allow any member to pay a percentage of their annual membership fee by the provision to the company of goods or services to the value of that percentage of the annual membership fee instead of cash payment. The applicable maximum percentage for the purposes of this rule may be set and varied by the Chief Executive Officer from time to time.
- d) Where the annual membership fee is not received:
 1. after one month of the due date, the Chief Executive Officer must issue a written reminder notice to the member;
 2. after 60 days, the Chief Executive Officer must notify the Directors of the non-payment of the annual membership fee by that member;
 3. following notification by the Chief Executive Officer under rule 9.2b), the Directors may resolve to suspend the member's rights and privileges associated with that membership in their absolute discretion; and
 4. if a member is suspended pursuant to rule 9.3d)3. and does not pay the annual membership fee for more than three months after the written reminder notice, the Directors may resolve that the entity ceases to be a member in their absolute discretion.
- e) If the directors intend to propose a resolution under rule 9.3d)4, at least one week before the meeting at which the resolution is to be proposed, they must give the member written notice:
 1. stating the date, place and time of the meeting;
 2. setting out the intended resolution; and
 3. informing the member that it may attend the meeting and may give an oral or written explanation or submission before the resolution is put to the vote.

9.4 Membership not transferable

- a) Unless otherwise provided by the terms of membership of a class of members:
 1. membership of the company is personal to the member and is not transferable; and
 2. membership upgrades or downgrades are not permitted,
 except:
 3. membership is transferable in circumstances where the member undergoes an amalgamation, merger or reorganisation; or
 4. with the prior consent of the board by resolution.
- b) Where the terms of membership of a class of members permit the transfer of their membership, a member of that class must not transfer or purport to transfer its membership if the transfer would contravene those terms.

9.5 Register

The company must maintain a register of members setting out the name, address, alternative electronic or other address (if any) for receipt of notices and date membership started.

9.6 Representative of members

- a) Every member must appoint as a representative, one individual to represent the member at meetings, to sign written resolutions under rule 11.9 and to receive notices under this constitution.
- b) The appointment of the representative by a member must:
 - 1. be in writing;
 - 2. include the name of the representative;
 - 3. include the member representative's email address for the purposes of receiving notices under this constitution;
 - 4. signed for and on behalf of the member; and
 - 5. be given to the company.
- c) A representative has all the rights of a member relevant to the purposes of the appointment as a representative.
- d) The appointment of a representative may be standing (ongoing).

10 Cessation of membership

10.1 Resignation and other events

An entity immediately ceases to be a member if the entity:

- a) resigns as a member by giving written notice to the Chief Executive Officer in accordance with rule 9.2;
- b) becomes insolvent or makes any arrangement or composition with its creditors (otherwise than for the purposes of reconstruction or amalgamation);
- c) is expelled under rule 10.2; or
- d) becomes, if the directors so decide in their absolute discretion, an untraceable member because the entity has ceased to be contactable; or
- e) ceases to be a member under rule 9.3d)4.

10.2 Expulsion

- a) The Directors may by resolution expel a member from the membership of the company if, in their absolute discretion, they decide it is not in the interests of the company for the entity to remain a member.
- b) If the Directors intend to propose a resolution under rule 10.2a), at least one week before the meeting at which the resolution is to be proposed, they must give the member written notice:
 - 1. stating the date, place and time of the meeting;
 - 2. setting out the intended resolution and the grounds on which it is based; and
 - 3. informing the member that its representative may attend the meeting and may give an oral or written explanation or submission before the resolution is put to the vote.

11 General meetings

11.1 Calling general meetings

- a) The Directors may call and arrange to hold a general meeting whenever they see fit.
- b) 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 for a proper purpose and with a valid resolution, the Directors must:
 - 1. within 21 days of the members' request, give all members notice of a general meeting; and
 - 2. hold the meeting within two months of the members' request.
- c) The members who make the request for a general meeting must:
 - 1. state in the request the resolution to be proposed at the meeting;
 - 2. sign the request; and
 - 3. give the request to the company.
- d) The Directors may not change the venue for, postpone or cancel a general meeting in response to a members requisition under rule 11.1b) in accordance with rule 11.5 beyond two months of the members' request, without the prior written consent of the members who requisitioned or convened the meeting.

11.2 Notice of general meetings

- a) Notice of every general meeting must be given in any manner authorised by rule 17 to:
 - 1. every member entitled to vote, except a member who has not supplied the company with an address in Australia for giving notices;
 - 2. each Director; and
 - 3. the auditor.
- b) A notice of a general meeting must:
 - 1. specify the date, time and place of the meeting;
 - 2. state the general nature of the business to be transacted at the meeting and if a special resolution is proposed, state the full terms of the special resolution; and
 - 3. specify any details of voting such as proxies, written voting or other methods, if any, as decided by the Directors.
- c) A member may waive notice of a general meeting or consent to shorter notice by written notice to the company.
- d) The non-receipt of notice of a general meeting or proxy form by, or a failure to give notice of a general meeting or a proxy form to, any member entitled to receive notice of a general meeting under this rule 11.2 does not invalidate any act, matter or thing done or resolution passed at the general meeting if:
 - 1. the non-receipt or failure occurred by accident or error; or
 - 2. before or after the meeting, the member:
 - A. has waived or waives notice of that meeting under rule 11.2c); or
 - B. has notified or notifies the company of the member's agreement to that act, matter, thing or resolution by written notice to the company.
- e) A member's attendance at a general meeting waives any objection that member may have to:
 - 1. a failure to give notice, or the giving of a defective notice, of the meeting unless, at the beginning of the meeting, the member objects to the holding of the meeting; and

2. the consideration of a particular matter at the meeting which is not within the business referred to in the notice of the meeting, unless the member objects to considering the matter when it is presented.

11.3 Quorum at general meetings

- a) No business may be transacted at a general meeting, except the election of a chairperson and the adjournment of the meeting, unless a quorum of members entitled to vote is present when the meeting proceeds to business.
- b) A quorum consists of:
 1. if the members have fixed a number for the quorum, that number of members; and
 2. in any other case, two members, entitled to vote and present at the meeting.
- c) If a quorum is not present within 30 minutes after the time appointed for a general meeting:
 1. where the meeting was convened on the requisition of members entitled to vote, the meeting must be dissolved; or
 2. in any other case:
 - A. the meeting stands adjourned to the day, and at the time and place, that the Directors decide or, if the Directors do not make a decision, to the same day in the next week at the same time and place; and
 - B. if, at the adjourned meeting, a quorum is not present within 30 minutes after the time appointed for the meeting, the meeting must be dissolved.

11.4 Chairperson of general meetings

- a) The chairperson of Directors must (if present within 15 minutes after the time appointed for the meeting and willing to act) preside as chairperson at each general meeting.
- b) If at a general meeting:
 1. there is no chairperson of Directors;
 2. the chairperson of Directors is not present within 15 minutes after the time appointed for the meeting; or
 3. the chairperson of Directors is present within that time but is not willing to act as chairperson of the meeting,the members present and entitled to vote must elect as chairperson of the meeting:
 4. another Director who is present and willing to act; or
 5. if no other Director present at the meeting is willing to act, a member who is present, entitled to vote and willing to act.

11.5 Conducting and adjourning general meetings

- a) A question arising at a general meeting relating to the order of business, procedure or conduct of the meeting must be referred to the chairperson of the meeting, whose decision is final.
- b) The chairperson of a general meeting may, and must if so directed by the meeting, adjourn the meeting from time to time and from place to place, but no business may be transacted at any adjourned meeting except the business left unfinished at the meeting from which the adjournment took place.
- c) Where a meeting is adjourned for 30 days or more, notice of the adjourned meeting must be given as for an original meeting.

- d) Except as provided by rule 11.5c), it is not necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
- e) The Directors may change the venue for, postpone, adjourn or cancel a general meeting if:
 - 1. they reasonably consider that the meeting has become unnecessary;
 - 2. the venue would be unreasonable or impractical;
 - 3. a change is necessary in the interests of conducting the meeting efficiently; or
 - 4. a quorum is not present under rule 11.3.

11.6 Decisions at general meetings

- a) Except where by law or this constitution a resolution requires a special majority, questions arising at a general meeting must be decided by a majority of votes cast by the members entitled to vote present at the meeting. Such a decision is for all purposes a decision of the members entitled to vote.
- b) Where the votes on a proposed resolution are equal, the chairperson of the meeting has a casting vote in addition to his or her deliberative vote.
- c) A resolution put to the vote of a general meeting must be decided on a show of hands unless, before the vote is taken or before or immediately after the declaration of the result of the show of hands, a poll is demanded by:
 - 1. the chairperson of the meeting;
 - 2. at least two members present and with the right to vote on the resolution; or
 - 3. a member or members present at the meeting and representing at least 5% of the total voting rights of all the members entitled to vote on the resolution on a poll.
- d) A demand for a poll does not prevent a general meeting continuing for the transaction of any business except the question on which the poll has been demanded.
- e) Unless a poll is duly demanded, a declaration by the chairperson of a general meeting that a resolution has on a show of hands been carried or carried unanimously, or carried by a particular majority, or lost, and an entry to that effect in the book containing the minutes of the proceedings of the company, is conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
- f) If a poll is duly demanded at a general meeting, it must be taken in such manner, and either at once or after an interval or adjournment or otherwise, as the chairperson of the meeting directs. The result of the poll is the resolution of the meeting at which the poll was demanded.
- g) A poll demanded at a general meeting on the election of a chairperson of the meeting or on a question of adjournment must be taken immediately.
- h) The demand for a poll may be withdrawn.
- i) If the company has only one member entitled to vote, the company may pass a resolution by the member recording it and signing the record.

11.7 Voting rights

- a) Subject to this constitution and to any rights or restrictions attached to any class of membership under rule 9.1d), at a general meeting every member present has one vote.
- b) A proxy, attorney or member representative is entitled to a separate vote for each member entitled to vote that the person represents, in addition to any vote the person may have as a member in his or her own right.
- c) An objection to the qualification of a person to vote at a general meeting must be:

1. raised before or at the meeting at which the vote objected to is given or tendered; and
 2. referred to the chairperson of the meeting, whose decision is final.
- d) A vote not disallowed by the chairperson of a meeting under rule 11.7c) is valid for all purposes.

11.8 Representation at general meetings

- a) Subject to this constitution, each member entitled to vote at a meeting of members may vote:
1. in person, by the member's representative;
 2. by proxy; or
 3. by attorney.
- b) A proxy, attorney or member representative may, but need not, be a member of the company.
- c) A proxy, attorney or member representative may be appointed for:
1. all general meetings;
 2. any number of general meetings; or
 3. a particular general meeting.
- d) Unless otherwise provided in the instrument, an instrument appointing a proxy, attorney or member representative is taken to confer authority:
1. to agree to a meeting being convened by shorter notice than is required by the Corporations Act or by this constitution;
 2. to speak to any proposed resolution on which the proxy, attorney or member representative may vote;
 3. to demand or join in demanding a poll on any resolution on which the proxy, attorney or member representative may vote;
 4. even though the instrument may refer to specific resolutions and may direct the proxy, attorney or member representative how to vote on those resolutions:
 - A. to vote on any amendment moved to the proposed resolutions and on any motion that the proposed resolutions not be put or any similar motion;
 - B. to vote on any procedural motion, including any motion to elect the chairperson, to vacate the chair or to adjourn the meeting; and
 - C. to act generally at the meeting; and
 5. even though the instrument may refer to a specific meeting to be held at a specified time or venue, where the meeting is rescheduled or adjourned to another time or changed to another venue, to attend and vote at the re-scheduled or adjourned meeting or at the new venue.
- e) An instrument appointing a proxy or attorney may direct the manner in which the proxy or attorney is to vote in respect of a particular resolution. Where an instrument contains such a direction, the proxy or attorney is not entitled to vote on the proposed resolution except as directed in the instrument.
- f) Subject to rule 11.8g), an instrument appointing a proxy or attorney need not be in any particular form as long as it is in writing, legally valid and signed by the appointer or the appointer's attorney.
- g) A proxy or attorney may not vote at a general meeting or adjourned meeting or on a poll unless the instrument appointing the proxy or attorney, and the authority (if any) under which the instrument is signed or a certified copy of the authority, are received in the

place or by email, and before the time, specified for that purpose in the notice calling the meeting. In the notice:

1. the place may be the company's office or another place and an email address may be the company's email address in the notice of general meeting or another email address; and
 2. the time may be before the time for holding the meeting or adjourned meeting.
- h) The Directors may waive all or any of the requirements of rules 11.8f) and 11.8g) and in particular may, on production of any other evidence the Directors require to prove the validity of the appointment of a proxy or attorney, accept:
1. an oral appointment of a proxy or attorney;
 2. an appointment of a proxy or attorney which is not signed or executed in the manner required by rule 11.8f); or
 3. the deposit, tabling or production of a copy (including a copy sent by fax) of an instrument appointing a proxy or attorney, or of the power of attorney or other authority under which the instrument is signed.
- i) A vote given in accordance with the terms of an instrument appointing a proxy or attorney is valid despite the revocation of the instrument, or of the authority under which the instrument was executed, if the company has not received written notice of revocation by the time and at the place at which the instrument appointing the proxy or attorney is required to be received under rule 11.8g).
- j) The appointment of a proxy or attorney is not revoked by the appointer attending and taking part in the general meeting but, if the appointer votes on a resolution, the proxy or attorney is not entitled to vote, and must not vote, as the appointer's proxy or attorney on the resolution.

11.9 Written resolutions of members

- a) A members' resolution may be passed without a meeting (unless a meeting is required under this constitution or the Corporations Act, such as a resolution to remove an auditor or a Director, or for passing a special resolution). Such a resolution is passed if all the members entitled to vote sign or agree in writing to the resolution. The resolution is taken to be passed on the date the last member signs or agrees to the resolution.
- b) If the company has only one member, the company may pass a resolution by the member recording it and signing the record.

11.10 General meetings by technology

- a) The simultaneous linking together by telephone or other electronic means of a sufficient number of the members in person, to constitute a quorum constitutes a meeting of the members, provided each member has a reasonable opportunity to participate at the meeting.
- b) All the provisions in this constitution relating to meetings of the members apply, as far as they can, with any necessary changes, to meetings of the members by telephone or other electronic means.
- c) A member who takes part in a meeting by telephone or other electronic means is taken to be present in person at the meeting.
- d) A meeting by telephone or other electronic means is taken as held at the place decided by the chairperson of the meeting, as long as at least one of the members involved was at that place for the duration of the meeting.

12 Directors

12.1 Composition of the board of Directors

- a) Subject to rule 12.1b), there must be:

1. at least five (5) Directors; and
 2. not more than nine (9) Directors.
- b) The company may by resolution:
1. increase the minimum, or increase or reduce the maximum, number of Directors; and
 2. in accordance with section 203D of the Corporations Act, remove a Director.
- c) The board of Directors is to consist of:
1. at any one time before the 2022 annual general meeting, a maximum of seven Directors elected by the members in accordance with rule 12.2 (the Elected Directors) and a maximum of two Directors appointed by the Directors in accordance with rule 12.3 (the Appointed Directors); and
 2. at any one time on or after the 2022 annual general meeting a maximum of six Elected Directors and a maximum of three Appointed Directors.
- d) Where there is a casual vacancy left by either an Elected Director or an Appointed Director, the Directors may appoint any individual as a Director to fill that vacancy. If the Director is replacing an Elected Director, then that Director will be deemed to be an Elected Director for the purposes of rule 12.4a). If the Director is replacing an Appointed Director, then that Director will be deemed to be an Appointed Director and will hold office for the term set by the Directors under rule 12.3c).

12.2 Elected Directors

- a) Nominations for a new Elected Director must be in accordance with the company's instructions (which may be by email or other electronic means), by the date notified by the secretary to the members, which date must be at least six weeks before the date of the annual general meeting.
- b) An existing Elected Director who is required to retire under rule 12.4b), 1.1 or 1.1 and, being eligible, wishes to offer themselves for re-election, must provide a nomination in accordance with the company's instructions (which may be by email or other electronic means), by the date notified by the secretary to the members, which date must be at least six weeks before the date of the annual general meeting.
- c) A member may nominate a candidate to be an Elected Director provided that, at the time the nomination is made, the member is a current member of the company and has no outstanding membership fees to be paid under rule 9.3.
- d) To be eligible for election as an Elected Director, a candidate:
 1. must be an officer of, employed or otherwise retained by the member proposing their nomination under rule 12.2a) or 12.2b); and
 2. must not be a person who is a current elected government official or their representative.
- e) If a candidate nominated by a member becomes an Elected Director, that member must not nominate any other candidate for election as an Elected Director under rule 12.2a) or 12.2b) for so long as the first Elected Director remains on the board.
- f) If there are more nominations received than vacancies for Elected Directors the board of Directors must appoint:
 1. the company's Chief Executive Officer; or
 2. if the company's Chief Executive Officer is unwilling or unable to act, the secretary; or
 3. if the secretary is unwilling or unable to act, a person who is not a Director, to act as election officer (Election Officer), who shall be responsible for matters connected with the election of Elected Directors.
- g) If an Election Officer has been appointed under rule 12.4d) the Election Officer shall prepare a ballot and send that ballot to the member representative of each member

entitled to vote specified in the register, specifying details of how the ballot should be completed, where it should be returned and the closing date for return of the ballot.

- h) The members subsequently vote for the candidates by completing the ballot in accordance with the company's instructions (which may be by email or other electronic means) and returning it to the Election Officer by 5.00pm on the closing date for voting.
- i) Upon receipt of a ballot and before counting of the votes, the Election Officer shall examine the name or other particulars on the ballot to establish that:
 - 1. the sender was a member entitled to vote as at the date on which the ballot was sent; and
 - 2. if a member, the sender has not already voted in the ballot.
- j) The Election Officer must examine the votes, and count the number of votes recorded for each candidate, such votes to be applied in the following manner:
 - 1. if only one vacancy for an Elected Director exists, the candidate receiving the highest number of votes will secure election; or
 - 2. if multiple vacancies exist, those vacancies shall be filled by the corresponding number of candidates receiving the greatest number of votes.
- k) Once the votes have been counted and successful candidates elected, the Election Officer shall make and sign a declaration setting out the number of votes given for each candidate and shall convey the report to the board of Directors.
- l) The chairperson of the annual general meeting shall declare at that meeting elected as Elected Directors the candidates according to the report provided by the Election Officer in accordance with rule 12.2k) and may disclose the results of the election to the members.
- m) The Elected Directors shall take office from the end of the annual general meeting.
- n) If an Elected Director ceases at any time to be an officer of, employed or otherwise retained by the member who proposed their nomination under rule 12.2a) or 12.2b) then that Director must retire at the next annual general meeting, unless:
 - 1. the Elected Director becomes an officer of, employed or otherwise retained by a different member who approves in writing their continuation as an Elected Director for the remainder of the term for which they were elected; and
 - 2. the Directors approve their continuation as an Elected Director.

12.3 Appointed Directors

- a) After any election process for Elected Directors under rule 12.2 and before the next occurring annual general meeting, the Directors may appoint any individual as a Director in addition to the existing Directors (Appointed Director), provided:
 - 1. at any one time:
 - A. before the 2022 annual general meeting, the number of Appointed Directors acting at any one time must not exceed two; or
 - B. on or after the 2022 annual general meeting, the number of Appointed Directors acting at any one time must not exceed three; and
 - 2. before appointing an Appointed Director, the proposed Appointed Director signs a consent to act as a Director.
- b) An Appointed Director need not be an officer of, employed or otherwise retained by, or be a representative of, a member. An Appointed Director must not be a person who is a current elected government official or their representative.
- c) When appointing an Appointed Director, the Directors must set the term of the Appointed Director's appointment. The term is not to exceed three years.

- d) An Appointed Director is eligible to be re-appointed at the end of a term of appointment, and may only be appointed for a maximum of three three-year terms as either an Appointed Director or an Elected Director.

12.4 Term and retirement of Directors

- a) An Elected Director appointed by the Directors under rule 12.1d) to fill a casual vacancy holds office only until the conclusion of the next annual general meeting following his or her appointment, and will stand for election by the members in accordance with rule 12.2 prior to that annual general meeting.
- b) Each Elected Director will be elected for a term of three years and must retire at the first annual general meeting of the company after the date which is three years after the date of their election.
- c) Each Elected Director will, after their first term, be eligible for re-election under rule 12.2 for a second term of three years. Each Elected Director will, after their second term, be eligible for re-election under rule 12.2 for a third term of three years
- d) No Director will serve more than three consecutive terms, unless resolved otherwise by special resolution of the members of the company entitled to vote and present at the annual general meeting.

12.5 When office of a Director becomes vacant

In addition to the circumstances prescribed by the Corporations Act, the office of a Director becomes vacant if:

- a) the Director becomes of unsound mind or a person who is, or whose estate is, liable to be dealt with in any way under the law relating to mental health;
- b) the Director becomes bankrupt or insolvent or makes an arrangement or composition with his or her creditors generally;
- c) the Director is convicted on indictment of an offence and the Directors do not within one month after that conviction resolve to confirm the Director's appointment or election (as applicable) to the office of Director;
- d) the Director is removed from office under rule 12.1b);
- e) the Director resigns by written notice to the company;
- f) the Director dies;
- g) the Director is elected as a government official or becomes a representative of an elected government official;
- h) with respect to an Elected Director, the member who proposed that Elected Director's nomination under rule 12.2a) or 12.2b) fails to pay that member's annual membership fee within 30 days after that fee is due and payable;
- i) except to the extent of a leave of absence granted by the Directors, if the Director fails to attend at least three consecutive meetings of the Directors or at least four meetings over the period of 365 days; or
- j) the Director is disqualified from managing a corporation under the Corporations Act or disqualified from being a responsible entity under the ACNC Act.

12.6 Interested Directors

- a) Subject to rule 4, a Director may hold another position (except as auditor) in the company or any related body corporate in conjunction with his or her directorship and may be appointed to that position on terms as to remuneration, tenure and otherwise that the Directors think fit.
- b) A Director:

1. may be or become a Director or other officer of, or otherwise interested in, any related body corporate or other body corporate promoted by the company or in which the company is interested as a shareholder or otherwise; and
 2. is not accountable to the company for any remuneration or other benefits he or she receives as a Director or officer of, or from having an interest in, that body corporate.
- c) The Directors may exercise the voting rights conferred by shares in any body corporate held or owned by the company in the manner in all respects that they think fit.
- d) A Director is not disqualified merely because they are a Director from contracting with the company in any respect including, but not limited to:
1. selling property to, or purchasing property from, the company;
 2. lending money to the company with or without interest or security;
 3. guaranteeing the repayment of money borrowed by the company for a commission or profit;
 4. underwriting or guaranteeing the subscription for securities in any related body corporate or other body corporate promoted by the company or in which the company is interested as a shareholder or otherwise, for a commission or profit; or
 5. being employed by the company or acting in any professional capacity (except as auditor) on behalf of the company.
- e) A contract made by a Director with the company and a contract or arrangement entered into by or on behalf of the company in which any Director may be in any way interested is not avoided or rendered voidable merely because the Director holds office as a Director or because of the fiduciary obligations arising out of that office.
- f) A Director contracting with or being interested in any arrangement involving the company is liable to account to the company for any profit realised by or under that contract or arrangement unless the Directors decide otherwise.
- g) A Director must disclose a perceived or actual material conflict of interests to the other Directors.
- h) Unless the Directors otherwise decide and where permitted by law, a Director who has a material personal interest in a matter that is being considered at a Directors' meeting must not:
1. be present while the matter is being considered at the meeting; or
 2. vote on the matter.
- i) The Directors may make regulations requiring the disclosure of interests that a Director, and any person considered by the Directors as related to or associated with the Director, may have in any matter concerning the company or a related body corporate. Any regulations made under this constitution bind all Directors.

12.7 Powers and duties of Directors

- a) The Directors are responsible for managing the company's business and affairs and may exercise to the exclusion of the company in general meeting all the company's powers which are not required, by the Corporations Act or by this constitution, to be exercised by the company in general meeting.
- b) The Directors may exercise all the company's powers to:
1. borrow or otherwise raise money;
 2. charge any property or business of the company; and
 3. issue debentures or give any other security for a debt, liability or obligation of the company or of any other person.

- c) The Directors may decide how cheques, promissory notes, bankers drafts, bills of exchange or other negotiable instruments must be signed, drawn, accepted, endorsed or otherwise executed (as applicable) by or on behalf of the company.
- d) The Directors may pay out of the company's funds all expenses of the promotion, formation and registration of the company and the vesting in it of the assets acquired by it.
- e) The Directors may:
 - 1. appoint or employ a person to be an officer, agent or attorney of the company for the purposes, with the powers, discretions and duties (including powers, discretions and duties vested in or exercisable by the Directors), for the period and on the conditions they think fit;
 - 2. authorise an officer, agent or attorney to delegate all or any of the powers, discretions and duties vested in the officer, agent or attorney; and
 - 3. subject to any contract between the company and the relevant officer, agent or attorney, remove or dismiss any officer, agent or attorney at any time, with or without cause.
- f) A power of attorney may contain any provisions for the protection and convenience of the attorney or persons dealing with the attorney that the Directors think fit.
- g) A Director may attend and speak at general meetings even though that Director is not a member.

12.8 Proceedings of Directors

- a) The Directors may meet together and adjourn and otherwise regulate their meetings as they think fit.
- b) The contemporaneous linking together by telephone or other electronic means of a sufficient number of the Directors to constitute a quorum constitutes a meeting of the Directors. All the provisions in this constitution relating to meetings of the Directors apply, so far as they can and with any necessary changes, to meetings of the Directors by telephone or other electronic means.
- c) A Director who takes part in a meeting by telephone or other electronic means is taken to be present in person at the meeting.
- d) A meeting by telephone or other electronic means is taken as held at the place decided by the chairperson of the meeting, as long as at least one of the Directors involved was at that place for the duration of the meeting.

12.9 Convening meetings of Directors

- a) A Director may convene a meeting of the Directors whenever they think fit.
- b) A secretary must, on the requisition of a Director, convene a meeting of the Directors.

12.10 Notice of meetings of Directors

- a) Subject to this constitution, notice of a meeting of Directors must be given to each person who is at the time of giving the notice a Director.
- b) A notice of a meeting of Directors:
 - 1. must specify the time and place of the meeting;
 - 2. need not state the nature of the business to be transacted at the meeting;
 - 3. may be given immediately before the meeting; and
 - 4. may be given in person or by post, telephone, fax or other electronic means.
- c) A Director may waive notice of a meeting of Directors by notifying the company to that effect in person or by post, telephone, fax or other electronic means.

- d) The non-receipt of notice of a meeting of Directors by, or a failure to give notice of a meeting of Directors to, a Director does not invalidate any act, matter or thing done or resolution passed at the meeting if:
 - 1. the non-receipt or failure occurred by accident or error;
 - 2. before or after the meeting, the Director:
 - A. has waived or waives notice of that meeting under rule 12.10c); or
 - B. has notified or notifies the company of his or her agreement to that act, matter, thing or resolution personally or by post, telephone, fax or other electronic means; or
 - 3. the Director attended the meeting.

12.11 Quorum at meetings of Directors

- a) No business may be transacted at a meeting of Directors unless a quorum of Directors is present at the time the business is dealt with.
- b) A quorum consists of:
 - 1. if the Directors have fixed a number for the quorum, that number of Directors; and
 - 2. in any other case, half the current number of Directors plus one,
 either physically or virtually present at the meeting of Directors.
- c) If there is a vacancy in the office of a Director then the remaining Directors may act.
- d) If the number of Directors in office at any time is not sufficient to constitute a quorum at a meeting of Directors, or is less than the minimum number of Directors fixed under this constitution, the remaining Directors must act as soon as possible to:
 - 1. increase the number of Directors to a number sufficient to constitute a quorum and to satisfy the minimum number of Directors required under this constitution;
 - 2. convene a general meeting of the company for that purpose, or
 - 3. appoint additional Directors,
 and, until that has happened, may only act if and to the extent that there is an emergency requiring them to act.

12.12 Chairperson of Directors

- a) The Directors may elect:
 - 1. one of the Directors as chairperson of Directors; and
 - 2. one of the Directors as deputy chairperson of Directors;
 - 3. and may decide the period for which each of those Directors is to be the chairperson or deputy chairperson.
- b) The chairperson of Directors must (if present within 10 minutes after the time appointed for the meeting and willing to act) preside as chairperson at each meeting of Directors.
- c) If at a meeting of Directors:
 - 1. there is no chairperson of Directors;
 - 2. the chairperson of Directors is not present within 10 minutes after the time appointed for the meeting; or
 - 3. the chairperson of Directors is present within that time but is not willing to act as chairperson of the meeting,
 the deputy chairperson (if present within 10 minutes after the time appointed for the meeting and willing to act) must preside as chairperson of that meeting.

- d) If:
 - 1. the deputy chairperson of Directors is not present within 10 minutes after the time appointed for the meeting; or
 - 2. the deputy chairperson of Directors is present within that time but is not willing to act as chairperson of the meeting,

the Directors present must elect one of the Directors as chairperson of the meeting.

12.13 Decisions of Directors

- a) A meeting of Directors at which a quorum is present may exercise all the powers and discretions vested in or exercisable by the Directors under this constitution.
- b) Questions arising at a meeting of Directors must be decided by a majority of votes cast by the Directors present. Such a decision is for all purposes a decision of the Directors.
- c) Where the votes on a proposed resolution are equal, the chairperson of the meeting has a casting vote in addition to his or her deliberative vote.

12.14 Written resolutions

- a) If:
 - 1. a majority of the Directors assent to a document containing a statement to the effect that an act, matter or thing has been done or resolution has been passed; and
 - 2. the Directors who assent to the document would have constituted a quorum at a meeting of Directors held to consider that act, matter, thing or resolution,
 - 3. then that act, matter, thing or resolution is taken as done at or passed by a meeting of the Directors.
- b) For the purposes of rule 12.14a):
 - 1. the meeting is taken as held:
 - A. if the Directors assented to the document on the same day, on the day on which the document was assented to and at the time at which the document was last assented to; or
 - B. if the Directors assented to the document on different days, on the day on which, and at the time at which, the document was last assented to;
 - 2. or more separate documents in identical terms, each of which is assented to by one or more Directors, are taken as constituting one document; and
 - 3. a Director may signify assent to a document by signing the document or by notifying the company of the Director's assent in person or by post, telephone, fax or other electronic means.
- c) Where a Director signifies assent to a document otherwise than by signing the document, the Director must as confirmation sign the document at the next meeting of the Directors that Director attends, but failure to do so does not invalidate the act, matter, thing or resolution to which the document relates.

12.15 Subcommittees of Directors

- a) The Directors may delegate any of their powers to one or more subcommittees consisting of the number of Directors they think fit.
- b) A subcommittee to which any powers have been delegated must exercise the powers delegated in accordance with any directions given by the Directors.

- c) The provisions of this constitution that apply to meetings and resolutions of Directors apply, so far as they can and with any necessary changes, to meetings and resolutions of a subcommittee of Directors.

12.16 Delegation to individual Directors

- a) The Directors may delegate any of their powers to one Director.
- b) A Director to whom any powers have been delegated must exercise the powers delegated in accordance with any directions given by the Directors.

12.17 Validity of acts

An act done by a person acting as a Director, a meeting of Directors, or a committee of Directors attended by a person acting as a Director, is not invalidated merely because of:

- a) a defect in the appointment of the person as a Director;
- b) the person being disqualified to be a Director or having vacated office; or
- c) the person not being entitled to vote,

if that circumstance was not known by the person, the Directors or the committee (as applicable) when the act was done.

13 Executive Officers

13.1 Executive Director

- a) The Directors may appoint one of the Directors as Executive Director.
- b) An Executive Director's appointment as Executive Director automatically terminates if they cease to be a Director.

13.2 Secretaries

- a) The Directors must appoint at least one secretary and may appoint additional secretaries.
- b) The Directors may appoint one or more assistant secretaries.

13.3 Provisions that apply to all Executive Officers

- a) A reference in this rule 13.3 to an "Executive Officer" is a reference to an Executive Director, Chief Executive Officer, secretary or assistant secretary appointed under this rule 13.
- b) The appointment of an Executive Officer, including the Chief Executive Officer, may be for the period, at the remuneration and on the conditions that the Directors think fit.
- c) Subject to any contract between the company and the relevant Executive Officer, an Executive Officer may be removed or dismissed by the Directors at any time, with or without cause.
- d) The Directors may:
 - 1. confer on an Executive Officer the powers, discretions and duties (including any powers, discretions and duties vested in or exercisable by the Directors) they think fit;
 - 2. withdraw, suspend or vary any of the powers, discretions and duties conferred on an Executive Officer; and
 - 3. authorise the Executive Officer to delegate all or any of the powers, discretions and duties conferred on him or her.

- e) An Executive Officer must not be a person who is a current elected government official or their representative, but need not be a member to qualify for appointment.
- f) An act done by a person acting as an Executive Officer is not invalidated merely because of:
 - 1. a defect in the person's appointment as an Executive Officer; or
 - 2. the person being disqualified to be an Executive Officer,if that circumstance was not known by the person when the act was done.

14 Working board subcommittees

- a) The Directors may, from time to time, establish working board subcommittees.
- b) Working board subcommittees will consist of such number of persons as the Directors think fit. Those persons must not be a person who is a current elected government official or their representative, but otherwise may, but need not, be members (or employees of members) of the company
- c) Working board subcommittees will have such functions, powers and procedures as the Directors determine.

15 Indemnity and insurance

15.1 Persons to whom rules 15.2 and 15.4 apply

Rules 15.2 and 15.4 apply to:

- a) each person who is or has been a Director or Executive Officer (within the meaning of rule 13.3a)) of the company; and
- b) any other officers or former officers of the company or of its related bodies corporate that the Directors decide in each case.

15.2 Indemnity

The company must indemnify on a full indemnity basis and to the full extent permitted by law, each person to whom this rule 15.2 applies for all losses or liabilities (including costs and expenses) incurred by the person as an officer of the company.

15.3 Extent of indemnity

The indemnity in rule 15.2:

- a) is a continuing obligation and is enforceable by a person to whom rule 15.2 applies even though that person has ceased to be an officer of the company or of a related body corporate; and
- b) operates only to the extent that the loss or liability is not covered by insurance.

15.4 Insurance

The company may, to the extent permitted by law:

- a) purchase and maintain insurance; or
- b) pay or agree to pay a premium for insurance,

for any person to whom this rule 15.4 applies against any liability incurred by the person as an officer of the company where the Directors consider it appropriate to do so.

15.5 Savings

Nothing in rules 15.2 or 15.4:

- a) affects any other right or remedy that a person to whom those rules apply may have in respect of any loss or liability referred to in those rules; or
- b) limits the capacity of the company to indemnify or provide insurance for any person to whom those rules do not apply.

16 Auditor

The company must appoint a properly qualified auditor whose duties will be regulated in accordance with the Corporations Act.

17 Notices

17.1 How notices may be given

A notice may be given by the company to a member by:

- a) delivering it to the member or the member's representative personally;
- b) sending it to the member's or the member's representative's fax number or electronic address (including providing a URL link to any document or attachment);
- c) posting it by prepaid post to the member's or the member's representative's registered address; or
- d) by notifying the member or the member's representative by email or other electronic means, that the notice or communication or publication is available at a specified electronic address.

17.2 When taken as given

A notice is taken as given by the company and received by the member:

- a) if delivered personally, at the time of delivery;
- b) if faxed, when the company receives a confirmation report that all pages of the fax have been transmitted to the member's fax number, but if transmission or receipt is after 5.00 pm, it is taken as received on the next business day;
- c) if sent electronically, on the next business day; and
- d) if posted, on the second business day after it was posted.

17.3 When member has no registered address

If one or more members do not have a registered address in Australia, a notice addressed to the member or members and advertised in a daily national newspaper is taken to be duly given to the member or members at midday on the day on which the advertisement appears.

18 Definitions and interpretation

18.1 Definitions

In this constitution:

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

annual membership fees means the annual membership fees payable by members as prescribed in accordance with rule 9.2;

Appointed Director means a Director appointed by the Directors under rule 12.3;

auditor means the auditor of the company;

business day means a day on which the major trading banks are open for business in Perth, except a Saturday, Sunday or public holiday;

Chief Executive Officer means the chief executive officer of the company appointed under rule 13.3b) from time to time;

company means Committee for Perth Limited;

company's office means the company's registered office;

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

Directors means the company's board of Directors;

Elected Director means a Director elected by the members under rule 12.2;

Executive Officer has the meaning given in rule 13.3a);

member means the organisation who applies to be a member of the company;

member representative means a member's representative appointed by a member in accordance with rule 9.6;

registered address means a member's address as notified to the company by the member and recorded in the company's records;

secretary means a person appointed to perform the duties of a secretary of the company under rule 13.2 and includes an honorary secretary; and

State means Western Australia.

18.2 Interpretation

In this constitution unless the context requires otherwise:

- a) references to notices include formal notices of meeting and all documents and other communications from the company to its members;
- b) a reference to any legislation or a provision of any legislation includes any amendment to that legislation or provision, any consolidation or replacement of that legislation or provision and any subordinate legislation made under that legislation;
- c) a reference to a person includes a corporation, partnership, firm association and any other entity the law recognises;
- d) a reference to a member present at a general meeting is a reference to a member present in person or by proxy, attorney or member representative;
- e) a reference to writing and written includes printing, lithography and other ways of representing or reproducing words in a visible form; and
- f) the singular (including defined terms) includes the plural and the plural includes the singular.

18.3 Headings

Headings are used for convenience only and do not affect the interpretation of this constitution.

19 Corporations Act and ACNC Act

- a) The replaceable rules set out in the Corporations Act do not apply to the company.
- b) If at any time, the company is not a registered charity under the ACNC Act, the Corporations Act applies and (unless it is a replaceable rule) overrides any part of this constitution, or policy of the company, which is inconsistent with the Corporations Act.