



COOPER GRACE WARD
LAWYERS

**CONSTITUTION
OF
ME AND MONEY LTD**

COOPER GRACE WARD

Lawyers

Level 21, 400 George Street
Brisbane Qld 4000 Australia

T 61 7 3231 2444

F 61 7 3221 4356

W www.cgw.com.au

RWL10117275 5403091v3

Corporations Act 2001

A Company Limited by Guarantee and not having a Share Capital

Constitution

of

Me and Money Ltd

1. INTERPRETATION

Definitions

1.1 In this Constitution:

Annual general meeting	means the general meeting held each year as required by the Corporations Act and this Constitution.
By-Laws	means any By-laws of the Company for the time being in force.
Company	means Me and Money Ltd.
Corporations Act	means the <i>Corporations Act 2001</i> (Cth).
Directors or Board of Directors or the Board	means the directors of the Company.
Financial Year	means the period from the date of establishment of the Company to the following 30 June, and after that, the period 1 July in a year through to 30 June in the next year or any other period of 12 consecutive months determined by the Board.
Member	means a member of the Company.

Construction

1.2 In this document:

- (a) An expression that is given a special meaning for the purposes of any part of the Corporations Act has that same meaning when used in this Constitution.
- (b) Words importing the singular include the plural (and vice versa) and words denoting a gender include all other genders.
- (c) Clause headings are inserted for convenience only and are not to be used in interpreting this Constitution.
- (d) Reference to legislation or to any provision of any legislation include any modification or re-enactment or any legislative provision substituted for it, and all regulations and subordinate legislation and statutory instruments issued under such legislation.



2. LIMITED COMPANY

- 2.1 The liability of the Members is limited by guarantee.
- 2.2 The name of the Company is **Me and Money Ltd**.
- 2.3 The registered office of the Company will be as the Board of Directors determines from time to time.

3. OBJECTS

- 3.1 The objects for which the Company is established are to:
- (a) to establish and maintain a woman's one stop resource to find out anything they need to know about money.
 - (b) to ensure the information is independent and is accessible to all women who wish to subscribe.
 - (c) to use any means to make it possible for every woman to easily become financially knowledgeable and responsible.
 - (d) provide money, property, services or benefits to other organisations or funds:
 - (i) having objects similar to those of the Company; and
 - (ii) which prohibit the distribution of their income and property amongst Members to an extent at least as great as that imposed on this Company;
 - (e) provide such other goods and services that are incidental or ancillary to the objects for which the Company is established;
 - (f) seek donations and funding from the public to fund the activities of the Company.
- 3.2 The income and property of the Company must be applied solely towards the promotion of its objects as set out in this Constitution and cannot be paid or transferred, directly or indirectly, as a dividend, bonus or other distribution to the Members or officers of the Company.
- 3.3 Nothing in clause 3.2 prevents:
- (a) the payment in good faith of reasonable and proper remuneration to any officer or employee the Company or to any Member or other person in return for any services rendered to the Company; or
 - (b) the payment of interest on money borrowed from a Member for any of the purposes of the Company,

provided such payments are approved by the Board.

4. MEMBERSHIP

- 4.1 A Member must be a natural person.
- 4.2 The Members of the Company are:
- (a) those persons who have become Members upon incorporation of the Company; and

- (b) other parties the Board admits to Membership.
- 4.3 The Company will consist of three classes of Members:
- (a) Ordinary Members;
 - (b) Ambassador Members; and
 - (c) Companion Members.
- 4.4 Ordinary Members of the Company are limited to a maximum of nine Members.
- 4.5 Only a person who becomes an Ordinary Member of the Company may be appointed as a Director.
- 4.6 Ordinary Members have the right to:
- (a) receive notice of and attend any general meeting of the Company; and
 - (b) vote at any general meeting of the Company.
- 4.7 Companion Members and Ambassador Members do not have the right to receive notice of, attend or vote at any general meeting of the Company.
- 4.8 The Board may determine what membership fees are payable from time to time for:
- (a) Ordinary Members and Ambassador Members on an annual basis or other basis; and
 - (b) Companion Members as a once-only fee upon admission as a Member.
- 4.9 Members must inform the Secretary in writing of their address for correspondence and of any subsequent change in their address.

5. APPLICATION FOR MEMBERSHIP

- 5.1 Applications for membership must be in a form approved by the Board and directed to the Secretary.
- 5.2 Applications for membership must identify the class of membership the Member is applying for and be accompanied by the then current membership fee (if any) for the relevant class of membership.

6. APPOINTMENT OF NEW MEMBERS

- 6.1 The Secretary must submit membership applications to the next meeting of the Board.
- 6.2 The Board has an unfettered discretion to determine whether an applicant will be accepted or rejected for membership.
- 6.3 If a membership application is refused, the secretary must notify the Applicant in writing, and that applicant may re-apply to the Board for admission as a Member, but not within six months from the date of the Board meeting at which the prior membership application was refused.

7. CESSATION OF MEMBERSHIP

- 7.1 A person ceases to be a Member of the Company if the Member:

- (a) gives notice in writing to the Secretary resigning as a Member;
 - (b) is declared bankrupt;
 - (c) fails to pay his or her membership fee for three consecutive months after the membership fee becomes due and payable; or
 - (d) dies.
- 7.2 The date of resignation of a Member resigning in accordance with the provisions of clause 7.1 is the date on which the notice of resignation is received by the Secretary.
- 7.3 Subject to the rest of this clause 7, the Board has power to expel a Member or suspend their Membership if the Member:
- (a) is found guilty of a criminal offence;
 - (b) in the opinion of the Board, acts in their own interests while performing any official duties for the Company;
 - (c) refuses or neglects to comply with the provisions of the Constitution or of any By-law of the Company; or
 - (d) is guilty of any conduct which, in the opinion of the Board, is prejudicial to the interests of the Company.
- 7.4 At least seven clear days' notice in writing must be given to a Member of the meeting of the Board at which a resolution to expel or suspend the Member is to be proposed.
- The notice must include particulars of the issues of concern to the Board.
- 7.5 The Member must have a reasonable opportunity to respond to the allegation and produce any material they consider relevant at the Board meeting.
- 7.6 The Secretary must immediately notify the Member in writing once a resolution for expulsion or suspension is passed.
- 7.7 Any Member who is expelled or suspended may lodge a written appeal with the Secretary within 30 days of receipt of notice of expulsion or suspension.
- 7.8 If a Member lodges an appeal against their expulsion or suspension, the Board must promptly call a general meeting of the Company at which the resolution with respect to the Member's expulsion or suspension will be voted upon by Members.
- 7.9 At the general meeting called pursuant to clause 7.8, the Member must be given the opportunity to respond to the allegation and produce any material they consider relevant.
- 7.10 The decision of the Company in general meeting is binding and no further appeal lies from that decision.

8. ANNUAL GENERAL MEETING

The Annual General Meeting must be held each year no later than five months after the end of the previous Financial Year.

9. GENERAL MEETINGS

- 9.1 A general meeting may be convened by the Board at any time and must be convened within two calendar months of receiving a requisition in writing from members entitled to exercise at least 30% of the votes that may be cast at a general meeting.
- 9.2 Subject to the provisions of the Corporations Act relating to special resolutions, at least 21 days written notice of a general meeting must be given to all Members who are entitled to receive the notice.
- 9.3 A notice of a general meeting must contain all information required by the Corporations Act, including:
- (a) the place, the day and the hour of the meeting; and
 - (b) the general nature of the business to be transacted at the meeting.

10. PROCEEDINGS AT GENERAL MEETINGS

- 10.1 No business can be transacted at any annual general meeting or general meeting unless a quorum of Members is present in person or by proxy, attorney or representative at the time when the meeting is due to commence.
- 10.2 Unless otherwise determined by the Company in general meeting, a quorum is fifty per cent of all Members.
- 10.3 If a quorum is not present within half an hour from the time appointed for the meeting, the meeting:
- (a) if convened upon the requisition of Members, is dissolved; or
 - (b) in any other case, the meeting is adjourned to the same day in the next week at the same time and place, or to such other day, time and place as the chairman may determine.
- 10.4 If a quorum is not present at the adjourned meeting within half an hour from the time appointed for the meeting, the Members present constitute a quorum.
- 10.5 The chairman may, with the consent of the Members present at any meeting at which a quorum is present, adjourn the meeting but no business can be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- 10.6 When a meeting is adjourned for 30 days or more, notice of the adjourned meeting must be given as in the case of an original meeting but it is not otherwise necessary to give notice of an adjournment or the business to be transacted at an adjourned meeting.
- 10.7 At any general meeting of Members a resolution put to the vote of the meeting is decided on a show of hands unless a poll is demanded:
- (a) by the chairman; or
 - (b) by at least 30% of the votes that may be cast on the resolution.
- 10.8 The demand for a poll may be withdrawn.
- 10.9 Before a vote is taken, the chairman must inform the meeting whether any proxy votes have been received and how the proxy votes are cast.

- 10.10 Unless a poll is demanded, a declaration by the chairman is conclusive evidence of the result, provided the declaration reflects a show of hands and the proxies received. Neither the chairman nor the minutes need to state the number or proportion of votes recorded in favour or against.
- 10.11 If a poll is demanded the chairman will determine how the poll will be taken, and the result of the poll is the resolution of the meeting at which the poll was demanded.
- If a poll is demanded on the election of a chairman or on a question of adjournment, it must be taken immediately.
- 10.12 In the case of an equality of votes, whether on a show of hands or on a poll, the chairman is entitled to a second or casting vote.
- 10.13 A Member may vote in person or by proxy, attorney or representative and every Member present in person or by proxy, attorney or representative has one vote.
- 10.14 A Member who is of unsound mind or whose person or estate is liable to be dealt with in any way under any legislation relating to mental health may vote, by the Member's committee or trustee or by such other person who has the management of their estate, and the committee, trustee or other person may vote by proxy or attorney.
- 10.15 A Member may only appoint one proxy for a particular meeting.
- 10.16 A document appointing a proxy:
- (a) must be in writing and:
 - (i) signed by the appointer or their attorney; or
 - (ii) if the appointer is a corporation, either under seal or signed by an officer or attorney; and
 - (b) contain:
 - (i) the member's name;
 - (ii) the proxy's name or the name of the office held by the proxy; and
 - (iii) the meetings at which the proxy may be used;
 - (c) may direct the manner in which the proxy is to vote in respect of a particular resolution in which case the proxy must vote accordance with that direction;
 - (d) is taken to confer authority to demand or join in demanding a poll; and
 - (e) must be in the following form or in a form that is as similar to the following form as the circumstances allow:

Me and Money Ltd

I/we, _____, of _____,
being a member/members of the Company, appoint
of _____ or, in their absence,
of _____
as my/our proxy to vote for me/us on my/our behalf at the *annual general
meeting/*general meeting of the Company to be held on the _____ day of
2013 and at any adjournment of that meeting.

(c) Ian Robert Harrington.

11.4 Subject to clause 11.6, all of the Directors must be elected by the Members of the Company entitled to vote.

11.5 The appointment of a Director will be effective from the conclusion of the annual general meeting at which the election is announced.

11.6 The Board may appoint any person to fill a casual vacancy in the Directors, but the total number of Directors and Ordinary Members must not exceed the number fixed in accordance with this Constitution.

Any Director appointed to fill a casual vacancy holds office until the conclusion of the next Annual general meeting.

11.7 The office of a Director becomes vacant if the Director:

- (a) becomes bankrupt or makes any arrangement or composition with their creditors generally;
- (b) is prohibited from being a director of a company by reason of any order made under the Corporations Act
- (c) ceases to be a Director by operation of any provision of the Corporations Act;
- (d) ceases to be an Ordinary Member of the Company;
- (e) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the Corporations Act relating to mental health;
- (f) resigns as a Director by notice in writing to the Company;
- (g) is absent from three consecutive meetings of the Board without having previously obtained leave of the Board; or
- (h) is removed by an ordinary resolution of Ordinary Members.

11.8 The Directors are entitled to be paid their reasonable travelling and accommodation and other expenses incurred in consequence of their attendance at Directors meetings and otherwise in the execution of their duties as Directors.

12. ELECTION OF DIRECTORS

12.1 An Ordinary Member may nominate another person for election as a Director, provided that person is an Ordinary Member of the Company. The nomination must be seconded by a second Ordinary Member.

12.2 Nominations must be received at the Company's registered office by the date specified in the notice given to members.

12.3 Subject to the maximum number of Directors and Ordinary Members fixed by this constitution in clauses 4.4 and 11.1, if the number of candidates for election is equal to or less than the number of vacancies, the chairman may declare those candidates to be duly elected.

12.4 If the number of candidates exceeds the number of vacancies, a ballot must be held to elect the replacement Directors.

- 12.5 If an election is necessary, the Board may determine that the replacement Director may be elected by a postal ballot in which case the following provisions apply:
- (a) when the Company sends a notice to the Members of the annual general meeting, it must also send to each Member:
 - (i) a notice advising the Board positions which have to be filled and particulars of the nominations received for the vacancies; and
 - (ii) a ballot paper;
 - (b) completed ballot papers must be received at the Company's registered office at least two days before the annual general meeting. Ballot papers received after this time will not be counted.
 - (c) the postal ballot will be deemed to be a poll of Members and all provisions in this Constitution relating to the taking of a poll will apply to the ballot.
- 12.6 All other issues in relation to the election of Directors and the conduct of a ballot will be determined by the chairman whose decision will be final and binding.

13. POWERS AND DUTIES OF THE DIRECTORS

- 13.1 The management of the Company is the responsibility of the Board and the Board may exercise all powers of the Company as are not, by the Corporations Act or by this Constitution, required to be exercised by the Company in general meeting.
- 13.2 The Board may make by-laws that are not inconsistent with the Constitution and the Corporations Act for the general management and running of the Company.

14. PROCEEDINGS OF THE BOARD AND APPOINTMENT OF CHAIRMAN

- 14.1 The Board may meet as it thinks fit but must meet no less than three times a year. Any two Directors may at any time, and the Secretary must, on the requisition of any two Directors, summon a meeting of the Board.
- 14.2 The Board must appoint one of its members to chair its meetings and may determine the period for which they will hold office.
- 14.3 Where a meeting of Directors is held and:
- (a) a chairman has not been elected; or
 - (b) the chairman is not present within 15 minutes after the time appointed for the holding of the meeting or is unwilling to act,
- the Directors present must elect an alternative chairman of the meeting.
- 14.4 Subject to this Constitution, questions arising at any meeting of the Board will be decided by a majority of votes. The Chairman has a casting vote.
- 14.5 The quorum necessary for the transaction of the business of the Board is at least 50% of the Directors.
- 14.6 The continuing members of the Board may act notwithstanding any vacancy in the Board, but if their number is reduced below the number fixed by or pursuant to this Constitution as the quorum of the Board, the continuing Directors may only act for the purpose of filling a casual vacancy or calling a general meeting.

- 14.7 A resolution in writing signed by all Directors in Australia for the time being is as valid as if it had been passed at a meeting of the Board. The resolution may consist of several documents in like form, each signed by one or more Directors.
- 14.8 Subject to the Corporations Act, the Board may delegate any of its powers to one or more sub-committees as the Board thinks fit and the Board may also appoint the chairman of any sub-committee.
- 14.9 Each sub-committee must keep proper minutes of its meetings and the provisions regulating proceedings of the Board apply to the proceedings of subcommittees also.
- 14.10 Questions arising at any meeting of sub-committees are determined by a majority of votes of the members present.
- 14.11 No decision of a sub-committee is binding on the Company unless it is ratified by the Board.
- 14.12 If it is discovered after the event that there was some defect in the appointment of any Director or sub-committee member, or that they were disqualified, anything done by the Board or of the sub-committee or the person acting as a Director or sub-committee member is as valid as if every such person had been duly appointed and was qualified to be a Director or member of the sub-committee.

15. MEETINGS USING TECHNOLOGY

- 15.1 A board meeting may be called or held using any technology allowed under the Corporations Act and consented to by all the Directors.
- 15.2 The consent referred to in clause 15.1 may be a standing one. A Director may only withdraw their consent within a reasonable period before the meeting.

16. DIRECTORS CONTRACTING WITH THE COMPANY

- 16.1 No Director is disqualified by their office from contracting with the Company.
- 16.2 No contract or arrangement entered into by the Company in which any Director is in any way interested can be avoided because the person has the interest.
- 16.3 A Director who has an interest in any contractual arrangements with the Company is not liable to account to the Company for any profit realised in relation to the contract or arrangement provided the Director has disclosed the nature of their interest at a meeting of the Board.
- 16.4 The declaration must be made at a meeting of the Directors at which the contract or arrangement is determined if the Director's interest then exists, or in any other case at the first meeting of the Directors after the acquisition of the Director's interest.
- 16.5 A general notice that a Director is a member of a specified company or firm and is to be regarded as interested in any subsequent transaction with the company or firm is sufficient disclosure if:
- (a) the notice states the nature and extent of the interest of the Director in the company or firm; and
 - (b) there has been no material change in the Director's interest in the company or firm when a later transaction is considered by the Board.
- 16.6 A Director who has a material interest in a matter that is being considered at a Directors meeting must not:

- (a) be present at the meeting while the matter is being considered; and
- (b) must not vote on the matter unless the preceding provisions of this clause 16 have been complied with and the other Directors have passed a resolution in accordance with section 195 of the Corporations Act.

16.7 The giving of a general notice under this clause 16 does not entitle a Director to be present or to vote at a meeting in relation to a particular contract unless a resolution of the Board under clause 16.6 has first been passed.

16.8 Subject to a Director having complied with this clause 16, the Director may sign or countersign any contract in which they are interested.

17. COMPANY SECRETARY

17.1 The secretary of the Company holds office on the terms decided by the Directors and in accordance with the Corporations Act.

17.2 Nothing in this Constitution prevents the Board from appointing a Member of the Company as Company Secretary.

17.3 The Secretary must cause minutes to be made and entered of:

- (a) the names of Directors and other persons present at all meetings of the Company and of the Board; and
- (b) all proceedings at all meetings of the Company and of the Board.

17.4 The minutes must be signed by the chairman of the meeting at which the proceedings were held or by the chairman of the next succeeding meeting.

18. ACCOUNTS

18.1 The auditor of the company is appointed by the Company in general meeting and holds office in accordance with the Corporations Act.

18.2 The Board must cause:

- (a) proper accounting and other records to be kept;
- (b) copies of yearly financial statements (including every document required by law to be attached to them) accompanied by a copy of any auditor's report to be distributed to Members as required by the Corporations Act; and
- (c) a statement of financial position, a statement of financial performance and a statement of cash flow for the preceding Financial Year of the Company to be prepared to a date not more than twelve months before the date of the meeting and sent to every Member with the notice for each Annual general meeting.

19. NOTICES

19.1 A Company may give the notice of meeting to a Member either by:

- (a) serving it on the member personally; or
- (b) by sending it by post to the member at the address shown in the register of members or the address supplied by the member for the giving of notices; or

- (c) forwarding it by facsimile transmission at the facsimile number shown in the registers of members (if any) or the facsimile number supplied by the member for the giving of notices; or
- (d) forwarding it by electronic mail to the electronic mail address shown in the register of members (if any) or the electronic mail address supplied by the members for the giving of notices; or
- (e) in any other way allows by the Corporations Act.

19.2 A notice of meeting sent by post is taken to be given three days after it is posted.

19.3 A notice of meeting sent by facsimile will be deemed to be effected on the date the Company receives a facsimile transmission report confirming receipt of the notice at the facsimile number for the member referred to in clause 19.1.

19.4 Where a notice is forwarded by electronic mail, service will be deemed to be effected on the day of the transmission, so long as the sender of the notice does not receive a delivery failure message in respect of the electronic mail.

19.5 Notice of every general meeting must be given in any manner authorised by this Constitution to:

- (a) every Member except those Members who have not supplied to the Company an address for the giving of notices to them; and
- (b) the auditor or auditors for the time being of the Company.

19.6 No other person is entitled to receive notices of general meetings.

20. WINDING UP

20.1 If the Company is wound up and any property remains after satisfaction of all its liabilities, that property:

- (a) must not be paid to or distributed among the Members; but
- (b) must be given or transferred to other institutions having similar objects to the Company and which prohibit the distribution of their income and property amongst Members to an extent at least as great as that imposed on this Company (Default Fund).

20.2 The Default Fund will be determined:

- (a) by the Members at or before the time of dissolution; but
- (b) if no determination is made by the Members, the Default Fund will be determined by a Judge of the Supreme Court of the State in which the registered office of the Company is located.

20.3 Every Member undertakes to contribute to the assets of the Company to a maximum of \$10 if the Company is wound up while they are a Member or within one year after they cease to be a Member, for payment of the liabilities of the Company contracted before they cease to be a Member.

21. INDEMNITY

21.1 Every Director, Secretary and other officer of the Company is indemnified out of the assets of the Company against any liability incurred by the person as officer except where the Company is prohibited from indemnifying the person under the provisions of the Corporations Act.



The indemnity may extend to a liability for costs and expenses incurred by a person in defending proceedings, whether civil or criminal, irrespective of their outcome.

21.2 The Company may pay premiums in respect of contracts insuring current and past officers of the Company against liabilities incurred by them as officers and liability for costs and expenses incurred in defending proceedings whatever their outcome except in circumstances where the Company is prohibited from doing so under the Corporations Act.

21.3 A Director, manager, secretary or other officer of the Company is not liable for:

- (a) the act, neglect or default of any other Director or officer;
- (b) any loss or expenses incurred by the Company through the insufficiency or deficiency of title to any property acquired by order of the Directors for or on behalf of the Company;
- (c) the insufficiency or deficiency of any security in or upon which any of the moneys of the Company are invested;
- (d) any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person with whom any moneys, securities or effects are deposited or left; or
- (e) for any other loss or damage which happens in the execution of the duties of his office

unless the same happens through their own negligence, wilful default, breach of duty or breach of trust.

