

**CONSTITUTION OF**  
**BOSOM BUDDIES INC**  
**ABN 59 262 617 782**

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## INTERPRETATION

1. In this Constitution except where excluded by the context:
  - (a) “**Act**” means the Associations Incorporation Act (ACT), as amended from time to time;
  - (b) “**AGM**” means Annual General Meeting;
  - (c) “**Association**” means Bosom Buddies;
  - (d) “**Bosom Buddies**” means the Association incorporated as Bosom Buddies Incorporated ABN 59 262 617 782;
  - (e) “**Bosom Buddies Fellowship**” means a subcommittee established pursuant to clause 96 to review, approve and administer funding grants.
  - (f) “**By-Laws**” means regulations made by the Management Committee from time to time for the administration and management of the Bosom Buddies’ affairs;
  - (g) “**Constitution**” means this Constitution and all supplementary substituted or amending Constitutions for the time being in force;
  - (h) “**Executive Officers**” means the President, Vice President, Secretary and Treasurer of Bosom Buddies elected pursuant to the by-laws;
  - (i) “**EGM**” means Extraordinary General Meeting;
  - (j) “**General Meeting**” means a meeting of the Members of Bosom Buddies and includes an AGM, EGM but does not include a meeting of the Management Committee.
  - (k) “**Management Committee**” means the Committee of Bosom Buddies serving from time to time in accordance with clauses 79 to 93;
  - (l) “**Management Committee Members**” means the members of the Management Committee of Bosom Buddies comprised of four (4) Office Bearers and six (6) ordinary Members elected by the Members that exercise all the powers of the Association in accordance with clause 94 to 99
  - (m) “**Member**” means a person who is a Member of Bosom Buddies;
  - (n) “**Person**” includes a natural person and an association;
  - (o) “**President**” means any person elected by the Members to the Management Committee to perform the executive duties of Bosom Buddies.
  - (p) “**OGM**” means Ordinary General Meeting;
  - (q) “**Register**” means any of the Registers kept in accordance with the Act;
  - (r) “**Seal**” means the common seal of the Bosom Buddies, if any;

- (s) “**Secretary**” means any person elected by the Members to perform the duties of Secretary of Bosom Buddies;
- (t) “**Special Resolution**” means a resolution of which notice has been given as required by the Act and that has been passed by at least 75% of the votes cast by Members entitled to vote on the resolution;
- (u) “**Treasurer**” means any person elected by the Members to perform the duties of Treasurer of Bosom Buddies;
- (v) “**Vice President**” means any person elected by the Members to perform the duties of Vice President of Bosom Buddies;
- (w) Words importing the singular include the plural and vice versa;
- (x) Words denoting one gender include all other genders;
- (y) Headings have been inserted for ease of reference only and do not affect the interpretation of this Constitution;
- (z) References to any statute include every amendment, re-enactment or replacement of that statute.

## **INTRODUCTION**

2. The name of the Association is **Bosom Buddies Inc.**

## **OBJECTS OF BOSOM BUDDIES**

3. The objects for which Bosom Buddies is established are to:
  - (a) operate a non-profit community-based organisation to assist people and their families living with the effects of breast cancer;
  - (b) provide a caring and nurturing personal support network for people diagnosed with breast cancer, and their families, during and after their treatment;
  - (c) support breast cancer programs and individual community projects through the Bosom Buddies Fellowship;
  - (d) raise community awareness of breast cancer by promoting improved breast cancer treatments and educating the community on the impact of breast cancer and how to identify breast cancer early;
  - (e) seek new opportunities to share information and provide practical advice with to those people supporting persons with breast cancer.

## **BOSOM BUDDIES VISION**

4. The mission of Bosom Buddies is to provide a service for those living with breast cancer and their families.
5. In carrying out our mission, Bosom Buddies is seeking to:
  - **Widen our Support** to those on the breast cancer journey

- **Strengthen Awareness of Breast Cancer** by increasing the reach of the Breast Awareness program in ACT schools, public sector commercial and not for profit organisations, and seeking other opportunities to share information and provide practical advice and options to those on the cancer journey including men.
- **Increase donations and partnerships and develop sponsorships**
- **Build a Sustainable Organisation**

#### **LEGAL STATUS OF BOSOM BUDDIES**

6. Bosom Buddies has the legal capacity and the powers of a body corporate and a natural person.
7. The assets and income of the organisation shall be applied solely in furtherance of its above-mentioned objects and no portion shall be distributed directly or indirectly to the members of the organisation except as bona fide compensation for services rendered or expenses incurred on behalf of the organisation.
8. Nothing in clause 7 prevents:
  - (a) payment in good faith:
  - (b) of remuneration to any of Bosom Buddies' employees or to any other person in return for any services actually provided to Bosom Buddies; or
    - (i) for goods supplied to Bosom Buddies in the course of ordinary business; or  
Bosom Buddies:
    - (ii) repaying the money borrowed from any Member of Bosom Buddies; or
    - (iii) paying interest on money borrowed from any Member of Bosom Buddies; or
    - (iv) reimbursing out-of-pocket expenses to any Management Committee Members of Bosom Buddies or to any volunteer who has expended money under the guidance of a Management Committee Member; or
    - (v) paying reasonable and proper rent for premises demised or let by any Member of Bosom Buddies.
9. The income and property of Bosom Buddies will be applied solely in and about the places within the Commonwealth of Australia and in such manner as may be approved by the Management Committee from time to time. This provision does not prevent the income and property of Bosom Buddies being applied outside the Commonwealth of Australia if such application is:
  - (a) made:
    - i with the knowledge of the Management Committee; and
    - ii in good faith; and
  - (b) in return for goods supplied to Bosom Buddies in the ordinary course of business; or

- (c) repaying money borrowed from any Member of Bosom Buddies; or
  - (d) paying interest on money borrowed from any Member of Bosom Buddies; or
  - (e) reimbursing out-of-pocket expenses to the Management Committee Members of Bosom Buddies and any volunteer who has expended money under the guidance of a Management Committee Member or
  - (f) paying reasonable and proper rent for premises demised or let by any Member of Bosom Buddies.
10. All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments will be signed by two (2) Executive Officers.
11. By Special Resolution, the Members may add to, alter, or amend this Constitution from time to time.

### **MEMBERSHIP**

12. Membership of Bosom Buddies is open to any person or organisation that supports the Objects and Vision of Bosom Buddies.
13. The liability of Members is limited.
14. The number of Members of Bosom Buddies is unlimited.
15. Membership of Bosom Buddies is divided into 4 categories:
- (a) Ordinary Membership;
  - (b) Complimentary Membership;
  - (c) Friend of Bosom Buddies; and
  - (d) Life Membership.
16. Bosom Buddies will keep a Register of Members in accordance with the Act.
17. Bosom Buddies will not transfer the rights and privileges attaching to membership.
18. Membership fees are payable on 1 July each year, the amount to be determined at the Annual General Meeting.

### **Rights of Members**

19. All Ordinary Members;
- (a) are entitled to receive information concerning the activities of Bosom Buddies;
  - (b) are entitled to receive invitations to Bosom Buddies events;
  - (c) are entitled to receive notice and attend General Meetings of Bosom Buddies;
  - (d) are entitled to one vote at any General Meeting of Bosom Buddies;
  - (e) are eligible for election to the Management Committee;



- (f) are entitled to request attendance to a Management Committee meeting.
20. All Life Members;
- (a) are entitled to receive information concerning the activities of Bosom Buddies;
  - (b) are entitled to receive invitations to Bosom Buddies events;
  - (c) are entitled to receive notice and attend General Meetings of Bosom Buddies;
  - (d) are entitled to one vote at any General Meeting of Bosom Buddies;
  - (e) are eligible for election to the Management Committee;
  - (f) are entitled to request attendance to a Management Committee meeting;
  - (g) are exempted from payment of membership fees.
21. All Friends of Bosom Buddies;
- (a) are entitled to receive information concerning the activities of Bosom Buddies;
  - (b) are entitled to receive invitations to Bosom Buddies events;
  - (c) are entitled to receive notice and attend General Meetings of Bosom Buddies;
  - (d) are entitled to request attendance to a Management Committee meeting.
22. All Complimentary Members;
- (a) are entitled to receive information concerning the activities of Bosom Buddies;
  - (b) are entitled to receive invitations to Bosom Buddies events.
23. Requests to attend a Management Committee meeting must be given at least seven (7) days prior to the Management Committee meeting.
24. All Members must not hold themselves out to be an employee, agent, or representative of Bosom Buddies unless expressly authorised by Bosom Buddies to do so.

### **Application for Ordinary Membership**

25. To apply for Ordinary Membership, a person will submit to the Secretary a written application for Ordinary Membership in the form prescribed by Bosom Buddies from time to time, together with the application fee applicable from time to time.

### **Admission to Membership**

26. The Secretary will notify the Management Committee of all applications for membership received at the next Management Committee meeting held after the receipt of any application for ordinary membership.
27. The Management Committee will note the entry of all Ordinary Members onto the Register of Members.

28. Other Membership Notwithstanding clauses 26 to 27 above, the Management Committee may from time to time and at its discretion and on such terms and conditions as it deems fit elect persons to Life Membership, Friend of Bosom Buddies status or Complimentary Membership.

## **CESSATION OF MEMBERSHIP**

### **Resignation from membership**

29. A Member may resign from Bosom Buddies at any time by written notice of registration to the Secretary in accordance with the notice provisions in clause 131 of the Constitution.
30. A Member is taken to have resigned from Bosom Buddies on their death.
31. A Member is taken to have resigned from Bosom Buddies if they have not paid their membership fees for a period of three (3) consecutive months.

### **Termination of Membership**

32. If in the opinion of the Management Committee a Member has breached a provision of the Constitution, or has acted in a manner that may be prejudicial to the interests of Bosom Buddies, or has otherwise engaged in conduct that the Management Committee considers to be improper, the Management Committee:
- (a) must convene a meeting of the Management Committee to be held no sooner than seven (7) days after giving notice to that Member in accordance with clause 32(b) ;
  - (b) must give written notice to that Member, setting out:
    - i the time and place at which the Management Committee meeting (referred to in subclause ((a) above) is to be held;
    - ii what is alleged against that Member;
    - iii the intended resolution for that Member's suspension or expulsion;
    - iv that Member's right to present to the Management Committee, whether orally or in writing, any explanation or defence in relation to the alleged conduct; and
    - v that Member's right to elect to have the resolution for expulsion or suspension dealt with by Bosom Buddies in General Meeting.

### **Lost Members**

33. Within a period of 6 months or more, if one or more notices sent to a Member are returned to Bosom Buddies marked "return to sender" or similar:
- (a) the Secretary may submit that Member's name and details of attempts to contact that Member to the Management Committee for its consideration; and
  - (b) The Management Committee meeting at which this will occur will be the next Management Committee meeting after the expiration of 6 months from the date of the first failed communication; and

- (c) the Management Committee may decide at that meeting to terminate that person's Membership.
34. A Member whose Membership has ceased under clause 33 may apply to have their Membership reinstated at any time.

### **Procedures for the exercise of Member's rights**

35. If a Member elects to exercise the right conferred by clause 32(b)iv above, that Member must:
- (a) communicate that election to the Management Committee in writing no later than twenty-four (24) hours prior to the time advised in accordance with clause (b); and
  - (b) may submit a written explanation or defence to the Management Committee at any time prior to the time of commencement of the meeting as advised in accordance with clause (b); or
  - (c) may attend the meeting at the time and place advised in accordance with clause (b) and submit an oral explanation or defence to the Management Committee.
36. If a Member elects to exercise the right conferred by clause 32(b)v, that Member must:
- (a) communicate that election to the Management Committee in writing no later than twenty-four (24) hours prior to the time advised in accordance with clause (b); and
  - (b) may submit a written explanation or defence to Bosom Buddies at any time prior to the time of commencement of the Extraordinary General Meeting convened in accordance with clause 39 below; or
  - (c) may attend the meeting convened in accordance with clause 39 and submit an oral explanation or defence to Bosom Buddies.

### **Procedures for the expulsion or suspension of Members**

37. If a Member does not elect to exercise the right conferred by clause 32(b)v, the Management Committee may, after hearing any submissions from that Member, suspend or expel that Member from Membership of Bosom Buddies, and if applicable, that Member's name will be removed from the Register.
38. If a Member does not elect to exercise the rights conferred by either clause 32(b)iv or clause 32(b)v, the Management Committee may suspend or expel that Member from Membership of the Management Committee, and if applicable, that Member's name will be removed from the Register.
39. If a Member elects to exercise the right conferred by clause 32(b)v:
- (a) the Management Committee will convene an Extraordinary General Meeting of Bosom Buddies to be held at the time and place set out in the notice outlined in clause (b) above, provided that clauses 49, and 130 of the Constitution are not thereby breached; and
  - (b) the resolution is passed by a two-thirds majority of those Ordinary Members present and voting at the Extraordinary General Meeting;

- (c) Bosom Buddies may, after hearing any submissions from that Member, suspend or expel that Member in accordance with the resolution, and if applicable, that Member's name will be removed from the Register.

### **Members expelled or suspended liable in winding up**

- 40. Any ordinary or associate Member who ceases to be a Member of Bosom Buddies remains liable in the event of a winding up of Bosom Buddies for any unpaid Membership fees

### **GENERAL MEETINGS**

#### **Annual General Meeting**

- 41. Bosom Buddies will hold an Annual General Meeting (AGM) at least once every calendar year.
- 42. Bosom Buddies will hold the AGM within six (6) months of the end of Bosom Buddies financial year.

#### **Extraordinary General Meetings**

- 43. The Management Committee must convene and hold an Extraordinary General Meeting (EGM) on the request of Members or the Management Committee.
- 44. The EGM of Bosom Buddies must be held in accordance with the Act, which includes but is not limited to their being held:
  - (a) for a proper purpose; and
  - (b) at a reasonable time and place.
- 45. The Management Committee may cancel any meeting that it convenes by giving not less than forty eight (48) hours' notice to those Members entitled to notice of the meeting.

#### **Request by Members for an Extraordinary General Meeting**

- 46. The request for an Extraordinary General meeting must:
  - (a) be in writing;
  - (b) state any resolutions to be proposed at the meeting;
  - (c) be signed by each Member or Management Committee Member making the request; and
  - (d) be given to Bosom Buddies with the Notice provisions of the Constitution.
- 47. Separate copies of a document setting out the request may be used for signing by Members if the wording of the request is identical in each copy.
- 48. Within twenty-one (21) days after the request is given to Bosom Buddies, the Management Committee must convene the Extraordinary General Meeting and must hold the meeting not later than two (2) months after the request is given to Bosom Buddies.

#### **Notice of Meetings**

49. Subject to the provisions of the Act relating to special resolutions and agreements for shorter notice, at least twenty-one (21) days' notice must be given of any general meeting to those Members entitled to notice of the meeting. The notice must:
- (a) set out the place, the date, and the time of meeting; and
  - (b) if the meeting is to be held in two or more places, set out the technology that will be used to facilitate this; and
  - (c) state the general nature of the meeting's business;
  - (d) if a special resolution is to be proposed at the meeting, set out:
    - i an intention to propose a special resolution; and
    - ii the resolution;
  - (e) if a Member is entitled to appoint a proxy, contain a statement setting out the following information:
    - i. that the Member has a right to appoint a proxy;
    - ii. whether or not the proxy needs to be a Member of Bosom Buddies.
50. The business of the AGM may include any of the following, even if not referred to in the notice of meeting:
- (a) confirm the minutes of the last preceding annual general meeting;
  - (b) receive Management Committee reports on activities of Bosom Buddies during the preceding financial year;
  - (c) the consideration of the annual financial, the Management Committee's, and the auditor's reports;
  - (d) the election of Management Committee Members;
  - (e) the appointment of the Auditor; or
  - (f) the fixing of the Auditor's remuneration.
51. The proceedings at a meeting are not invalid if accidentally a person entitled to receive a notice of a meeting does not receive one or is omitted from the list of those who should receive one.

## **PROCEDURE AT GENERAL MEETINGS**

### **Quorum**

52. The quorum for an Annual General Meeting of Bosom Buddies is ten (10) ordinary Members present in person or by proxy.
53. The quorum for an Extraordinary Meeting of Bosom Buddies is twenty (20) ordinary Members present in person or by proxy.

54. If within fifteen (15) minutes from the time appointed for a general meeting, a quorum is not present:
- (a) where the meeting was called on the request of Members, the meeting is dissolved; or
  - (b) in any other case:
    - i the meeting is adjourned to forty-five (45) minutes after the time appointed, at the place appointed; and
    - ii If a quorum is not present within fifteen (15) minutes of the time appointed in accordance with clause 54(b)i, the Members present (being not less than three (3)) will be a quorum

### **Chairing General Meeting**

55. The President of the Management Committee will preside at every general meeting of Bosom Buddies as the person chairing the meeting.
56. If there is no President, or he or she is not present within fifteen (15) minutes after the time appointed for the holding of the meeting, or if the President is unwilling to act, the Vice President will preside as the person chairing the meeting.
57. If there is no Vice President, or he or she is not present within fifteen (15) minutes after the time appointed for the holding of the meeting, or if the Vice President is unwilling to act, then the Members present will elect one of their number to act as the person chairing of the meeting.
58. With the consent of, or if directed by, a meeting at which a quorum is present, the person chairing the meeting may adjourn the meeting but no business other than any unfinished business from the adjourned meeting is to be dealt with at the resumed meeting.
59. Unless a meeting is adjourned for thirty (30) days or more, it is not necessary to give any notice of an adjournment or the meeting's business.
60. When a meeting is adjourned for thirty (30) days or more, notice of the adjourned meeting must be given as if it were an original meeting.

### **Voting at General Meetings**

61. At any general meeting on any resolution or special resolution, whether by show of hands or poll, each Ordinary and Life Member
- i holds one vote; and
  - ii may vote in person or by proxy or by attorney.
62. An ordinary or life Member who is of unsound mind or whose person or estate is liable to be dealt with in any way under the law relating to mental health may vote, whether on a show of hands or on a poll, by his or her trustee or by such other person as has the management of his or her estate, and any such trustee or other person may vote by proxy or attorney.

63. On a show of hands, a declaration by the person chairing the meeting, and an entry to that effect in the book containing the minutes of the meeting, is conclusive evidence of the result provided that the declaration reflects the show of hands and the votes of the proxies received.
64. Neither the person chairing the meeting nor the minutes need to state the number or proportion of the votes recorded in favour or against.
65. The person chairing the meeting has one vote as a Member of Bosom Buddies, unless there is an equality of votes, whether on a show of hands or on a poll, in which case the person chairing the meeting is entitled to a casting vote.
66. A challenge to a right to vote at a general meeting:
  - (a) may only be made at the meeting; and
  - (b) must be determined by the person chairing the meeting, whose decision is final.

### **Polls**

67. At any general meeting a resolution put to the vote of the meeting must be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:
  - (a) by the person chairing the meeting; or
  - (b) by at least five (5) Ordinary Members present in person or by proxy.
68. A poll demanded on a matter must be taken when and in the manner the person chairing the meeting directs.
69. The demand for a poll may be withdrawn at any time by the person or persons who demanded the poll.
70. A poll may not be demanded on any resolution concerning:
  - (a) the election of a person to chair the meeting; or
  - (b) the adjournment of a meeting.

### **Proxies**

71. An ordinary Member of Bosom Buddies who is entitled to attend and cast a vote at a General Meeting of Bosom Buddies may appoint a person as the Member's proxy to attend and vote for the Member at a general meeting.
72. An appointment of a proxy is valid if it is signed by the Member of Bosom Buddies making the appointment and contains the following information:
  - (a) the Member's name and address;
  - (b) Bosom Buddies name;
  - (c) the proxy's name or the name of the office held by the proxy; and

- (d) the meeting or meetings at which the proxy may be used.
73. The instrument appointing a proxy must be in the form prescribed in Schedule 1 or as close to that form as circumstances permit.
74. For an appointment of a proxy for a meeting of Bosom Buddies' Members to be valid, Bosom Buddies must receive the following documents at least forty-eight (48) hours before the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, at least twenty-four (24) hours before the time appointed for the taking of the poll:
- (a) the proxy's appointment; and
  - (b) if the appointment is signed by the appointor's attorney – the authority under which the appointment was signed or a certified copy of the authority.
75. Bosom Buddies receives an appointment authority and power of attorney when it is received at any of the following:
- (a) Bosom Buddies registered office;
  - (b) by fax at a fax number at Bosom Buddies' registered office; or
  - (c) at a place, fax number or electronic address specified for the purpose of the notice of meeting.
76. An appointment may specify the way the proxy is to vote on a particular resolution. If it does:
- (a) the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way; and
  - (b) if the proxy is the person chairing the meeting, the proxy must vote on a poll and must vote that way; and
  - (c) if the proxy is not the person chairing the meeting, the proxy need not vote on a poll but if the proxy does so, the proxy must vote that way.
77. If the proxy is also an ordinary or associate Member, her or his appointment as a proxy does not affect the way that person can cast a vote as a Member.
78. Unless Bosom Buddies has received written notice of the matter before the start or resumption of the meeting at which a proxy votes, a vote cast by the proxy will be valid even if, before the proxy votes:
- (a) the appointing Member dies;
  - (b) the Member is mentally incapacitated;
  - (c) the Member revokes the proxy's appointment;
  - (d) the Member revokes the authority under which the proxy was appointed by a third party; or
  - (e) the Member resigns from Bosom Buddies.



## **THE MANAGEMENT COMMITTEE**

### **Composition**

79. The Management Committee consists of at least three (3) Executive Officers and up to six (6) Ordinary Members, with a total of no more than ten (10) members.
80. All members of the Management Committee (Executive Officers and Ordinary Members) must be members of Bosom Buddies Inc. to be eligible to be proposed for election to the Management Committee.

### **Term of Office**

81. The term of office for the Executive Officers is one year.
82. Executive Officers are eligible for re-election provided they have not held that office for three (3) consecutive years and have not been on the Management Committee for a maximum of six (6) consecutive years as either an Executive Officer or an Ordinary Member.
83. For current Executive Officers, the six (6) year maximum term will be deemed to have commenced in January 2007.
84. The term of office for the Ordinary Members of the Management Committee is two years, provided that at the 2009 AGM, three (3) Members will be elected for a term of one year and three (3) Members for a term of two years. At every AGM thereafter, three (3) Members will be elected for a term of two years.
85. If an Ordinary Member is elected to an Executive Officer position for a term of one (1) year, their second year of their Ordinary Member term is considered to be vacated and clause 88 will apply.
86. Ordinary members of the Management Committee are eligible for re-election provided they have not been on the Management Committee as an Ordinary Member and/or as an Executive Officer for the maximum of six (6) consecutive elections.

### **Vacation of the office of an Executive Officer or Management Committee Member**

87. The office of a Executive Officer or Management Committee Member of Bosom Buddies is vacated if the person:
- (a) is convicted as mentioned in section 206B(1) of the Act;
  - (b)
    - i is an undisclosed bankrupt; or
    - ii has executed a personal insolvency agreement under a law relating to bankruptcy.
  - (c) cannot manage the affairs of Bosom Buddies because of mental incapacity and is a person to whose estate or property a personal representative or trustee has been appointed as an administrator;

- (d) becomes subject to an order under section 63 of the Act;
  - (e) resigns her or his office in writing to the Management Committee;
  - (f) in the opinion of the Management Committee, has refused or neglected to comply with the Constitution, or has acted in a manner that may be prejudicial to the interests of Bosom Buddies, or has otherwise engaged in conduct that the Management Committee considers to be improper;
  - (g) ceases to be an ordinary or life Member of Bosom Buddies;
  - (h) is absent without permission of the Committee from two consecutive Management Committee meetings; or becomes an employee of Bosom Buddies.
88. At any time, the Management Committee may appoint a person to fill a casual vacancy on the Management Committee caused by the vacation of office of an Executive Officer or Management Committee Member.
89. A person appointed in accordance with clause 88
- (a) holds office until the expiry of the term of office of the Executive Officer or Management Committee Member whose place he/she has taken; and
  - (b) is eligible for re-election.

### **Removal or substitution of Executive Officers or Management Committee Member**

90. Bosom Buddies may by resolution at a general meeting remove any Executive Officer or Management Committee Member before the end of that person's period of office.
91. Bosom Buddies may by resolution at the same or another general meeting appoint another person to replace that person.

### **CONFLICT OF INTEREST**

92. A Executive Officer or Management Committee Member who has a personal interest in a matter that is being considered at a Management Committee meeting:
- (a) must advise the Management Committee of the nature and extent of the personal interest;
  - (b) must not vote on the matter; and
  - (c) must not be present while the matter is being considered at the meeting.
93. A Executive Officer or Management Committee Member is not to be taken to have a personal interest in a matter merely because:
- (a) where the contract or proposed contract relates to a loan to Bosom Buddies, they have guaranteed or joined in guaranteeing the repayment of the loan or any part of the loan; or
  - (b) where the contract or proposed contract has been or will be made with or for the benefit of or on behalf of a body corporate that is related to Bosom Buddies and they are an Executive Officer of that Body Corporate.

## **POWERS AND DUTIES OF THE MANAGEMENT COMMITTEE**

### **Management by the Management Committee**

94. The business of Bosom Buddies is to be managed by or under the direction of the Management Committee.
95. The Management Committee may exercise all the powers of Bosom Buddies except any powers that the Act or Bosom Buddies' Constitution requires Bosom Buddies to exercise in General Meeting.

### **Committee may establish sub committees**

96. The Management Committee may, in its complete discretion, establish sub committees to advise the Management Committee on aspects of the management of Bosom Buddies or to implement and execute activities that have been authorised by the Management Committee.
97. Sub committees may make recommendations to the Management Committee but may not, of themselves, make decisions binding the Management Committee or Bosom Buddies.

### **Committee to keep minutes**

98. The Management Committee and any sub committee will keep minutes of:
  - (a) the names of Members of the Management Committee or sub committee who attend Management Committee or sub committee meetings ; and
  - (b) all proceedings of Management Committee or sub committee meetings.
99. The minutes referred to in clause 98 will be signed by the person chairing the meeting at which the proceedings were held or by the person chairing the next succeeding meeting.

## **ATTORNEYS**

100. The Management Committee may sign a power of attorney, appointing any person or persons to act for Bosom Buddies in the same way that it may act.
101. A power of attorney:
  - (a) may contain provisions for the protection and convenience of persons dealing with the attorney as the Management Committee thinks fit; and
  - (b) may authorise the attorney to delegate all or any of the powers vested in them.
  - (c) The Management Committee is to be advised in writing at its next meeting of any actions taken under the power of attorney.

## **PROCEDURES OF MANAGEMENT COMMITTEE MEETINGS**

### **Resolution without meetings**

102. The Management Committee Members of Bosom Buddies may pass a resolution without a Management Committee meeting being held if a majority of the Management Committee Members entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document.

103. Separate copies of a document may be used for signing by Management Committee Members if the wording of the resolution and statement is identical in each copy.
104. The resolution is passed when the last Management Committee Member required to form a majority signs.
105. An electronic transmission of a copy of the document which appears to be signed by a Management Committee Member is taken to have been signed by that Management Committee Member and is a copy for the purposes of clause 102.

### **Management of meetings**

106. The Management Committee may meet together to manage Bosom Buddies' business.
107. The Management Committee may manage its meetings as it thinks fit.

### **Notices of Management Committee meetings**

108. Each Management Committee Member individually must be given reasonable notice of each Management Committee meeting.
109. A Management Committee meeting may be called or held using any technology consented to by all the Management Committee Members. The consent may be a standing one. A person may only withdraw such consent within a reasonable period before the meeting.
110. Each Management Committee Member attending a meeting using technology must have access to the technology by which the meeting is taking place.

### **Request to hold Management Committee meeting**

111. A majority of the Management Committee Members may at any time require the President to convene a Management Committee meeting.

### **Voting at Management Committee meetings**

112. A resolution of the Management Committee must be passed by a majority of votes cast by Management Committee Members presently entitled to vote and voting on the resolution.
113. In the case of an equality of votes, the person chairing has a casting vote but does not have any other vote.

### **Quorum for a Management Committee meeting**

114. A quorum is not present during the consideration of a matter at a Management Committee meeting unless at least one Executive Officer and any three other Management Committee Members are present and are entitled to vote on any motion that may be moved at the meeting in relation to that matter.
115. If:
  - (a) within fifteen (15) minutes from the time appointed for a Management Committee meeting, a quorum is not present; and

- (b) three (3) Management Committee Members including at least one Executive Officer are present;
  - (c) then the Management Committee meeting may continue.
116. Any resolutions or actions taken by a Management Committee meeting held in accordance with clause 115 will bind Bosom Buddies provided that:
- (a) the meeting conducts its business in accordance with Bosom Buddies' established policy; and
  - (b) those resolutions/actions are ratified at a subsequent Management Committee meeting.
117. If a vacancy occurs in an the Management Committee, the remaining Management Committee Members may act but, if the number of remaining Management Committee is less than the minimum number set out in the Constitution, they may act only for the purpose of filling vacancies or of convening a general meeting of Bosom Buddies.

### **Chairing a Management Committee meeting**

118. If at a Management Committee meeting, neither the President nor the Vice President is present within the time set down to commence the meeting, or if none is willing to chair the meeting, the Management Committee Members present must elect one of themselves to chair the meeting.

### **SEAL**

119. Bosom Buddies may have a common seal.
120. If Bosom Buddies has a common seal, the Management Committee may provide for its safekeeping and use.
121. Where a document has been executed by fixing the Seal to the document, the Secretary is to advise the Management Committee in writing at its next meeting.

### **BY-LAWS**

122. In its discretion the Management Committee may make or amend By-Laws for the management of Bosom Buddies' affairs including but not limited to:
- (a) the procedures for elections of Executive Officers; and
  - (b) the establishment of, and regulation of proceedings of the Management Committee and any sub committees.
123. All By-Laws:
- (a) are subject to the Constitution;
  - (b) bind Members as if they were part of the Constitution; and
  - (c) may be amended or repealed by:
    - (i) the Management Committee; or

- (ii) Bosom Buddies in general meeting.

## **ACCOUNTS**

124. Bosom Buddies must keep written financial records that:
- (a) correctly record and explain its transactions and financial position and performance; and
  - (b) would enable true and fair financial statements to be prepared and audited.
125. Unless the Management Committee otherwise decides, Bosom Buddies will keep its financial records at the registered office and always have them available for inspection by the Management Committee.
126. In its discretion, the Management Committee may authorise an ordinary or life Member to inspect the financial records.
127. In accordance with the Act, Bosom Buddies must prepare, or allow one or more properly qualified Auditors to prepare, annual financial reports for presentation at the AGM.
128. The Management Committee may determine how a negotiable instrument and all receipts for money paid to Bosom Buddies will be signed, drawn, accepted, endorsed, or otherwise executed.

## **AUDITOR**

129. Bosom Buddies will appoint, remunerate and regulate the duties of its Auditor.

## **NOTICES**

### **Notices by Bosom Buddies**

130. Bosom Buddies may serve a notice on any Member by
- (a) serving it on that Member;
  - (b) leaving it at or posting it to the Member's address last known to Bosom Buddies;
  - (c) faxing it to the Member's fax number last known to Bosom Buddies; or
  - (d) emailing it to the Member's email address last known to Bosom Buddies.

### **Notices by Members**

131. A Member or Members may serve a notice on Bosom Buddies by:
- (a) serving it on Bosom Buddies in accordance with the Act;
  - (b) leaving it at or posting it to Bosom Buddies' registered office;
  - (c) faxing it to Bosom Buddies' fax number as advised by Bosom Buddies from time to time; or

- (d) emailing it to Bosom Buddies' email address as advised by Bosom Buddies from time to time.

### **Notices - general**

- 132. Where a notice is sent by post, service of the notice is taken to be effective by properly addressing, prepaying, and posting the notice.
- 133. Service is taken to be effected three (3) days after the date of its posting.
- 134. Service may be proved by:
  - (a) if the notice was given by Bosom Buddies, by an officer of Bosom Buddies signing a certificate that the letter, envelope, wrapper, fax or email containing the notice was properly addressed, stamped and posted or faxed or emailed;
  - (b) if the notice was given by a Member or Members, by the Member responsible for service signing a certificate that the letter, envelope, wrapper, fax or email containing the notice was properly addressed, stamped and posted or faxed or emailed.
- 135. If the Management Committee decides that a notice may be given by means of any technology, service of that notice is taken to be effected if the notice is addressed, paid for or lodged for transmission in accordance with the technology used.
- 136. Service is taken to be effected at the time at which the notice would usually be received in accordance with the technology used.
- 137. Documents for overseas Members or from overseas Members to Bosom Buddies must be forwarded by air.

### **Notice of general meetings**

- 138. Notice of every general meeting must be given in accordance with the Act
- 139. Notice of every general meeting must be given to:
  - (a) every Member;
  - (b) every Life Member;
  - (c) every Friend of Bosom Buddies;
  - (d) every member of the Executive Committee (both Executive Officers and Ordinary Members)
  - (e) the Auditor of Bosom Buddies.
- 140. No other person is entitled to receive notices of general meetings.

### **INDEMNITY**

- 141. Bosom Buddies may indemnify a person against liability for costs and expenses incurred by that person in her or his capacity as officer, Auditor or agent of, or volunteer for, Bosom Buddies:

- (a) in defending any proceedings, whether civil or criminal, in which judgment is given in favour of the person or in which the person is acquitted; or
- (b) in connection with an application, in relation to any such proceedings, in which the Court grants relief to the person under the law.

#### **WINDING UP**

- 142. On the winding up of Bosom Buddies, each Ordinary Member of Bosom Buddies is liable up to the amount of any membership fee that remains unpaid.
- 143. The Ordinary Members' obligations do not extend in respect of
  - (a) the debts and liabilities of Bosom Buddies; and
  - (b) the costs, charges and expenses of winding up Bosom Buddies;beyond the Guarantee.
- 144. In the event of the organisation being wound up, any surplus assets remaining after the payment of the organisation's liabilities shall be transferred to another organisation in Australia which is a deductible gift recipient for the purposes of any Commonwealth taxation Act.
- 145. The Ordinary Members of Bosom Buddies in general meeting will decide which organisation or institution will receive the money or property at or before dissolution. If the Ordinary Members fail to decide, the ACT Eden Monaro Cancer Support Group or any other charity that the Supreme Court of the Australian Capital Territory other court of competent jurisdiction decides, will receive the money or property of Bosom Buddies.

#### **REVOCATION OF DEDUCTIBLE GIFT RECIPIENT STATUS**

- 146. If Bosom Buddies Deductible Gift Recipient status is revoked, any money or property remaining any assets remaining any surplus assets of the Gift Fund must be transferred to one or more funds charitable at law which comply with the requirements of section 30-40 of the ITAA97 as the Trustee decides and to which income tax deduction gifts can be made.



**SCHEDULE 1**

To Bosom Buddies Inc (“Bosom Buddies”)

I \_\_\_\_\_ of \_\_\_\_\_ being a member of the Bosom Buddies,  
appoint \_\_\_\_\_ of \_\_\_\_\_ or failing that  
person, \_\_\_\_\_ of \_\_\_\_\_ as my proxy to vote for me on my  
behalf at the (Annual or Extraordinary) General Meeting of the Bosom Buddies to be held on  
the \_\_\_\_\_ day of \_\_\_\_\_ 20\_\_\_\_, and at any adjournment of that meeting.

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 20\_\_\_\_.

This proxy is in favour of/against the resolution/following resolutions: (Unless otherwise instructed, the proxy may vote as the proxy thinks fit.)

(Strike out what does not apply)

**SCHEDULE 2**

To Bosom Buddies Inc (“Bosom Buddies”)

I \_\_\_\_\_ of \_\_\_\_\_ being a member of the Bosom Buddies and  
I \_\_\_\_\_ of \_\_\_\_\_ being a member of the Bosom Buddies,  
nominate \_\_\_\_\_ of \_\_\_\_\_ to stand as a candidate for election to the  
Management Committee of the Bosom Buddies.

Signed \_\_\_\_\_ 1<sup>st</sup> sponsor

Signed \_\_\_\_\_ 2<sup>nd</sup> sponsor

\_\_\_\_\_  
Acceptance by candidate

\_\_\_\_\_  
Dated