CANBERRA WOMEN IN BUSINESS INC

Registration Number AO 2154

OBJECTS AND MODEL RULES

CONSTITUTION

Current as at

24 March 2026

Lodged with the Registrar General by Public Officer of the Association:

Ellen McKenzie

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2617

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CANBERRA WOMEN IN BUSINESS INC.

OBJECTS

To promote women in business.

To assist women to become increasingly successful in business.

To build a range of support services available for women in business.

To influence the services offered to businesses to reflect the needs of women.

To affiliate with such other organisations as the Committee from time to time deems appropriate.

To do all such other things as are incidental and/or conducive to the attainment of these objects and purposes.

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PART 1.1 — PRELIMINARY

1. Interpretation

1. In these rules:

Note: A definition applies except so far as the contrary intention appears (See Legislation Act, s 155).

"financial year" means the year ending on 30 June;

"member" means a member, however described, of the association;

"ordinary committee member" means a member of the committee who is not an office-bearer of the association as referred to in paragraph 12(l)(a).

"secretary" means the person holding office under these rules as secretary of the association or, where no such person holds that office, the President of the association;

"the Act" means the *Associations Incorporation Act 1991;*

"the Regulation" means the *Associations Incorporation Regulation 1991*.

1A The *Legislation Act 2001* applies to these rules in the same way as it would if they were an instrument made under the Act.

PART 1.2 — MEMBERSHIP

2. Membership qualifications

A person is qualified to be a member if -

(a) the person is a person mentioned in the Act, section 21 (2) (a) or (b) and has not ceased to be a member of the association at any time after incorporation of the association under the Act; or

(b) the person -

i. has been nominated *for* membership in accordance with section 3(1); and

ii. has been approved for membership of the association by the committee of the association.

3. Nomination for membership

a. Membership is via the Canberra Women in Business website. New memberships are brought to the committee, at next meeting, for approved membership eligibility, and if not disputed granted membership.

b. If membership is disputed this person is contacted and the decision explained to them via the secretary.

4. Membership entitlements not transferable

A right, privilege or obligation which a person has because of being a member of the association -

(a) cannot be transferred or transmitted to another person; and

(b) terminates on cessation of the person's membership.

5. Cessation of membership

A person ceases to be a member of the association if the person-

(a) dies or, or for a corporation, is wound up; or

(b) resigns from membership of the association; or

(c) is expelled from the association; or

(d) fails to renew membership of the association.

6. Resignation of Membership

(a) A member can resign at any time, but no refund will be provided. If a member does not renew payment they will be contacted regarding membership, if they no longer want to be a member this will be activated as a resignation.

7. Fee and subscriptions

1. The entrance fee to the association is $1 unless determined by resolution of the committee, then any other amount can be used.

2. The annual membership fee of the association is $2 or, if any other amount has been determined by resolution of the committee, the other amount.

3. The annual membership fee is payable -

(a) except as provided by paragraph (b) before 1 July in each calendar year; or

(b) if a person becomes a member on or after 1 July in any calendar year- before 1 July in each succeeding calendar year.

8. Members liabilities

The liability of a member to contribute towards the payment of debts and liabilities of the association or the costs, charges and expenses of the winding up of the association is limited to the amount (if any) unpaid by the member in respect of membership of the association as required by section 7.

9. Disciplining of members

1. If the committee is of the opinion that a member -

   (a) has persistently refused or neglected to comply with a provision of these rules; or

   (b) has persistently and wilfully acted in a manner prejudicial to the interests of the association;

   the committee may, by resolution -

   (c) expel the member from the association; or

   (d) suspend the member from the rights and privileges of membership of the association that the committee may decide for a specified period.

2. A resolution of the committee under subsection (1) is of no effect unless the committee, at a meeting held not earlier than 14 days and not later than 28 days after service on the member of a notice under subsection (3), confirms the resolution in accordance with this section.

3. If the committee passes a resolution under subsection (1), the secretary or office bearer determined by resolution of the committee shall, as soon as practicable, serve a written notice on the member -

   (a) setting out the resolution of the committee and the grounds on which it is based; and

   (b) stating that the member may address the committee at a meeting to be held not earlier than 14 days and not later than 28 days after service of the notice; and

   (c) stating the date, place and time of that meeting; and

(d) informing the member that the member may do either or both of the following:

i. attend and speak at that meeting;

ii. submit to the committee at or before the date of that meeting written representations relating to the resolution.

4. Subject to the Act, section 50, at a meeting of the committee mentioned In subsection (2), the committee must -

(a) give to the member mentioned in subsection (1) an opportunity to make oral representations; and

(b) give due consideration to any written representations submitted to the committee by that member at or before the meeting; and

(c) by resolution decide whether to confirm or to revoke the resolution of the committee made under subsection (1).

5. If the committee confirms a resolution under subsection (4), the secretary or office bearer as determined by resolution of the committee must, within 7 days after that confirmation, by written notice inform the member of that confirmation and of the member's right of appeal under section 10.

6. A resolution confirmed by the committee under subsection (4) does not take effect -

(a) until the end of the period within which the member is entitled to appeal against the resolution if the member does not exercise the right of appeal within that period; or

(b) of within that period the member exercises the right of appeal- unless and until the association confirms the resolution in accordance with section 10(4).

10. Right of appeal of disciplined member

1. A member may appeal to the association in general meeting against a resolution of the committee which is confirmed under section 9(4), within 7 days after notice of the resolution is served on the member, by lodging with the secretary, or if any other process has been determined by resolution of the committee, the other process, a notice to that effect.

2. On receipt of a notice under subsection (1), the secretary must notify the committee which must call a general meeting of the association to be held within 21 days after the date on which the secretary received the notice or as

soon as possible after that date, or if any other process has been determined by resolution of the committee, the other process.

3. Subject to the Act, section 50, at a general meeting of the association convened under subsection (2) -

    (a) no business other than the question of the appeal may be transacted; and

    (b) the committee and the member must be given the opportunity to make representations in relation to the appeal orally or in writing, or both; and

    (c) the members present shall vote by secret ballot on the question of whether the resolution made under section 9(4), should be confirmed or revoked.

4. If the meeting passes a special resolution in favour of the confirmation of the resolution made under section 9(4), that resolution is confirmed.

PART 1.3 — COMMITTEE

11. Powers of committee

The committee, named “the CWB Committee’”, subject to the Act, the regulation, these rules, and to any resolution passed by the association in general meeting -

(a) controls and manages the affairs of the association; and

(b) may exercise all such functions that may be exercised by the association other than those functions that are required by these rules to be exercised by the association in general meeting; and

(c) has the power to perform all such acts and do all such things as appear to the committee to be necessary or desirable for the proper management of the affairs of the association.

12. Constitution and membership

1. The committee consists of -

    (a) the office-bearers of the association; and

    (b) a minimum of 3 and maximum of 8 ordinary members of the association;

each of whom must be elected under section 13 or appointed in accordance with subsection (4).

2. The office-bearers of the association are -

(a) the president; and

(b) the vice-president; and

(c) the treasurer; and

(d) the secretary.

3. Each member of the committee hold office, subject to these rules, until the conclusion of the annual general meeting following the date of the member's election, but is eligible for re-election.

4. If there is a vacancy in the membership of the committee, the committee may appoint a member of the association to fill the vacancy and the member so appointed holds office, subject to these rules, until the conclusion of the next annual general meeting after the date of the appointment.

13. Election of committee members

1. Nomination of candidates for election as office-bearers of the association or as ordinary committee members -

   (a) must be made in writing, signed by 2 members of the association and accompanied by the written consent of the candidate (which may be endorsed on the nomination form); and

   (b) must be given to the secretary or office bearer determined by resolution of the committee of the association not less than 7 days before the date fixed for the annual general meeting at which the election is to take place.

2. If insufficient nominations are received to fill all vacancies on the committee, the candidates nominated are taken to be elected and further nominations may be received at the annual general meeting.

3. If insufficient further nominations are received, any vacant positions remaining on the committee are taken to be vacancies.

4. If the number of nominations received is equal to the number of vacancies to be filled, the people nominated are taken to be elected.

5. If the number of nominations received exceeds the number of vacancies to be filled, a ballot must be held.

6. The ballot for the election of office-bearers and ordinary committee members must be conducted at the annual general meeting in the way the committee may direct.

7. A person is not eligible to simultaneously hold more than 1 position on the committee.

14. Secretary

1. The secretary of the association must, as soon as practicable after being appointed as secretary, notify the association of her address.

2. The secretary shall keep minutes of -

   (a) all elections and appointments of office-bearers and ordinary committee members; and

   (b) the names of members of the committee present at a committee meeting or a general meeting; and

   (c) all proceedings at committee meetings and general meetings.

3. Minutes of proceedings at a meeting must be signed by the person presiding at the meeting or by the person presiding at the next succeeding meeting.

15. Treasurer

1. The treasurer of the association must -

   (a) collect and receive all amounts owing to the association and make all payments authorised by the association; and

   (b) keep correct accounts and books showing the financial affairs of the association with full details of all receipts and expenditure connected with the activities of the association.

16. Vacancies

1. For the purposes of these rules, a vacancy in the office of a member of the committee happens if the member —

   (a) dies; or

   (b) ceases to be a member of the association; or

   (c) resigns the office; or

   (d) is removed from office under section 17 (Removal of committee members); or

   (e) becomes bankrupt or personally insolvent; or

   (f) suffers from mental or physical incapacity; or

(g) is disqualified from office under the Act, section 63(1); or

(h) is absent without the consent of the committee from all meetings of the committee held during a period of 6 months.

17. Removal of committee members

The association in general meeting may by resolution, subject to the Act, section 50, remove any member of the committee from the office of member of the committee before the end of the member's term of office.

18. Committee meetings and quorum

1. The committee must meet at least 3 times in each calendar year at such place and time as the committee may decide.

2. Additional meetings of the committee may be called by any member of the committee.

3. Oral or written notice of a meeting of the committee must be given by the secretary to each member of the committee at least 48 hours (or any other period that may be unanimously agreed on by the members of the committee) before the time appointed for the holding of the meeting.

4. Notice of a meeting given under subsection (3) must specify the general nature of the business to be transacted at the meeting and no business other than that business may be transacted at the meeting, except business that the committee members present at the meeting unanimously agree to treat as urgent business.

5. Any 3 members of the committee constitute a quorum for the transaction of the business of a meeting of the committee.

6. No business may be transacted by the committee unless a quorum is present and, if within half an hour after the time appointed for the meeting a quorum is not present, the meeting stands adjourned to the same place and at the same hour of the day in the following week.

7. If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the meeting, the meeting is dissolved.

8. At meetings of the committee -

   (a) the president or, in the absence of the president, the vice-president presides; or

   (b) if the president and the vice-president are absent- 1 of the remaining members of the committee may be chosen by the members present to preside.

19. Delegation by committee to subcommittee

1. The committee may, in writing, delegate to 1 or more subcommittees (consisting of the member or members of the association as the committee considers appropriate) the exercise of the functions of the committee that are specified in the instrument, other than -

   (a) this power of delegation; and

   (b) a function that is a function imposed on the committee by the Act, by any other Territory law, or by resolution of the association in general meeting.

2. A function, the exercise of which has been delegated to a subcommittee under this section may, while the delegation remains unrevoked, be exercised from time to time by the subcommittee in accordance with the terms of the delegation.

3. A delegation under this section may be made subject to any conditions or limitations as to the exercise of any function, or about time or circumstances, as may be specified in the instrument of delegation.

4. Despite any delegation under this section, the committee may continue to exercise any function delegated.

5. Any act or thing done or suffered by a subcommittee acting in the exercise of a delegation under this section has the same force and effect as it would have if it had done or suffered by the committee.

6. The committee may, in writing, revoke wholly or in part any delegation under this section.

7. A subcommittee may meet and adjourn as it considers appropriate.

20. Voting and decisions

1. Questions arising at the meeting of the committee or of any subcommittee appointed by the committee are decided by a majority of the votes of members of the committee or subcommittee present at the meeting.

2. Each member present at a meeting of the committee or of any subcommittee appointed by the committee (including the person presiding at the meeting) is entitled to 1 vote but, if the votes on any question are equal, the person presiding may exercise a second or casting vote.

PART 1.4 — GENERAL MEETINGS

21. Annual general meetings — holding of

1. With the exception of the first annual general meeting of the association, the association must, at least once in each calendar year and within 5 months after the end of each financial year of the association, convene an annual general meeting of its members.

2. The association must hold its first annual general meeting —

   (a) within 18 months after its incorporation under the Act; and

   (b) within 5 months after the end of the first financial year of the association.

3. Subsections (1) and (2) have effect subject to the powers of the registrar-general under the Act, section 120 in relation to extensions of time.

22. Annual general meetings — calling of and business at

1. The annual general meeting of the association will, subject to the Act, be called on the date and at the place and time that the committee considers appropriate.

2. In addition to any other business that may be transacted at an annual general meeting, the business of an annual general meeting is —

   (a) to confirm the minutes of the last annual general meeting and of any general meeting held since that meeting; and

   (b) to receive from the committee reports on the activities of the association during the last financial year; and

   (c) to elect members of the committee, including office—bearers; and

   (d) to receive and consider the statement of accounts and the reports that are required to be submitted to members under the Act, subsection 73(1).

3. An annual general meeting must be specified as such in the notice convening it in accordance with section 24 (Notice).

4. An annual general meeting must be conducted in accordance with the provisions of this part.

23. General meetings — calling of

1. The committee may, whenever it considers appropriate, call a general meeting of the association.

2. The committee must, on the requisition in writing of not less than 5 per cent of the total number of members, call a general meeting of the association.

3. A requisition of members for a general meeting -

   (a) must state the purpose or purposes of the meeting; and

   (b) must be signed by the members making the requisition; and

   (c) must be lodged with the secretary; and

   (d) may consist of several documents in a similar form, each signed by 1 or more of the members making the requisition.

4. If the committee fails to call a general meeting within 1 month after the date on which a requisition of members for the meeting is lodged with the secretary, any 1 or more of the members who made the requisition may call a general meeting to be held not later than 3 months after that date.

5. A general meeting called by a member or members mentioned in subsection (4) must be called as nearly as is practicable in the same way as general meetings are called by the committee and any member who thereby incurs expense is entitled to be reimbursed by the association for any reasonable expense so incurred.

24. Notice

1. The secretary or office bearer determined by resolution of the committee must, at least 14 days before the date fixed for the holding of the general meeting, send by email to each member at the member's address appearing in the register of members, a notice specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting, except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the association,

2. If the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the association, the secretary or office bearer determined by resolution of the committee must, at least 21 days before the date fixed for the holding of the general meeting, send notice to each member in the way provided in subsection (1) specifying, in addition to the matter required under that subsection, the intention to propose the resolution as a special resolution.

3. No business other than that specified in the notice calling a general meeting may be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted pursuant to section 22(2).

4. A member desiring to bring any business before a general meeting may give written notice of that business to the secretary who must include that business in

the next notice calling a general meeting given after receipt of the notice from the member.

25. General meetings — procedure and quorum

1. No item of business may be transacted at a general meeting unless a quorum of members entitled under these rules to vote is present during the time the meeting is considering that item.

2. Five members present in person (who are entitled under these rules to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.

3. If within half an hour after the appointed time for the start of a general meeting a quorum is not present, the meeting if called on the requisition of members is dissolved and in any other case stands adjourned to the same day in the following week at the same time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned) at the same place.

4. If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the start of the meeting, the members present (being not less than 3) shall constitute a quorum.

26. Presiding member

1. The president or, in the absence of the president, the vice-president, presides at each general meeting of the association.

2. If the president and the vice-president are absent from a general meeting, the members present shall elect 1 of their number to preside at the meeting.

27. Adjournment

1. The person presiding at a general meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.

2. If a general meeting is adjourned for 14 days or more, the secretary or office bearer determined by resolution of the committee must give written or oral notice of the adjourned meeting to each member of the association stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.

3. Except as provided in subsections (1) and (2), notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

28. Making of decisions

1. A question arising at a general meeting of the association is to be decided on a show of hands and unless before or on the declaration of the show of hands a poll is demanded, a declaration by the person presiding that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the association, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.

2. At a general meeting of the association, a poll may be demanded by the person presiding or by not less than 3 members present in person or by proxy at the meeting.

3. If the poll is demanded at a general meeting, the poll must be taken -

   (a) immediately if the poll relates to the election of the person to preside at the meeting or to the question of an adjournment; or

   (b) in any other case- in the way and at the time before the close of the meeting as the person presiding directs, and the resolution of the poll on the matter is taken to be the resolution of the meeting on that matter.

29. Voting

1. Subject to subsection (3), on any question arising at a general meeting of the association a member has 1 vote only.

2. All votes shall be given personally or by proxy but no member may hold more than 5 proxies.

3. If the votes on a question at a general meeting are equal, the person presiding is entitled to exercise a second or casting vote.

4. A member or proxy is not entitled to vote at any general meeting of the association unless all money due and payable by the member or proxy to the association has been paid, other than the amount of the annual subscription payable for the then current year.

30. Appointment of proxies

1. Each member shall be entitled to appoint another member as proxy by notice given to the secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.

2. The notice appointing the proxy shall be in the form set out in Appendix 2.

PART 1.5 - MISCELLANEOUS

31. Funds - source

1. The funds of the association shall be derived from entrance fees and annual subscriptions of members, donations and, subject to any resolution passed by the association in general meeting and subject to the Act, section 114, such other sources that the committee decides.

2. All money received by the association must be deposited as soon as practicable and without deduction to the credit of the association's bank account.

3. The association must, as soon as practicable after receiving any money, issue an appropriate receipt.

32. Funds - management

1. All payments made by CWB to creditors or vendors may be processed via CWB's authorised crediUdebit card, cash, or bank transfer.

2. Such payments must be supported by appropriate documentation (e.g. invoices or receipts) and require authorisation by any two of the President, Vice-President, Treasurer, or other committee members authorised by the committee.

3. The Treasurer shall maintain records of all such transactions.

33. Alteration of objects and rules

Neither the objects of the association referred to in the Act, section 29, nor these rules may be altered except in accordance with the Act.

34. Common seal

1. The common seal of the association must be kept in the custody of the secretary or office bearer determined by resolution of the committee.

2. The common seal must not be attached to any instrument except by the authority of the committee and the attaching of the common seal must be attested by the signatures either of 2 members of the committee or of 1 member of the committee and of the secretary, or if any other process has been determined by resolution of the committee, the other process.

35. Custody of books

Subject to this Act, the regulation and these rules, the secretary or office bearer determined by resolution of the committee must keep in her custody or under her control all records, books and other documents relating to the association.

36. Inspection of books

The records, books and other documents of the association must be open to inspection at a place in the Territory, free of charge, by a member of the association at any reasonable hour.

37. Service of notices

1. For these rules, the association may serve a notice on a member by sending it by post to the member at the member's address shown in the register of members, or if any other process has been determined by resolution of the committee, the other process. ie. email is legal record of notification

2. *Note: For how documents may be served, see the Legislation Act, pt 19.5*

3. Where a document is sent to a person by properly addressing, prepaying and posting to the person a letter containing the document, the document shall, unless the contrary is proved, be deemed for the purposes of these rules to have been served on the person at the time at which the letter would have been delivered in the ordinary course of post, or if any other process has been determined by resolution of the committee, the other process.ie receipting of email to confirm delivery.

38. Surplus property

1. At the first general meeting of the association, the association may pass a special resolution nominating -

   (a) another association for the Act, section 92 (1) (a); or

   (b) a fund, authority or institution for the Act, section 92 (1) (b) of the Act;

   in which it is to vest its surplus property in the event of the dissolution or winding up of the association.

An association nominated under subsection (l)(a) must fulfil the requirements specified in the Act, section 92(2).

APPENDIX 1

(See s 3(1))

APPLICATION FOR MEMBERSHIP OF ASSOCIATION

....

Incorporated (incorporated under the Associations Incorporation Act 1991)

I,...
(full name of applicant)

of...
(address)

....apply to become

(occupation)

a member of the incorporated association. If I am admitted as a member, I agree to be bound by the rules of the association for the time being in force.

....

(signature of applicant) *(date)*

I,...

(full name)

a member of the association, nominate the applicant, who is personally known to me, for the membership of the association.

....
,,,

(signature of proposer) *(date)*

I,...

(full name)

a member of the association, nominate the applicant, who is personally known to me, for the membership of the association.

....
,,,
....

(signature of seconder) *(date)*

APPENDIX 2

(See s 30(2))

FORM OF APPOINTMENT OF PROXY

I,.....
(full name)

of.....

(address)

a member of
.....

(name of incorporated association)

appoint

,.....
(full name of proxy)

of.....

(address)

a member of that incorporated association, as my proxy to vote for me on my behalf at the general meeting of the association (annual general meeting or other general meeting, as the case may be) to be held on
.....and at any adjournment of that meeting.

*My proxy is authorised to vote in favour of /against (delete as appropriate) the resolution (insert details)

.....

(signature of member appointing proxy) (date)

*(To be inserted if desired.)

Note: A proxy vote may not be given to a person who is not a member of the association.

This annexure of 23 pages is the annexure marked “full copy of the rules” and titled, “Canberra Women In Business- Objects and Rules Constitution Current as 24 March 2026” referred to in the “Change of Rules or Objects of an Association – Form A8” signed by me, the Public Officer, Ellen McKenzie, and dated 24 March 2026.

Name: Ellen McKenzie

Role: Public Officer

Signed: _____

Date: 24 March 2026