

ICMEC Australia Constitution

Last updated June 2023

Table of Contents

Preliminary

- 1. Name of the company
- 2. Type of company
- 3. Limited liability of members
- 4. The guarantee
- 5. Definitions

Charitable purposes and powers

- 6. Object
- 7. Powers
- 8. Not-for-profit
- 9. Amending the constitution

Members

- 10. Membership and register of members
- 11. Who can be a member
- (a) support the purpose(s) of the company;
- (b) consent in writing to become a member; and
- (c) agree to comply with the company's constitution, including paying the guarantee amount under clause 4 if required.
 - 12. How to apply to become a member
- 13. Directors decide whether to approve membership
- 14. When a person becomes a member
- 15. Membership terms
- 16. When a person stops being a member:
- 17. Membership not transferable

Dispute resolution and disciplinary procedures

- 18. Dispute resolution
- 19. Disciplining members

General meetings of members

- 20. General meetings called by directors
- 21. General meetings called by members
- 22. Annual general meeting
- 23. Notice of general meetings
- 24. Quorum at general meetings
- 25. Auditor's right to attend meetings
- 26. Representatives of members
- 27. Using technology to hold meetings
- 28. Chairperson for general meetings
- 29. Role of the chairperson
- 30. Adjournment of meetings

Members' resolutions and statements

- 31. Members' resolutions and statements
- 32. Company must give notice of proposed resolution or distribute statement
- 33. Circular resolutions of members

Voting at general meetings

- 34. How many votes a member has
- 35. Challenge to member's right to vote
- 36. How voting is carried out
- 37. When and how a vote in writing must be held



38. Appointment of proxy

39. Voting by proxy

Directors

40. Number of directors

42. Election of chairperson

43. Term of office

44. When a director stops being a director

Powers of directors

45. Powers of directors

46. Delegation of directors' powers

48. Payments to directors

49. Execution of documents

Duties of directors

50. Duties of directors

51. Conflicts of interest

Directors' meetings

52. When the directors meet

53. Calling directors' meetings

54. Chairperson for directors' meetings

55. Quorum at directors' meetings

56. Using technology to hold directors'

meetings

57. Passing directors' resolutions

58. Circular resolutions of directors

Secretary

59. Appointment and role of secretary

Minutes and records

60. Minutes and records

61. Financial and related records

By-laws

62. By-laws

Notice

63. What is notice

64. Notice to the company

65. Notice to members

66. When notice is taken to be given

Financial year

67. Company's financial year

Indemnity, insurance and access

68. Indemnity

69. Insurance

70. Directors' access to documents

Winding up

71. Surplus assets not to be distributed to

members

72. Distribution of surplus assets if

deductible gift recipient

Definitions and interpretation

73. Definitions

74. Reading this constitution with the

Corporations Act

75. Interpretation

76. Signing and electronic communication



Preliminary

1. Name of the company

The name of the company is The International Centre for Missing and Exploited Children Australia Limited (the company) established under the Corporations Act which bears the ACN 645 682 828.

2. Type of company

The company is a not-for-profit public company limited by guarantee which is established to be, and to continue as, a charity.

3. Limited liability of members

The liability of members is limited to the amount of the guarantee in clause 4.

4. The guarantee

Each member must contribute an amount not more than \$1 (the guarantee) to the property of the company if the company is wound up while the member is a member, or within 12 months after they stop being a member, and this contribution is required to pay for the:

debts and liabilities of the company incurred before the member stopped being a member, or costs of winding up.

5. Definitions

In this constitution, words and phrases have the meaning set out in clause 73 and clause 75.

Charitable purposes and powers

6. Object

- 6.1. The company's Object is to relieve the poverty, distress, suffering, sickness (including mental illness), misfortune, destitution, disability or helplessness of persons in need and persons who are vulnerable or otherwise at risk, including to provide assistance, protection, and relief of suffering for children and young people experiencing sexual abuse, exploitation or human trafficking.
- (a) In furtherance of the Object, the Company's activities may include, without limitation:
- (b) partnering with other organisations to provide assistance to children who are exposed to sexual abuse, human trafficking, or other exploitative situations by helping to identify and remove them from such situations and, provide relief with respect to the harm that they may have endured; (c) developing data insights, products, programs, tools, and technological solutions applicable to data collected by financial and other organisations to increase the detection and identification of perpetrators of online child sexual exploitation, human trafficking, or abuse; (d) collating and analysing information of potential child sexual abuse or exploitation to enhance the ability of financial, law enforcement, and other institutions to prevent, detect, rescue and relieve children who are exposed to sexually abusive, human trafficking, or other exploitative 3 situations;



