



Company Committee By-Laws

These Company Committee Bylaws determine rules for the permanent committee of the Company and are to be read alongside the Constitution for the AUSTRALASIAN COUNCIL OF WOMEN AND POLICING Ltd (**the Company**).

If any clauses in these bylaws are not compatible with the Constitution, the Constitution of the Company shall invalidate the clauses in these bylaws.

Section 1. Authority and Responsibility

- 1.1 The affairs of the Permanent Committee (**Committee**) shall be managed by the Board of Directors (**the Board**), which shall have supervision, control, and direction of the Committee, shall determine its policies or changes therein within the limits of these Bylaws, shall actively promote its purposes, and shall have discretion in the disbursement of its funds.
- 1.2 The Board may adopt such rules and regulations for the conduct of its business as shall be deemed advisable and may, in the execution of the powers granted, appoint such agents as it may consider necessary.
- 1.3 The delegation of authority to the Committee shall not operate to relieve the Board or any individual officer or member of the Board of any responsibility imposed by law.

Section 2. Composition

- 2.1. The Committee shall be composed of up to twenty (20) members, nineteen (19) of whom are elected by the Members of the Company.
- 2.2. One of the twenty members of the Committee shall be appointed by virtue of their position as the Women of Colour Committee Chairperson.
 - 2.2.1. Members of Women of Colour Committee shall vote by majority amongst the Women of Colour Committee to determine who the Chairperson shall be.
 - 2.2.2. If the Chairperson retires or is removed, then a new Chairperson shall be appointed as a Committee member by a majority vote by the Women of Colour Committee.
 - 2.2.3. If no Chairperson is chosen by the Women of Colour Committee within 45 days, then the Board may appoint a Committee member who shall hold the position until the next Annual General Meeting.

Section 3. Qualifications

3.1 Only Members of the Company shall be eligible to serve on the Committee.

Section 4. Term & Elections

- 4.1. Committee Members shall serve a two (2) year term in office, or until such time as their successors are duly elected, qualified, and assume their position.
- 4.2. In order to provide for a staggered term, half of the Committee Members shall be elected each year.
- 4.3. Notwithstanding the foregoing, Committee Members completing a full term in office shall be eligible for re-election as a Committee Member and may serve in such capacity.
- 4.4. The Committee Members shall be elected in the same manner listed at clause 7.10 of the Company Constitution and shall be elected at the annual general meeting.
- 4.5. Any casual vacancy occurring in the office of a Committee Member may be filled by the Board provided that the person who fills the vacancy will hold office only until the next annual general meeting following his or her appointment and will be eligible for re-election at that annual general meeting.
- 4.6. The office of a Committee Member automatically becomes vacant if the person who holds the office:
 - a) ceases to be a Member of the Company;
 - b) is not permitted by law to be a Director and therefore may not be a Committee Member;
 - c) becomes of unsound mind or physically or mentally incapable of performing the functions of that office;
 - d) is absent without the consent of the Board from five consecutive Committee meetings without permission from the Board;
 - e) resigns by notice in writing to the Company;
 - f) is removed from office pursuant to clause 4.7 or 4.8;
 - g) dies; or
 - h) the person was appointed to the office for a specified period and that period expires.
- 4.7. A Committee Member can be removed from office by special resolution of the Members, whether or not a Committee Member's appointment was expressed to be for a specified period.
- 4.8. A Committee Member may be removed by a unanimous resolution of all other members of the Committee and Board.

Section 5. Meetings

- 5.1. At all meetings of the Committee, a majority of the members thereof shall constitute a quorum for the transaction of business unless otherwise set forth herein.

- 5.2. A majority vote by committee members present and voting at a meeting at which a quorum is present shall be required for any action.
- 5.3. Any action to be taken at a Board of Directors, Executive Committee, member, committee, or task force meeting may be taken through the use of a conference telephone or other communications equipment by means of which all persons participating in the meeting can communicate with each other simultaneously.
- 5.4. Participation in such a meeting shall constitute presence in person at the meeting of the persons so participating. Notwithstanding anything set forth to the contrary in these Bylaws, notice of an electronic meeting must be delivered at least twenty-four (24) hours prior to the meeting.
- 5.5. Members of the Company who are not Committee Members may attend and assist with committee meetings, programs, and events, as approved by the Chair of the Committee, but shall not receive any voting power.

Section 6. General

- 6.1. Unless otherwise prohibited by law, (i) any action to be taken or notice delivered under these Bylaws may be taken or transmitted by electronic mail or other electronic means; and (ii) any action or approval required to be written or in writing may be transmitted or received by electronic mail or other electronic means.
- 6.2. These Bylaws may be altered, amended or repealed by a two-thirds (2/3) vote of the Board of Directors at any regular or Special Meeting of the Board.