

## **Notice of Annual General Meeting**

### **NOTICE IS HEREBY GIVEN**

that the Annual General Meeting of the members of Queenslanders with Disability Network Limited will be held at **Brisbane City Hall**, 64 Adelaide St, Brisbane, Queensland, in the Sherwood Room and online via Zoom, on Saturday, 25 October 2025 at 10.30 a.m.

### **AGENDA**

*Welcome to Country*

*Attendees and apologies*

### **ORDINARY BUSINESS**

1. To accept the minutes of the previous Annual General Meeting
2. To accept the financial report of the Company for the year ended 30 June 2025 and the reports of the Directors and Auditors thereon

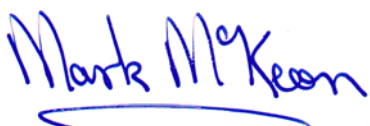
*Chairperson's address, CEO's address, and questions from members*

### **SPECIAL BUSINESS**

3. To amend the Constitution in the manner set out in Annexure A to the notice convening this meeting in accordance with section 136(2) of the *Corporations Act 2001* (Cth), with effect from the conclusion of the Annual General Meeting

*Meeting close*

**BY ORDER OF THE BOARD**



Mark McKeon  
Company Secretary  
Spring Hill, 16 September 2025

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## NOTES

1. To join the meeting via Zoom, please enter this link into your favourite web browser: <https://us06web.zoom.us/j/89390245471> (sound + video), or dial **07 3185 3730**, then enter **893 9024 5471 #** when you are asked for a Meeting ID (sound only).
2. A member entitled to attend and vote is entitled to appoint not more than one proxy. If you wish to appoint a proxy to vote for you at the AGM, please contact Suzanne Mincher at QDN on **1300 363 783** or [admin@qdn.org.au](mailto:admin@qdn.org.au). Suzanne will then arrange for a blank proxy form to be sent to you.
3. A proxy need not be a member of the Company.
4. Proxy forms (and any power of attorney under which a proxy form is signed) must be received by the Company at its registered office no later than 48 hours before the start of the meeting, i.e. by 10.30 a.m. on Thursday, 23 October 2025.
5. **Resolutions:**

Resolution 1: The minutes of the Annual General Meeting held on 9 November 2024 were approved by the Board on 18 February 2025.

Resolution 2: The company's *Financial Report for the year ended 30 June 2025* (including the Directors' and Auditor's reports) accompany this Notice of AGM.

Resolution 3: See Annexure A attached – ***Notes to Members on the Special Resolution***, which explain the reasons for and effect of the proposed changes to QDN's Constitution, are included on the last four pages of Annexure A.

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## Annexure A

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That the Constitution of Queenslanders with Disability Network Limited be amended by:

1.1 Deleting Rule 1.1 *Name of Company* and inserting the following new Rule 1.1 *Name and type of Company*:

“(a) The name of the Company is Queenslanders with Disability Network Limited.

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

1.2 Deleting Rule 1.2 *Liability of Members* and inserting the following new Rule 1.2 *Liability of Members limited to the guarantee*:

“(a) Each Member must contribute an amount of not more than \$1 (the guarantee) to the property of the Company if the Company is wound up:

(i) while the Member is a member, or within 12 months after they stop being a member, and

(ii) at the time of winding up, the debts and liabilities of the Company, including the costs of winding up, incurred before the Member stopped being a member exceed the Company’s assets.

(b) The liability of each Member is limited to the amount of the guarantee.”

1.3 Deleting Rule 1.3 *Replaceable Rules*, renumbering existing Rule 2.2 *Interpretation* as Rule 2.3, and inserting the following new Rule 2.2 *Reading this Constitution with the Corporations Act*:

“(a) The Replaceable Rules do not apply to the Company.

(b) While the Company is a Registered Charity, the ACNC Act and the Corporations Act override any clauses in this Constitution which are inconsistent with those Acts, as they apply to a Registered Charity.

(c) If the company is not a Registered Charity (even if it remains a charity), the Corporations Act overrides any clause in this Constitution which is inconsistent with that Act.

(d) A word or expression that is defined in the Corporations Act, or used in that Act and covering the same subject, has the same meaning as in this Constitution.”

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- 1.4 Deleting Rule 3.3 *Powers of the Company* and inserting the following new Rule 3.3 *Powers of the Company*:
- “The Company has all the powers of a company limited by guarantee under the Corporations Act.”
- 1.5 Deleting Rule 3.4 *No power to issue shares*, renumbering existing Rule 3.5 *Exercising powers* as Rule 3.4, and deleting Rule 4.3 *Limited liability on winding up*.
- 1.6 Inserting the following new paragraph (e) in Rule 5.6 *Admission to Membership*:
- “Membership of the Company and the associated rights cannot be transferred or sold.”
- 2.1 Deleting the definitions of ‘AGM’, ‘ASIC’, ‘ACNC’, ‘Association’, ‘Chair’, ‘Company’, ‘Corporations Act’, ‘Members Present’, ‘Officer’ and ‘Returning Officer’ from Rule 2.1 *Definitions*.
- 2.2 Inserting the following words under the relevant headings in the table in Rule 2.1 *Definitions*:

Term	Definition
<b>“Annual General Meeting</b>	means an annual general meeting of the Company convened in accordance with rule 7.1(b).
<b>ACNC Act</b>	means the <i>Australian Charities and Not-for-profits Commission Act 2012</i> (Cth).
<b>Association</b>	means Queenslanders with Disability Network Inc., an association formerly incorporated under the <i>Associations Incorporation Act 1981</i> (Qld).
<b>Chairperson</b>	means a person elected by the Directors to be the Company’s chairperson under rule 10.6(a)(i).
<b>Company or QDN</b>	means Queenslanders with Disability Network Limited.
<b>Corporations Act</b>	means <i>Corporations Act 2001</i> (Cth).
<b>General Meeting</b>	means a meeting of Members.
<b>Member Present</b>	means, in connection with a General Meeting, a Member:

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(a) present in person, or by their appointed proxy or attorney, or taken to be present in accordance with rule 7.2(b), and

(b) entitled to vote at that General Meeting.

**Officer**

for rule 17 means a Director, Secretary, Executive Officer or other person listed in rule 17.1.

**Registered Charity**

means a charity that is registered under the ACNC Act.

**Returning Officer**

means the Secretary or other person appointed by the Board to act as returning officer for the election of Directors.”

2.3 Amending Rule 2.3 *Interpretation* by:

- in paragraph (b), inserting the words “all other genders” in place of “the other gender”
- deleting paragraph (l), and
- renumbering the following paragraphs of Rule 2.3 as necessary.

3.1 Amending Rule 5.4 *Application for Ordinary Membership* by deleting paragraph (b) and inserting the following new paragraphs (b) and (c):

“(b) A person who is an employee of the Company or does not agree to comply with the Company’s constitution, including paying the guarantee under rule 1.2 if required, is not eligible to be a Member.

(c) A person who is taken to have resigned as a Member under rule 5.12(a)(ii) may reapply for Ordinary Membership of the Company when they cease to be an employee of the Company.”

3.2 Amending Rule 5.7 *Ordinary Members* by inserting “Members Code of Conduct approved by the Board” in place of “Members Code of Conduct renewed each year in general meetings”.

3.3 Amending Rule 5.8 *Honorary Life Member* by inserting “The Board may award the title ‘Honorary Life Member’ to an Ordinary Member” in place of “The Board may appoint an Ordinary Member an Honorary Life Member”.

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3.4 Amending Rule 5.9 *Register Members* by deleting paragraphs (b) and (c) and inserting the following new paragraphs (b) and (c):

“(b) The following must be entered in the Register of Members for each Member:

- (i) the full name of the Member
- (ii) the residential address of the Member and, where provided by the Member, their telephone number, email address and other contact details
- (iii) the date of admission to and cessation of Membership
- (iv) the date of last payment of the Member’s Membership Fee (if any)
- (v) the class of Membership the Member is admitted to, and
- (vi) any other information as the Board requires.

(c) Each Member must notify the Secretary in writing of any change in that person’s name, residential address, telephone number, email address or other contact details within one month after the change.”

3.5 Amending Rule 5.10 *Application Fee* by inserting “Unless the Board decides otherwise, the Application Fee payable by each applicant for Membership is \$Nil” in rule 5.10 in place of “The Application Fee payable by each applicant for Membership is the sum the Board determines”.

3.6 Amending Rule 5.11 *Membership Fee* by:

- in paragraph (a), inserting the words “Unless the Board decides otherwise, the Membership Fee payable by a Member of the Company is \$Nil” in place of “The Membership Fee payable by a Member of the Company is the sum the Board determines”, and
- in paragraph (c), inserting the word “Member” in place of “applicant”.

3.7 Amending Rule 5.12 *Resignation and termination of Membership* by deleting paragraphs (a)–(c) and inserting the following new paragraphs (a)–(c):

“(a) A Member:

- (i) may resign from the Company by giving written notice of resignation to the Secretary, and
- (ii) is taken to have resigned when they become an employee of the Company.

(b) Resignation by a Member under rule 5.12(a)(i) takes effect from the later of:

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- (i) the receipt of written notice of resignation by the Secretary, and
- (ii) the time and date stated in the written notice, if any.
- (c) The Board may terminate a Member's Membership if the Member:
  - (i) has Membership Fees in arrears
  - (ii) has conducted themselves in a way considered to be injurious or prejudicial to the character or interests of the Company, or
  - (iii) has not responded within three months to a written request from the Secretary that they confirm in writing that they want to remain a Member."

4.1 Deleting Rule 7.1 *Annual general meeting* and 7.2 *Calling General Meetings* and inserting the following new Rule 7.1 *Calling General Meetings*:

"(a) A General Meeting may only be called:

- (i) by a Directors' resolution, or
- (ii) as otherwise provided in the Corporations Act.
- (b) An Annual General Meeting must be held at least once in every calendar year, within five months after the end of the financial year.

4.2 Renumbering existing Rules 7.3–7.9 as Rules 7.2–7.8.

5.1 Deleting Rule 8.1 *Chair* and inserting the following new Rule 8.1 *Chair*:

"(a) The Chairperson is entitled to take the chair at every General Meeting.

(b) If at any General Meeting, the Chairperson is:

- (i) not present at the specified time for holding the meeting, or
  - (ii) present but unwilling to chair the meeting,
- the Deputy Chairperson is entitled to take the chair of the meeting.

(c) If the Deputy Chairperson is also:

- (i) not present at the specified time for holding the meeting, or
  - (ii) present but unwilling to chair the meeting,
- the Directors present may choose another Director to chair the meeting and if no Director is present or if each of the Directors present are unwilling to chair the meeting, a Member chosen by the Members Present may chair the meeting."

5.2 Deleting Rule 8.2 *Acting chair* and inserting the following new Rule 8.2 *Acting chair*:

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“(a) A chair of a General Meeting may, for any item of business or discrete part of the meeting, vacate the chair in favour of another person nominated by them.

(b) An instrument of proxy which appoints the chair of the meeting as proxy for part of the proceedings is taken to be in favour of the person chairing the meeting during that part of the proceedings.”

6.1 Amending Rule 10.2 *Board* by deleting the words “(Elected Directors)” and “(Appointed Directors)”.

6.2 Deleting Rule 10.3 *Eligibility of Elected Directors* and inserting the following new Rule 10.3 *Eligibility for election*:

“To be eligible to stand for election as a Director under rule 10.2(a), a person must be a Director retiring by rotation and eligible for re-election under rule 10.7(d), a Director appointed to fill a casual vacancy and eligible for election under rule 11.4(c), or:

(a) be an Ordinary Member in good standing

(b) undertake security checks and demonstrate suitability as a ‘responsible person’

(c) not be ineligible to be a director under the Corporations Act or the ACNC Act

(d) not be employed by the Company or a related body corporate

(e) not be employed by or hold office with any entity viewed to be directly or indirectly in competition with the Company in a way that might be anticipated to introduce a conflict or risk to the Company or the Board when engaged in matters of commercial in confidence

(f) give written consent to act as a Director and commitment to all codes and principles applicable to the Company’s Directors, and

(g) be endorsed by a majority of the Board as a nominee for election as a Director, with such endorsement to be at the discretion of the Board.”

6.3 Deleting Rule 10.4 *Eligibility and appointment of Appointed Directors* and inserting the following new Rule 10.4 *Eligibility and appointment*:

“(a) To be eligible to be appointed as a Director under rule 10.2(b), a person must:

(i) demonstrate specific skills, knowledge and experience identified by the Board as needed to effectively steer the Company forward and to provide for strategic decisions



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- (ii) demonstrate an understanding of the issues facing people with disability and a willingness to apply the values and objects of the Company
- (iii) undertake security checks and demonstrate suitability as 'responsible person'
- (iv) not be ineligible to be a director under the Corporations Act or the ACNC Act
- (v) not be employed by the Company or a related body corporate
- (vi) not be employed by or hold office with any entity viewed to be directly or indirectly in competition with the Company in a way that might be anticipated to introduce a conflict or risk to the Company or the Board when engaged in matters of commercial in confidence, and
- (vii) give written consent to act as a Director and commitment to all codes and principles applicable to the Company's Directors.

(b) Each Director appointed under rule 10.2(b) must be confirmed in office by resolution at the Company's next General Meeting following appointment, and may be re-confirmed in office at subsequent General Meetings as required by rule 10.7(a). If the appointment is not confirmed, the person ceases to be a Director of the Company at the end of that General Meeting."

6.4 Deleting Rule 10.5 *Election of Directors* and inserting the following new Rule 10.5 *Election of Directors*:

"(a) The election of Directors referred to in rule 10.2(a) will occur as follows:

- (i) A call for expressions of interest will be made to all Ordinary Members approximately five months prior to an election year Annual General Meeting.
- (ii) Expressions of interest must be submitted in writing by the due date specified and be forwarded for review by the Board.
- (iii) Expressions of interest by persons considered by the Board to have met the eligibility requirements will be endorsed by the Board.
- (iv) A statement by each Director eligible for re-election under rule 10.7(d) or eligible for election under rule 11.4(c) and each endorsed nominee will be sent to Members with the notice of Annual General Meeting, and each nominee will be introduced by name in alphabetical order at the Annual General Meeting.

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- (v) If the number of nominees is equal to or less than the number of vacancies, the notice of Annual General Meeting will include individual resolutions for the election of each candidate.
- (vi) If the number of nominees is greater than the number of vacancies, the notice of Annual General Meeting will include a resolution to elect Directors by secret ballot.
- (vii) If a ballot is required:
  - (A) a balloting list must be prepared listing the names of candidates in alphabetical order
  - (B) a Member may vote for a number of candidates which does not exceed the number of vacancies
  - (C) a Member may only cast their ballot in advance of the Annual General Meeting, by post or by electronic means (including by telephone or videoconference with the Returning Officer)
  - (D) the ballot paper must be in a form approved by the Board
  - (E) the ballot paper and balloting list must be sent to Members with the notice of Annual General Meeting and the rule 10.5(a)(iv) statements
  - (F) ballots must be received by the Company no later than 48 hours before the starting time and date of the Annual General Meeting
  - (G) ballots will be counted and scrutinised by the Returning Officer and scrutineers after the closing time for receipt of ballots and before the Annual General Meeting
  - (H) if there is an equality of votes, the Chairperson shall have an additional casting vote unless the Chairperson is one of the candidates who received an equal number of votes, in which case the Deputy Chairperson shall have an additional casting vote, and
  - (I) the names and numbers of votes cast for the candidates receiving the greatest number of votes must be provided to the Chairperson by the Returning Officer for announcement at the Annual General Meeting.
- (b) The Board must:
  - (i) appoint a Returning Officer for such term and upon such conditions as it determines, and

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- (ii) have a written policy in relation to processes for voting by secret ballot, including care of votes received, the counting of votes, the appointment of scrutineers and matters relating to the validity of votes.”

6.5 Deleting Rule 10.7 *Retirement of Directors* and inserting the following new Rule 10.7 *Retirement of Directors*:

- “(a) A Director may hold office for a continuous period not exceeding four years or until the fourth Annual General Meeting following the Director’s election or appointment, whichever is the longer, without submitting for re-election (Directors elected under rule 10.2(a)) or re-confirmation (Directors appointed under rule 10.2(b)).
- (b) A retiring Director holds office pursuant to this rule until the end of the meeting at which the Director retires.
- (c) At each biennial Annual General Meeting, one half (if a fraction, rounded up to the next highest whole number) of the Directors elected by the Members must retire. The Directors having served the longest in office must retire and if two or more Directors have held office for the same period, then the Board shall determine which of them must retire.
- (d) A Director elected by the Members retiring under this rule is eligible for re-election.
- (e) Notwithstanding rule 10.7(c), the Board may determine which of the Directors are to retire from time to time and, to the extent the law permits, the date of their retirement.”

7.1 Amending Rule 11.1 *Resignation* by:

- numbering the existing words of the rule as paragraph (a), and
- inserting the following new paragraph (b):

“A Director is taken to have resigned from the Board immediately on their acceptance of an offer of employment by the Company.”

7.2 Deleting Rule 11.3 *Disqualification* and inserting the following new Rule 11.3 *Vacation of office*:

- “(a) The office of a Director becomes vacant if the Director:

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- (i) becomes an insolvent under administration, suspends payment to creditors, compounds with or assigns the Director's estate for the benefit of creditors
  - (ii) becomes a person of unsound mind or is a patient under laws about mental health, or whose estate is administered under laws about mental health
  - (iii) is absent from meetings of Directors for a period of three consecutive months without leave of absence
  - (iv) resigns or is taken to have resigned office, including in accordance with rule 11.1
  - (v) is removed from office under the Corporations Act
  - (vi) becomes ineligible to be a director of the Company under the Corporations Act or the ACNC Act, or is prohibited from being a director by reason of the operation of law, or
  - (vii) is convicted on indictment of an offence and the Directors do not within one calendar month after that conviction confirm the Director's appointment or election (as the case may be) to the office of Director.
- (b) A Director who vacates office under rule 11.3(a) is not to be taken into account in deciding the number of Directors to retire by rotation at any Annual General Meeting."

7.3 Deleting Rule 11.4 *Casual vacancies* and inserting the following new Rule 11.4 *Casual vacancies*:

"(a) If a Director:

- (i) elected by the Members, or
- (ii) appointed under this rule,

ceases to hold office as a result of their resignation, removal or for any other reason, the Board may appoint a person who meets the requirements of rules 10.3(a) to 10.3(f) as a Director to fill the resulting casual vacancy.

- (b) If the next General Meeting is not an election year Annual General Meeting, a Director appointed under rule 11.4(a) must be confirmed in office by resolution at that General Meeting. If the appointment is not confirmed, the person ceases to be a Director of the Company at the end of that General Meeting.

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If the appointment is confirmed, the person holds office until the next election year Annual General Meeting.

- (c) At the next election year Annual General Meeting, a Director appointed under rule 11.4(a) is eligible for election. If not elected under rule 10.2(a) at that Annual General Meeting, the person ceases to be a Director of the Company at the end of that General Meeting.”

8.1 Deleting Rule 13.5 *Chair and Deputy Chair of Directors* and inserting the following new Rule 13.5 *Chairperson and Deputy Chairperson*:

- “(a) The Chairperson is entitled (if present within ten minutes after the time appointed for the meeting and willing to act) to chair a meeting of Directors.
- (b) If at a meeting of Directors:
- (i) there is no Chairperson
  - (ii) the Chairperson is not present within ten minutes after the time appointed for the holding of the meeting, or
  - (iii) the Chairperson is present within that time but is not willing or declines to chair the meeting,
- the Deputy Chairperson if any, if then present and willing to act, is entitled to chair the meeting or if the Deputy Chairperson is not present or is unwilling or declines to chair the meeting, the Directors present must elect one of themselves to chair the meeting.”

8.2 Amending Rule 13.7 *Written resolutions* by adding the following words at the end of paragraph (a):

“For the avoidance of doubt, a Director is not entitled to vote on a proposed resolution in writing if they declare an interest in relation to the resolution, or are on leave of absence approved by the Directors at the time the resolution is proposed.”

8.3 Amending Rule 13.8 *Appointment of Advisory Committee* by deleting paragraph (a) and inserting the following new paragraph (a):

“The Board may appoint an Advisory Committee consisting of any person and with such terms of reference as the Board thinks fit. Advisors will report directly to the Committee.”

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- 9.1 Amending Rule 6.1 *Keeping of Financial Records* by:
- inserting the words “and the ACNC Act” after the words “Corporations Act” in paragraph (b)
  - inserting the words “or the ACNC Act” after the words “Corporations Act” wherever they appear in paragraph (c), and
  - inserting the words “auditor’s or reviewer’s report” in place of the words “auditor’s report” in paragraph (c)(i).
- 9.2 Amending Rule 6.3 *Appointment of auditor or reviewer* by inserting the words “or the ACNC Act” after the words “Corporations Act”.
- 9.3 Amending Rule 7.4 *Notice of General Meetings* by:
- in paragraph (a), inserting the words “Member, Director, Secretary, auditor or reviewer” in place of the words “Member, Director or auditor”, and
  - in paragraph (d), inserting the words “chair of the General Meeting” in place of the word “Chair”.
- 9.4 Amending Rule 7.7 *Quorum at General Meetings* by:
- adding the following words at the end of paragraph (a):  
“When determining whether a quorum is present, a person may only be counted once (even if that person is a proxy or attorney of more than one Member).”
  - in paragraph (b), deleting the words “and entitled to vote on a resolution at the meeting” and “of Directors” wherever they appear.
- 9.5 Amending Rule 7.8 *Circulating resolutions* by inserting the words “rule 7.8” and “fax or other electronic means” in place of the words “rule 7” and “facsimile transmission”, respectively, wherever they appear in paragraphs (a) and (e).
- 9.6 Amending Rule 8.5 *Adjournment* by inserting the words “they decide” in paragraph (c) in place of the words “he or she decides”.
- 9.7 Amending Rule 8.9 *Voting rights* by:
- deleting paragraph (b), and
  - renumbering the following paragraphs of Rule 8.9 as necessary.
- 9.8 Amending Rule 9.1 *Appointment instruments* by inserting the words “elect a chair” in paragraph (d) in place of the words “elect the chairman”.

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- 9.9 Amending Rule 9.2 *Chair may make a determination* by inserting the words “they have”, “they produce” and “their powers” in paragraph (a) in place of the words “he or she has”, “he or she produce” and “his or her powers”, respectively.
- 9.10 Amending Rule 10.8 *Directors interests* by inserting the words “or reviewer” after the word “auditor” wherever it appears in paragraph (a).
- 9.11 Amending Rule 11.2 *Removal* by inserting the words “their case”, “they are removed” and “A Director appointed under rule 10.2(b)” in place of the words “his or her case”, “he or she is removed” and “An Appointed Director”, respectively, wherever they appear in paragraphs (a)–(c).
- 9.12 Amending Rule 12.2 *Power to borrow and give security* by:
- deleting the words “or any of its uncalled capital” from paragraph (a)(ii), and
  - inserting the words “other securities in the Company or a related body corporate or with special privileges as to redemption and participating in issues of securities” in paragraph (b) in place of the words “shares or other securities in the Company or a related body corporate or with special privileges as to redemption, participating in share issues, attending and voting at General Meetings and appointing Directors”.
- 9.13 Amending Rule 13.1 *Meetings of Directors* by:
- insert the words “is taken to be” in paragraph (d) in place of “is to be taken to be”, and
  - inserting the words “during a meeting” in paragraph (e) in place of “during the meeting”.
- 9.14 Amending Rule 13.4 *Quorum at meetings of Directors* by inserting the words “next whole number” in paragraph (b) in place of the words “next number”.
- 9.15 Amending Rule 13.6 *Decisions of Directors* by inserting the words “their deliberative vote” in paragraph (c) in place of the words “his or her deliberative vote”.
- 9.16 Amending Rule 13.10 *Proceedings of Committees* by inserting the words “rules in this document” in paragraph (a) in place of the words “proceedings in this document”.
- 9.17 Amending Rule 13.12 *Validity of acts* by inserting the word “that” at the beginning of paragraph (a)(ii).

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- 9.18 Amending Rule 13.13 *Secretary* by inserting the word “Chairperson” in paragraph (e)(i) in place of the word “Chair”.
- 9.19 Amending Rule 16.1 *Method of service* by inserting the word “Office” in paragraph (b)(i) in place of “registered office”.
- 9.20 Amending Rule 16.5 *Notification of change of address* by inserting the words “their address” in place of “his or her address”.
- 9.21 Amending Rule 17.1 *Officer’s right of indemnity* by inserting the words “Director, alternate Director, Secretary or Executive Officer” in paragraph (a) in place of the words “Director, alternate Director or Executive Officer”.
- 9.22 Updating/amending internal cross-references to various rules throughout the Constitution as necessary.



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### NOTES TO MEMBERS ON THE SPECIAL RESOLUTION

1. The Australian Charities and Not-for-profits Commission has developed a model constitution for companies limited by guarantee (such as QDN). QDN adopted words based on the ACNC model constitution in 2024 in relation to the definition and use of a 'Virtual Meeting Platform'.  
  
The amendments proposed in sections 1.1–1.6 of Annexure A regroup rules in QDN's current constitution to clearly set out the nature of the company, adopt words based on the ACNC template to make it clear that QDN is and should continue to be a charity subject to the ACNC Act, remove unnecessary words in relation to issuing shares, and adopt words based on the ACNC template to make it clear that membership is not transferable.
2. Rule 2 defines terms used throughout the constitution and sets out the basis on which it is to be interpreted. The amendments proposed in sections 2.1–2.3 of Annexure A:
  - remove definitions in rule 2.1 which were not or are no longer used (*ASIC & ACNC*)
  - define new terms required as a result of other proposed amendments (*ACNC Act, General Meeting & Registered Charity*)
  - amend other definitions to bring them into line with the ACNC template, for consistency or to correct errors, or as a result of other proposed amendments (*AGM/Annual General Meeting, Association, Chair/Chairperson, Company or QDN, Corporations Act, Executive Officer, Member Present, Officer & Returning Officer*), and
  - amend rule 2.3 to reflect current practice and the new definition in rule 2.1 of *Member Present*.
3. Rule 5 sets out provisions regarding membership of QDN. The amendments proposed in section 3.1–3.7 of Annexure A would:
  - add new rules 5.12(a)(ii) and 5.4(c) to cease a person's membership when they become a QDN employee, and to expressly provide for their application to resume membership when they cease to be an employee
  - amend rule 5.4(b) by adding words from the ACNC template to restrict eligibility for membership to applicants who agree to comply with the Constitution

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- amend rule 5.7 to reflect the current situation, where the *QDN Members Code of Conduct* is reviewed and approved by the Board each year
  - amend rule 5.8 to make it clear that ‘Honorary Life Member’ is a title and not a class of membership
  - amend rules 5.9 and 5.12(c) to update the language used to reflect current practice and to bring the requirements into line with the ACNC template, and
  - amend rules 5.10 & 5.11 to include the current Application and Membership Fees of \$Nil, without restricting the Board’s ability to change these fees in future.
4. Rule 7 sets out provisions regarding QDN’s general meetings. The amendments proposed in:
- section 4.1 would simplify and consolidate the requirements of current rules 7.1 and 7.2 using words based on the ACNC template, and
  - section 4.2 would renumber other rules where necessary because of the changes in section 4.1.
5. Rule 8 sets out provisions regarding how QDN’s general meetings are conducted. The amendments proposed in sections 5.1 and 5.2 would amend these provisions to update the language used to reflect current practice (by, for example, replacing “Chair of the Board” with “Chairperson”). Section 5.1 would also amend rule 8.1 to clarify the role of the Deputy Chairperson.
6. Rule 10 sets out provisions regarding eligibility, election and appointment as a director of QDN. The amendments proposed in sections 6.1–6.5 would amend these provisions to update the language used to reflect current practice and to bring the requirements into line with the ACNC template. In addition:
- section 6.1 would amend rule 10.2 to remove words which, to avoid confusion, will no longer be used
  - section 6.2 would amend rule 10.3 to clarify the application of this rule to existing directors seeking election, and to harmonise directors’ eligibility requirements
  - section 6.3 would amend rule 10.4 to harmonise directors’ eligibility requirements and provide for re-confirmation by members of a director appointed by the Board if they remain a director for more than four years

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- section 6.4 would amend rule 10.5 to clarify how elections are conducted, remove wording which conflicts with other requirements, and better document the processes used when a ballot is required, and
  - section 6.5 would amend rule 10.7 to require that a director appointed by the Board be re-confirmed by members if they remain a director for more than four years, correct an omission, and limit the Board's discretion so that it may not dis-apply the four-year term limit.
7. Rule 11 sets out provisions regarding when and how a director of QDN ceases to be a director. The amendments proposed in sections 7.1–7.3 would amend these provisions to update the language used to reflect current practice and to bring the requirements into line with the ACNC template. In addition:
- section 7.1 would amend rule 11.1 to clarify the consequences for a director of their becoming an employee of QDN, and are consistent with the eligibility requirements to be documented in rules 10.3(d) and 10.4(a)(v)
  - section 7.2 would amend rule 11.3 to reflect the changes in section 7.1, and
  - section 7.3 would amend rule 11.4 to confirm that a casual vacancy does not arise when a director appointed by the Board leaves office, to require that a person who is to be appointed to fill a casual vacancy must meet the same eligibility requirements as directors elected by members, and to require that a director appointed to fill a casual vacancy:
    - must stand for election if they are to continue in office after the next election year AGM
    - are eligible to stand without having to be nominated or endorsed, and
    - must be confirmed in office if they are appointed more than twelve months before the next election year AGM.
8. Rule 13 sets out provisions regarding meetings of QDN's directors. The amendments proposed in sections 8.1–8.3 would amend these provisions to update the language used to reflect current practice and to bring the requirements into line with the ACNC template. In addition:
- section 8.2 would amend rule 13.7 to confirm that a resolution in writing may still be passed even if one or more of the directors does not vote because they have declared an interest or are on an approved leave of absence, and

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- section 8.3 would amend rule 13.8 so that the terms of reference of an advisory committee are decided by the Board and not by the committee.
9. The amendments proposed in sections 9.1–9.22 amend various rules to update their language to reflect current practice, to bring their requirements into line with the ACNC template, and as a consequence of the other changes proposed.