QUEENSLANDERS WITH DISABILITY NETWORK
NOTHING ABOUT US WITHOUT US

Constitution

of Queenslanders with Disability Network Limited

Document Approval

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A company limited by guarantee

1 Preliminary

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 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.

2 Definitions and interpretation

2.1 Definitions

In this document:

Term	Definition
ACNC Act	means the *Australian Charities and Not-for-profits Commission Act 2012* (Cth).
Advisory Committee	means an advisory committee established under rule 13.8.
Annual General Meeting	means an annual general meeting of the Company convened in accordance with rule 7.1(b).
Application Fee	means the fee set by the Board under rule 5.10.
Association	means Queenslanders with Disability Network Inc., an association formerly incorporated under the *Associations Incorporation Act 1981* (Qld).

Term	Definition
Board	means the board of directors of the Company.
Business Day	means a day that is not a Saturday, Sunday or public holiday where the Office is located.
Chairperson	means a person elected by the Directors to be the Company's chairperson under rule 10.6(a)(i).
Committee	means a committee established under rule 13.9.
Company or QDN	means Queenslanders with Disability Network Limited.
Constitution	means the constitution of the Company.
Corporations Act	means *Corporations Act 2001* (Cth).
Director	means a person appointed or elected to the office of director of the Company.
Executive Officer	for the purposes of rule 17, means a person other than Director or Secretary of the Company: (a) who makes, or participates in making, decisions that affect the whole, or a substantial part, of the business of the Company (b) who has the capacity to affect significantly the Company's financial standing, or (c) under whose instructions or wishes the Board is accustomed to act (excluding advice given by the person in the proper performance of functions attaching to the person's professional capacity or their business relationship with the Board or the Company).
Fee Date	means 1 July each year.
General Meeting	means a meeting of Members.
Liability	for the purposes of rule 17, includes any claim, action, suit, proceeding, investigation, inquiry, damage, loss, cost or expense.
Member	means any person who becomes a member under the Corporations Act or this Constitution.

Term	Definition
Member Present	means, in connection with a General Meeting, a Member: (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.
Membership Fee	means the fee set by the Board under rule 5.11.
Office	means the registered office of the Company.
Officer	for rule 17 means a Director, Secretary, Executive Officer or other person listed in rule 17.1.
Ordinary Member	means a Member admitted pursuant to rule 5.6 and recorded in the Register of Members as an ordinary member.
Register	means the register of Members of the Company established under the Corporations Act.
Registered Address	means the address of the Member specified in the Register or another address notified by the Member to the Company as the place they will accept service of notices.
Registered Charity	means a charity that is registered under the ACNC Act.
Replaceable Rules	means the replaceable rules under the Corporations Act and includes any replaceable rules that become or may become a provision of the Corporations Act.
Returning Officer	means the Secretary or other person appointed by the Board to act as returning officer for the election of Directors.
Seal	means the common seal of the Company if any.
Secretary	means a person appointed as secretary of the Company and includes a person appointed to perform the duties of secretary.
Virtual Meeting Platform	means any technology that allows Members to participate in a meeting, including by asking questions orally and in writing, without being physically present at the meeting.

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.

2.3 Interpretation

In this document:

(a) a singular word includes the plural and vice versa

(b) a word which suggests one gender includes all other genders

(c) a reference to a rule, schedule, annexure or party is a reference to a rule of, and a schedule, annexure or party to, this document and references to this document include any schedules or attachments

(d) a reference to a person includes that person's successors, legal personal representatives, permitted substitutes and permitted assigns

(e) if a word or phrase is defined, its other grammatical forms have a corresponding meaning

(f) a reference to a document or agreement (including a reference to this document) is to that document or agreement as amended, supplemented, varied or replaced

(g) a reference to this document includes the agreement recorded by this document

(h) a reference to legislation or to a provision of legislation (including subordinate legislation) is to that legislation as amended, re-enacted or replaced, and includes any subordinate legislation issued under it

(i) if any day on or by which a person must do something under this document is not a Business Day, then the person must do it on or by the next Business Day

(j) a reference to a person includes a corporation, trust, partnership, unincorporated body, government and local authority or agency, or other entity whether or not it comprises a separate legal entity

(k) a reference to 'month' means calendar month

(l) a reference to a person holding or occupying a particular office or position is a reference to any person who occupies or performs the duties of that office or position, and

(m) headings are for convenience only and do not affect interpretation.

3 Objects and powers

3.1 Objects of Company

The objects of the Company are:

(a) to establish operate and provide services and supports that provide direct support to people with a disability and are underpinned by the rights recognised in the United Nations Convention on the Rights of Persons with Disabilities

(b) to resource, develop and maintain a network of people with disability

(c) to be of, by, for and with people with disability

(d) to stand by and for people with disability who don't have avenues to be heard on the issues that affect them

(e) to resource and support individual and network action on issues that affect people with disability

(f) to provide a mechanism and vehicle for the voice of people with disability to collectively self-represent and share lived experiences and to be heard on and influence the issues that affect them

(g) to take part in government processes and/or lobby on matters that affect people with disability

(h) to promote the valued status and participation of all people with disability in all aspects of community life as full citizens

(i) to create opportunities for people with disability to inform the planning, design, delivery and evaluation of inclusive policy, services, businesses and environments and to have their expertise and lived experience valued and recognised

(j) to be responsible and accountable in the management of the resources of the network to achieve organisational goals

(k) to assist in the development and expansion of and provide ongoing support to organisations providing services to people with disability

(l) to harness the resources of the community to make a positive difference in the lives of people with disability

(m) to promote the objects in any manner the Board considers appropriate and to do things incidental or conducive to the attainment of those objects

(n) to establish and maintain affiliations and information exchange with other organisations having similar objects to the matters set out in this clause, and

(o) to do all other things as are incidental or conducive to the attainment of these objects.

3.2 Separate objects

Each of the objects in rule 3.1 is a separate object of the Company, and must not be construed by reference to any other object.

3.3 Powers of the Company

The Company has all the powers of a company limited by guarantee under the Corporations Act.

3.4 Exercising powers

(a) The Company may exercise any power, take any action or engage in any conduct which the Corporations Act permits a company limited by guarantee to exercise, take or engage in.

(b) A power conferred on a person to do a particular act or thing under this Constitution includes, unless the contrary intention appears, a power (exercisable in the same way and subject to the same conditions) to repeal, rescind, revoke, amend or vary that act or thing.

(c) A power conferred under this Constitution to do a particular act or thing:

(i) may be exercised from time to time and subject to conditions, and

(ii) may, where the power concerns particular matters, be exercised for only some of those matters or as to a particular class of those matters, and to make different provision concerning different matters or different classes of matters.

(d) Where a power to appoint a person to an office or position is conferred under this Constitution (except the power to appoint a director) the power includes, unless the contrary intention appears, a power to:

(i) appoint a person to act in the office or position until a person is appointed to the office or position

(ii) remove or suspend any person appointed (without prejudice to any rights or obligations under any contract between the person and the Company), and

(iii) appoint another person temporarily in the place of any person removed or suspended or in the place of any sick or absent holder of the office or position.

(e) Where this Constitution gives power to a person to delegate a function or power:

(i) the delegation may be concurrent with, or (except in the case of a delegation by the Directors) to the exclusion of, the performance or exercise of that function or power by the person

(ii) the delegation may be either general or limited in any way provided in the terms of delegation

(iii) the delegation need not be to a specified person but may be to any person holding, occupying or performing the duties of a specified office or position

(iv) the delegation may include the power to delegate, and

(v) where performing or exercising that function or power depends on that person's opinion, belief or state of mind about a matter, that function or power may be performed or exercised by the delegate on the delegate's opinion, belief or state of mind about that matter.

4 Non-profit nature of the Company

4.1 Non-profit

(a) The income and property of the Company must only be applied towards the promotion of the objects of the Company set out in this Constitution.

(b) No income or property of the Company may be paid or transferred, directly or indirectly, to a Member except for payments to a Member:

(i) in return for services rendered by or goods supplied by the Member to the Company in the ordinary and usual course of business

(ii) for reasonable and proper rent for premises leased by an Member to the Company, or

(iii) as principal payments on money lent by the Member, and interest payments if the interest is at a commercial rate.

(c) No income or property of the Company may be paid or transferred, directly or indirectly, to a Director on account of remuneration for services provided by the Director in their capacity as a Director.

4.2 No distribution of profits to Members on winding up

(a) Where property remains after the winding up or dissolution of the Company, and satisfaction of all its debts and liabilities, it must not be distributed amongst Members.

(b) Property referred to in rule 4.2(a) must be given to another fund, authority or institution with objects similar to the objects of the Company and a prohibition on distribution of its income and property among its Members to an extent at least as great as is imposed on the Company under this Constitution.

(c) The fund, authority or institution to receive property under rule 4.2(b) must be decided by the Members at or before the time of the dissolution.

5 Membership

5.1 First Members

The existing Ordinary Members and the existing Honorary Life Members of the Association will be the first Ordinary Members of the Company.

5.2 Membership

The number of Members of the Company is unlimited.

5.3 Classes of Membership

Until otherwise decided by the Members in general meeting, the only class of membership will be Ordinary Membership.

5.4 Application for Ordinary Membership

(a) Any individual with a disability who:

(i) is not less than 18 years of age at the date of application

(ii) in the opinion of the Board, is supportive of the objects of the Company

(iii) is resident in Queensland or, in the opinion of the Board, has a significant connection with Queensland, and

(iv) has the nomination of another Ordinary Member,

may apply for Ordinary Membership of the Company.

(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.

5.5 Form of Application

(a) An application for Membership must:

(i) be in a form approved by the Board, and

(ii) be accompanied by any other documents or evidence as to qualification for Membership which the Board requires.

(b) The applicant must pay the Application Fee (if any) and Membership Fee (if any).

5.6 Admission to Membership

(a) The Board may in its absolute discretion accept or reject any application for Membership.

(b) The Board need give no reason for the rejection of an application for Membership.

(c) If an application for Membership is rejected the Secretary must notify the applicant in writing and the Membership Fee (if any) paid by the applicant must be refunded to the applicant as soon as reasonably possible.

(d) If an applicant is accepted for Membership:

(i) the name and details of that person must be entered in the Register of Members, and

(ii) the Secretary must notify the applicant in writing of the acceptance.

(e) Membership of the Company and the associated rights cannot be transferred or sold.

5.7 Ordinary Members

An Ordinary Member once admitted and so long as they remain an Ordinary Member and conduct themselves in a manner consistent with the QDN Members Code of Conduct approved by the Board, is entitled to:

(a) attend any General Meeting of the Company, and

(b) vote at any General Meeting of the Company.

5.8 Honorary Life Member

The Board may award the title 'Honorary Life Member' to an Ordinary Member on such basis as is determined by the Board from time to time.

5.9 Register of Members

(a) The Secretary must ensure that a Register of Members is kept by the Company in accordance with the Corporations Act.

(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.

5.10 Application Fee

Unless the Board decides otherwise, the Application Fee payable by each applicant for Membership is $Nil for each class of Membership.

5.11 Membership Fee

(a) Unless the Board decides otherwise, the Membership Fee payable by a Member of the Company is $Nil for each class of Membership.

(b) All Membership fees are due and payable in advance on the Fee Date each year.

(c) If a person is admitted to Membership of the Company during the months of January to June the Board may reduce the Membership fees payable by the Member for the remainder of the period until the following Fee Date.

5.12 Resignation and termination of Membership

(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:

(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 themself 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.

(d) Before the Board terminates a Member's Membership, the Board must give the Member written notice of its intention to terminate the Member's Membership and the reason for the proposed termination.

(e) If the reasons identified in the notice issued pursuant rule 5.12(d) remains unresolved for more than one month following the notice being issued, the Member ceases to be entitled to any of the rights or privileges of Membership.

(f) The rights or privileges of Membership may be reinstated at the absolute discretion of the Board.

6 Financial records

6.1 Keeping of financial records

(a) The financial year of the Company begins on 1 July and ends at 30 June in the following calendar year.

(b) Proper books and financial records must be kept recording the financial affairs of the Company. The Company must comply with the relevant accounting, financial reporting, review and audit requirements of the Corporations Act and the ACNC Act.

(c) If required by the Corporations Act or the ACNC Act, the Board must:

(i) notify all Members at the end of each financial year of their entitlement to receive copies of the financial report prepared by the Company including a copy of the auditor's or reviewer's report, if any, and any other documentation as required by the Corporations Act or the ACNC Act, and

(ii) lay before the Members at each Annual General Meeting the financial statements required under rule 6.1(b).

6.2 Banking of money

All the money of the Company must be deposited in an account in the name of the Company at a bank chosen by the Board.

6.3 Appointment of auditor or reviewer

If required by the Corporations Act or the ACNC Act, the Company must appoint a qualified auditor or reviewer. No Member may act as auditor or reviewer of the Company.

6.4 Inspection of records of the Company

(a) The Board may decide whether and to what extent, and at what time and place and under what conditions the financial records and other documents of the Company or any of them will be open to the inspection by Members other than the Board.

(b) No Member other than a Director has the right to inspect any document of the Company except as set out in the Corporations Act or as authorised by the Board.

7 General Meetings

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.

7.2 Using technology to hold meetings

(a) The Company may hold a General Meeting at two or more venues using any Virtual Meeting Platform or using a Virtual Meeting Platform only, where the platform gives Members a reasonable opportunity to participate, including to hear and be heard.

(b) Anyone using this platform is taken to be present in person at the meeting.

(c) If the General Meeting is held using a Virtual Meeting Platform only, then:

(i) the place of the meeting is taken to be the Office, and

(ii) the time of the meeting is taken to be the time at the Office.

(d) If the General Meeting is held at more than one physical venue (whether or not it is also held using a Virtual Meeting Platform), then:

(i) the place of the meeting is taken to be the main physical venue of the meeting as set out in the notice of the meeting, and

(ii) the time of the meeting is taken to be the time at the main physical venue of the meeting as set out in the notice of the meeting.

7.3 Postponing or cancelling a meeting

(a) The Directors may:

(i) postpone a meeting of Members

(ii) cancel a meeting of Members, or

(iii) change the place for a General Meeting,

if they consider that the meeting has become unnecessary, or the venue would be unreasonable or impractical or a change is necessary in the interests of conducting the meeting efficiently.

(b) A meeting which is not called by a Directors' resolution and is called under a Members' requisition under the Corporations Act may not be postponed or cancelled without the prior written consent of the persons who called or requisitioned the meeting.

7.4 Notice of General Meetings

(a) Subject to the provisions of the Corporations Act as to short notice, at least 21 days notice of a General Meeting must be given to each person who at the time of giving the notice is a Member, Director, Secretary, auditor or reviewer of the Company.

(b) No other person is entitled to receive notice of General Meetings.

(c) The Directors may decide the content of a notice of a General Meeting, but the notice must include:

(i) the place, date and time of the meeting and if the meeting is to be held in two or more places or virtually, the Virtual Meeting Platform that will be used to facilitate this

(ii) the general nature of the business to be transacted at the meeting

(iii) if a special resolution is to be proposed at the meeting, the intention to propose the special resolution and the resolution proposed, and

(iv) any other matters required by the Corporations Act.

(d) Unless the Corporations Act provides otherwise:

(i) no business may be transacted at a General Meeting unless the general nature of the business is stated in the notice calling the meeting, and

(ii) except with the approval of the Directors or the chair of the General Meeting, no person may move any amendment to a proposed resolution the terms of which are set out in the notice calling the meeting or to a document which relates to that resolution and a copy of which has been made available to Members to inspect or obtain.

(e) A person may waive notice of any General Meeting by written notice to the Company.

(f) If a meeting has been adjourned for a month or more, a new notice of the meeting in accordance with this rule, must be given.

7.5 Non-receipt of notice

(a) Subject to the Corporations Act, the:

(i) non-receipt of a notice of any General Meeting by, or

(ii) accidental omission to give notice to,

any person entitled to notice does not invalidate anything done (including the passing of a resolution) at that meeting.

(b) A person's attendance at a General Meeting waives any objection that person may have to:

(i) a failure to give notice, or the giving of a defective notice, of the meeting unless the person at the beginning of the meeting objects to the holding of the meeting, and

(ii) the consideration of a particular matter at the meeting which is not within the business referred to in the notice of the meeting, unless the person objects to considering the matter when it is presented.

7.6 Admission to General Meetings

(a) The chair of a General Meeting may refuse admission to, or require to leave and remain out of, the meeting any person:

(i) in possession of a pictorial-recording or sound-recording device

(ii) in possession of a placard or banner

(iii) in possession of an article considered by the chair to be dangerous, offensive or liable to cause disruption

(iv) who refuses to produce or permit examination of any article, or the contents of any article, in the person's possession

(v) who behaves or threatens to behave in a dangerous, offensive or disruptive way, or

(vi) who is not entitled to receive notice of the meeting.

(b) The chair may delegate the powers conferred by this rule to any person.

(c) A person, whether a Member or not, requested by the Directors or the chair to attend a General Meeting is entitled to be present and, at the request of the chair, to speak at the meeting.

7.7 Quorum at General Meetings

(a) No business may be transacted at a General Meeting, except the election of a chair and the adjournment of the meeting, unless a quorum of Members is present when the

meeting proceeds to business. 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).

(b) A quorum is constituted by:

(i) where the number of Members is one: that Member

(ii) where the number of Members is 10 or less: two or more Members Present at the meeting, and

(iii) where the number of Members is more than 10: the number of Members Present at the meeting calculated by doubling the number of Members on the Board and adding one,

(c) If a quorum is not present within 30 minutes after the time appointed for the General Meeting:

(i) where the meeting was called at the request of Members, the meeting must be dissolved, or

(ii) in any other case:

(A) the meeting stands adjourned to the day, and at the time and place, the Directors present decide, or

(B) if they do not make a decision, to the same day in the next week at the same time and place.

(d) At an adjourned meeting, if a quorum is not present within 30 minutes after the time appointed for the meeting, the meeting must be dissolved.

(e) For an Annual General Meeting a person who votes by post or electronic means for a nominated candidate to be a Director but who is not otherwise present at the meeting personally or by proxy is not counted in the quorum for the meeting

7.8 Circulating resolutions

(a) This rule 7.8 applies to resolutions which the Corporations Act, or this Constitution, requires or permits to be passed at a General Meeting, except a resolution under section 329 of the Corporations Act to remove an auditor.

(b) The Company may pass a resolution without a General Meeting being held if all the 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.

(c) Separate copies of a document may be used for signing by Members if the wording of the resolution and statement is identical in each copy.

(d) The resolution is passed when the last Member signs.

(e) If the Company received by fax or other electronic means a copy of a document referred to in this rule 7.8 it is entitled to assume that the copy is a true copy.

8 Proceedings of meetings

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.

8.2 Acting chair

(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.

8.3 Business at Annual General Meetings

(a) The business of an Annual General Meeting is:

(i) if required by the Corporations Act, to receive and consider the financial and other reports required by the Corporations Act to be laid before each Annual General Meeting

(ii) to elect Directors

(iii) if required by the Corporations Act, to appoint an auditor or reviewer, and

(iv) to transact any other business which, under this document, is required to be transacted at an Annual General Meeting.

(b) All other business transacted at an Annual General Meeting and all business transacted at other General Meetings is special business.

(c) Except with the approval of the Board, with the permission of the chair or under the Corporations Act, no person may move at any meeting either:

(i) any resolution or any amendment of a resolution about any special business of which notice has not been given under rule 7.4, or

(ii) any other resolution which does not constitute part of special business of which notice has not been given under rule 7.4.

(d) The auditor or reviewer, if any, and its representative may attend and be heard on any part of the business of a meeting concerning the auditor or reviewer. The auditor or reviewer, if any, or its representative, if present at the meeting, may be questioned by the Members, as a whole, about the audit or review, if undertaken.

8.4 General conduct of meeting

The chair of a General Meeting:

(a) has charge of the general conduct of the meeting and the procedures to be adopted at the meeting

(b) may require the adoption of any procedure which is in the chair's opinion necessary or desirable for proper and orderly debate or discussion and the proper and orderly casting or recording of votes at the General Meeting, and

(c) may, having regard where necessary to the Corporations Act, terminate discussion or debate on any matter whenever the chair considers it necessary or desirable for the proper conduct of the meeting,

and a decision by the chair under this rule is final.

8.5 Adjournment

(a) Despite rules 7.3(a) and 7.3(b), where the chair considers that:

(i) there is not enough room for the number of Members who wish to attend the meeting, or

(ii) a postponement is necessary in light of the behaviour of persons present or for any other reason so that the business of the meeting can be properly carried out,

the chair may postpone the meeting before it has started, whether or not a quorum is present.

(b) A postponement under rule 8.5(a) is to another time, which may be on the same day as the meeting, and may be to another place (and the new time and place is taken to be the time and place for the meeting as if specified in the notice which called the meeting originally).

(c) The chair may at any time during the course of the meeting:

(i) adjourn the meeting or any business, motion, question or resolution being considered or remaining to be considered by the meeting either to a later time at the same meeting or to an adjourned meeting, and

(ii) for the purpose of allowing any poll to be taken or determined, suspend the proceedings of the meeting for any period or periods they decide without effecting an adjournment. No business may be transacted and no discussion may take place during any suspension of proceedings unless the chair otherwise allows.

(d) The chair's rights under rules 8.5(a) and 8.5(c) are exclusive and, unless the chair requires otherwise, no vote may be taken or demanded by the Members Present about any postponement, adjournment or suspension of proceedings.

(e) Only unfinished business may be transacted at a meeting resumed after an adjournment.

8.6 Entitlement to vote at General Meetings

(a) Subject to this Constitution, each Member entitled to vote at a General Meeting may vote:

(i) in person

(ii) by not more than one proxy, or

(iii) by not more than one attorney.

(b) A proxy or attorney may, but need not, be a Member of the Company.

(c) A Member whose Membership Fee (if any) is more than one month in arrears at the date of the General Meeting is not entitled to vote at that meeting.

8.7 Decisions at General Meetings

(a) Except where a resolution requires a special majority, questions arising at a General Meeting must be decided by a majority of votes cast by the Members Present at the meeting. A decision made in this way is for all purposes, a decision of the Members.

(b) If the votes are equal on a proposed resolution, the chair of the meeting has a casting vote, in addition to any deliberative vote.

(c) A resolution put to the vote of a General Meeting must be decided on a show of hands unless a poll is demanded:

(i) before the show of hands is taken

(ii) before the result of the show of hands is declared, or

(iii) immediately after the result of the show of hands is declared.

(d) On a show of hands, where the chair has two or more appointments that specify different ways to vote on a resolution, the chair must not vote as a proxy.

8.8 When poll may be demanded

(a) No poll may be demanded on the election of a chair of a meeting.

(b) Subject to rule 8.7(a) a poll may be demanded by:

(i) the chair

(ii) at least five Members entitled to vote on the resolution, or

(iii) by Members with at least 5% of the votes that may be cast on the resolution on a poll.

(c) A demand for a poll does not prevent a General Meeting continuing to transact any business except the question on which the poll is demanded.

(d) Unless a poll is duly demanded, a declaration by the chair of a General Meeting that a resolution has on a show of hands been carried or carried unanimously, or carried by a particular majority, or lost, and an entry to that effect in the Company's minute book is conclusive evidence of the fact without proof of the number or proportion of the votes recorded for or against the resolution.

(e) If a poll is duly demanded at a General Meeting, it must be taken in the way and either at once or after an interval or adjournment as the chair of the meeting directs. The result of the poll as declared by the chair is the resolution of the meeting at which the poll was demanded.

(f) The demand for a poll may be withdrawn with the chair's consent.

(g) In the case of any dispute about the admission or rejection of a vote, the chair's decision is final.

8.9 Voting rights

(a) Subject to this Constitution and to any rights or restrictions attached to any class of Membership, at a General Meeting:

(i) on a show of hands, each Member Present has one vote

(ii) where a person is entitled to vote by virtue of rule 9.1 in more than one capacity, that person is entitled only to one vote on a show of hands

(iii) if the person appointed as proxy has two or more appointments that specify different ways to vote on a resolution, the proxy must not vote on a show of hands, and

(iv) on a poll, each Member Present has one vote.

(b) An objection to the validity of a vote tendered at a General Meeting must be:

(i) raised before or immediately after the result of the vote is declared, and

(ii) referred to the chair of the meeting, whose decision is final.

(c) A vote tendered, but not disallowed by the chair of a meeting under rule 8.9(b), is valid for all purposes, even if it would not otherwise have been valid.

(d) The chair may decide any difficulty or dispute which arises as to the number of votes which may be cast by or on behalf of any Member and the decision of the chair is final.

8.10 Voting where the Member is of unsound mind

If a Member is of unsound mind or is a person whose person or estate is liable to be dealt with in any way under the law about mental health, his committee or trustee or other person who has the management of his estate may exercise any rights of the Member about a General Meeting as if the committee, trustee or other person were the Member.

9 Proxies and attorneys

9.1 Appointment instruments

(a) An instrument appointing a proxy is valid if it is under the Corporations Act or in any form approved by the Directors.

(b) Unless the instrument or resolution appointing a proxy or attorney provides otherwise, the proxy or attorney has the same rights to speak, demand a poll, join in demanding a poll or act generally at the meeting as the Member would have had if the Member was present.

(c) Unless otherwise provided in the appointment of a proxy or attorney, an appointment is taken to confer authority:

(i) even though the instrument may refer to specific resolutions and may direct the proxy or attorney how to vote on those resolutions, to do any of the acts specified in rule 9.1(d), and

(ii) even though the instrument may refer to a specific meeting to be held at a specified time or venue, where the meeting is rescheduled or adjourned to another time or changed to another venue, to attend and vote at the rescheduled or adjourned meeting or at the new venue.

(d) The acts referred to in rule 9.1(c)(i) are:

(i) to vote on any amendment moved to the proposed resolutions and on any motion that the proposed resolutions not be put or any similar motion

(ii) to vote on any procedural motion, including any motion to elect a chair, to vacate the chair or to adjourn the meeting, and

(iii) to act generally at the meeting.

(e) The appointment of a proxy or attorney is not revoked by the appointer attending and taking part in the General Meeting, but if the appointer votes on a resolution, the proxy or attorney is not entitled to vote, and must not vote, as the appointer's proxy or attorney on the resolution.

(f) Where authority is given to a proxy or attorney for a meeting to be held on or before a specified date or at a specified place and that meeting is postponed to a later date or the meeting place is changed, the authority is taken to include authority to act at the

rescheduled meeting unless the Member granting the authority gives the Company notice to the contrary.

9.2 Chair may make a determination

(a) The chair of a meeting may:

(i) require a person to establish to the chair's satisfaction that the person is the person duly appointed to act as a proxy or attorney

(ii) permit a person claiming to be acting as a proxy or attorney to exercise the purported power even if the person is unable to establish to the chair's satisfaction that they have been validly appointed,

(iii) permit the person to exercise those powers on the condition that, if required by the Company, they produce evidence of the appointment within the time set by the chair, and/or

(iv) exclude the person from attending or voting at the meeting.

(b) The chair may delegate their powers under rule 9.2 to any person.

9.3 Validity of vote

A vote given as required by the terms of a proxy document or power of attorney is valid despite:

(a) the previous death or unsoundness of mind of the principal, or

(b) the revocation of the proxy document or power of attorney for which the vote is given,

if no written notice of the death, unsoundness of mind or revocation has been received at the Office before the meeting or any adjourned meeting.

10 The Board

10.1 First Directors

The first Directors are those persons named as Directors in the application for incorporation of the Company.

10.2 Board

The Board will consist of at least five and not more than nine Directors as follows:

(a) up to seven Directors elected by the Members in accordance with rule 10.5, and

(b) up to two Directors appointed by the Board for such period of time as determined by the Board from time to time, for their particular skills and experience in accordance with rule 10.4.

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.

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

(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.

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.

(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

(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.

10.6 Officeholders and Committee Membership

(a) Within one week after every Annual General Meeting, a Board meeting will be held and the Board will elect Directors to be:

(i) the Company's Chairperson, and

(ii) the Company's Deputy Chairperson, and

(iii) the chairs and members of the Board's Committees.

(b) The Board has the power to appoint all officeholders and the power to remove a person as an officeholder but not from the office of Director.

(c) An officeholder may resign from an office by written notice to the Secretary. The resignation takes effect when the notice is received by the Secretary or on a later date specified in the notice.

(d) Subject to rule 10.6(b) and 10.6(c) a person's appointment as an officeholder ceases when they cease to be a Director or at the time their successor in office is elected in accordance with rule 10.6(a).

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.

10.8 Directors interests

(a) A Director is not disqualified by reason only of being a Director (or the fiduciary obligations arising from that office) from:

(i) holding an office or place of profit or employment in any other company, body corporate, trust or entity promoted by the Company or in which it has interest

(ii) being a member, creditor or otherwise being interested in any body corporate (including the Company), partnership or entity, except as auditor or reviewer of the Company

(iii) entering into any agreement or arrangement with the Company, or

(iv) acting in a professional capacity (or being a member of a firm which acts in a professional capacity) for the Company, except as auditor or reviewer of the Company.

(b) Each Director must comply with the Corporations Act on the disclosure of the Director's interests.

(c) The Directors may make regulations requiring the disclosure of interests that a Director, and any person taken by the Directors to be related to or associated with the Director, may have in any matter concerning the Company or a related body corporate. Any regulations made under this Constitution bind all Directors.

(d) No act, transaction, agreement, instrument, resolution or other thing is invalid or voidable only because a person fails to comply with any regulation made under rule 10.8(c).

(e) A Director who has a material personal interest in a matter that is being considered by the Directors must not be present at a meeting while the matter is being considered nor vote on the matter, except where permitted by the Corporations Act.

(f) If a Director has an interest in a matter, then subject to rules 10.8(c), 10.8(g) and the Constitution:

(i) that Director may be counted in a quorum at the Board meeting that considers the matter that relates to the interest provided that Director is entitled to vote on at least one of the resolutions to be proposed at the meeting

(ii) that Director may participate in and vote on matters that relate to the interest

(iii) the Company can proceed with any transaction that relates to the interest and the Director may participate in the execution of any relevant document by or on behalf of the Company

(iv) the Director may retain the benefits under the transaction that relates to the interest even though the Director has the interest, and

(v) the Company cannot avoid any transaction that relates to the interest merely because of the existence of the interest.

(g) If an interest of a Director is required to be disclosed under rule 10.8(b), rule 10.8(f)(iv) applies only if the interest is disclosed before the transaction is entered into.

(h) A contract or arrangement entered into by or on behalf of the Company in which a Director is in any way interested is not invalid or voidable merely because the Director holds office as a Director or because of the fiduciary obligations arising from that office.

(i) A Director who is interested in any arrangement involving the Company is not liable to account to the Company for any profit realised under the arrangement merely because the Director holds office as a Director or because of the fiduciary obligations arising from that office, if the Director complies with the disclosure requirements applicable to the Director under rule 10.8(a) and under the Corporations Act about that interest.

(j) A Director who is interested in any contract or arrangement may, despite that interest, witness the fixing of the Company Seal to any document evidencing or otherwise connected with that contract or arrangement.

11 Vacation of office

11.1 Resignation

(a) A Director may resign from the Board by written notice delivered to the Secretary. The resignation takes effect when the notice is received by the Secretary, or on a later date specified in the notice.

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

11.2 Removal

(a) A Director may be removed from office by resolution of the Members Present and entitled to vote at a General Meeting of the Company convened for that purpose. At the meeting the Director must be given the opportunity to present their case orally or in writing.

(b) A Director removed under rule 11.2(a) retains office until the dissolution or adjournment of the General Meeting at which they are removed.

(c) A Director appointed under rule 10.2(b) may be removed from office by the Board prior to the end of the term for which the Director was appointed in which case that person's office ceases on the date determined by the Board.

11.3 Vacation of office

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

(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.

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. 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.

11.5 Directors who are unable to fulfil their duties due to illness or incapacity

(a) A Director may be removed from office by the Board if the Board resolves pursuant to its policy that the Director is unable to fulfil their duties due to physical or mental illness or other incapacity.

(b) The Board will implement a policy in relation to Directors who are unable to fulfil their duties due to physical or mental illness or other incapacity for the purpose of making a determination under rule 11.5(a).

12 Powers and duties of Directors

12.1 General powers

(a) The Directors are responsible for managing the business of the Company and may exercise all powers and do all things that are within the Company's power except those expressly required by the Corporations Act or this Constitution to be exercised by the Company in a General Meeting.

(b) The Board may make regulations, by-laws and policies consistent with the Constitution, which in the opinion of the Board are necessary or desirable for the proper control, administration and management of the Company's finances, affairs and property, or are necessary for the convenience, comfort and well-being of the Members (including the terms of entry of Members to the Company's premises and any event or function sponsored, promoted, facilitated or conducted by the Company) and amend or rescind any regulations and by-laws.

(c) A regulation, policy or by law of the Company made by the Board may be disallowed by the Company in a later General Meeting.

(d) A resolution or regulation made by the Company in General Meeting cannot invalidate prior acts of the Board which would have been valid if that resolution or regulation had not been passed or made.

12.2 Power to borrow and give security

(a) The Directors may exercise all the powers of the Company:
  (i) to borrow or raise money in any other way
  (ii) to charge any of the Company's property or business, and
  (iii) to issue debentures or give any security for a debt, liability or obligation of the Company or of any other person.

(b) Debentures or other securities may be issued on the terms and at prices decided by the Directors, including bearing interest or not, with rights to subscribe for, or exchange into, other securities in the Company or a related body corporate or with special privileges as to redemption and participating in issues of securities.

(c) The Directors may decide how cheques, promissory notes, banker's drafts, bills of exchange or other negotiable instruments must be signed, drawn, accepted, endorsed or otherwise executed, as applicable, by or on behalf of the Company.

12.3 Powers of appointment

The Directors may:

(a) appoint or employ any person as an officer, agent or attorney of the Company for the purposes, with the powers, discretions and duties (including powers, discretions and duties vested in or exercisable by the Directors), for any period and on any other conditions they decide

(b) authorise an officer, agent or attorney to delegate any of the powers, discretions and duties vested in the officer, agent or attorney, and

(c) remove or dismiss any officer, agent or attorney of the Company at any time, with or without cause.

13 Proceedings of Directors meetings

13.1 Meetings of Directors

(a) The Directors may meet together to attend to business and adjourn and otherwise regulate their meetings as they decide.

(b) The contemporaneous linking together by telephone or other electronic means of a sufficient number of Directors to constitute a quorum, constitutes a meeting of the

Directors. All the provisions in this Constitution relating to meetings of the Directors apply, as far as they can and with any necessary changes, to meetings of the Directors by telephone or other electronic means.

(c) A meeting by telephone or other electronic means is to be taken to be held at the place where the chair of the meeting is or at any other place the chair of the meeting decides on, if at least one of the Directors involved was at that place for the duration of the meeting.

(d) A Director taking part in a meeting by telephone or other electronic means is taken to be present in person at the meeting.

(e) If, before or during a meeting, any technical difficulty occurs where one or more Directors cease to participate, the chair may adjourn the meeting until the difficulty is remedied or may, where a quorum of Directors remains present, continue with the meeting.

13.2 Calling meetings of Directors

(a) A Director may, whenever the Director thinks fit, call a meeting of the Directors.

(b) A Secretary must, if requested by a Director, call a meeting of the Directors.

13.3 Notice of meetings of Directors

(a) Notice of a meeting of Directors must be given to each person who is, at the time the notice is given to a Director, except a Director on leave of absence approved by the Directors.

(b) A notice of a meeting of Directors:

(i) must specify the time and place of the meeting

(ii) need not state the nature of the business to be transacted at the meeting

(iii) may, if necessary, be given immediately before the meeting, and

(iv) may be given in person or by post or by telephone, fax or other electronic means.

(c) A Director may waive notice of a meeting of Directors by giving notice to that effect in person or by post or by telephone, fax or other electronic means.

(d) Failure to give a Director notice of a meeting of Directors does not invalidate anything done or any resolution passed at the meeting if:

(i) the failure occurred by accident or inadvertent error, or

(ii) the Director attended the meeting or waived notice of the meeting (whether before or after the meeting).

(e) A person who attends a meeting of Directors waives any objection that person may have to a failure to give notice of the meeting.

13.4 Quorum at meetings of Directors

(a) No business may be transacted at a meeting of Directors unless a quorum of Directors is present at the time the business is dealt with.

(b) Unless the Directors decide otherwise, 50% of the total number of Directors rounded up to the next whole number constitute a quorum.

(c) If there is a vacancy in the office of a Director, the remaining Directors may act. But, if their number is not sufficient to constitute a quorum, they may act only in an emergency or to increase the number of Directors to a number sufficient to constitute a quorum or to call a General Meeting of the Company.

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.

13.6 Decisions of Directors

(a) The Directors, at a meeting at which a quorum is present, may exercise any authorities, powers and discretions vested in or exercisable by the Directors under this Constitution.

(b) Questions arising at a meeting of Directors must be decided by a majority of votes cast by the Directors present and entitled to vote on the matter.

(c) Subject to rule 13.6(d), if the votes are equal on a proposed resolution, the chair of the meeting has a casting vote, in addition to their deliberative vote.

(d) Where only two Directors are present or entitled to vote at a meeting of Directors and the votes are equal on a proposed resolution:

(i) the chair of the meeting does not have a second or casting vote, and

(ii) the proposed resolution is taken as lost.

13.7 Written resolutions

(a) A resolution in writing of which notice has been given to all Directors and which is signed or consented to by all of the Directors entitled to vote on the resolution is as valid and effectual as if it had been passed at a meeting of the Directors duly called and constituted and may consist of several documents in the same form, each signed or consented to by one or more of the Directors. 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.

(b) A Director may consent to a resolution by:

(i) signing the document containing the resolution (or a copy of that document)

(ii) giving to the Company a written notice (including by fax or other electronic means) addressed to the Secretary or to the Chair of Directors signifying assent to the resolution and either setting out its terms or otherwise clearly identifying them, or

(iii) telephoning the Secretary or the Chair of Directors and signifying assent to the resolution and clearly identifying its terms.

13.8 Appointment of Advisory Committee

(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.

(b) For the avoidance of doubt, an Advisory Committee established pursuant to rule 13.8(a) will not be delegated with any power of the Board.

13.9 Establishment of Committees and delegation of powers

(a) The Board may appoint other Committee consisting of:

(i) one or more Directors, and

(ii) any other person the Board thinks fit.

(b) The Board may, subject to the law, delegate any of its powers to Committees.

13.10 Proceedings of Committees

(a) Committee proceedings are governed by the rules in this document that apply to meetings and proceedings of the Board.

(b) A Committee must follow instructions imposed by the Board.

(c) A Committee is under the control and direction of the Board and has no power in the management of the Company.

13.11 Delegation to a Director

(a) The Directors may delegate any of their powers to one Director.

(b) A Director to whom any powers have been so delegated must exercise the powers delegated in accordance with any directions of the Directors.

13.12 Validity of acts

(a) All acts done at any meeting of the Directors or by a Committee or by any person acting as a Director are, notwithstanding that it is afterwards discovered:

(i) that there was some defect in the appointment of any of the Directors, or

(ii) that the Committee or the person acting as a Director or that any of them were disqualified,

valid as if every person had been duly appointed and was qualified and continued to be a Director or a member of the Committee (as the case may be).

13.13 Secretary

(a) The Company must have at least one Secretary appointed by the Directors.

(b) Only an individual who has provided the Company with a signed consent may be Secretary. The person may be but need not be a Member.

(c) The Secretary holds office on the terms and conditions the Board decides.

(d) The Directors may suspend or remove a Secretary from that office.

(e) The Secretary's functions include, but are not limited to:

(i) calling meetings of the Company, including preparing notices of a meeting and of the business to be conducted at the meeting in consultation with the Chairperson, and

(ii) keeping minutes of each meeting, and

(iii) keeping copies of all correspondence and other documents relating to the Company, and

(iv) maintaining the Register of Members of the Company.

14 The Seal

14.1 Company Seal is optional

The Company may have a Seal.

14.2 Affixing the Seal

(a) The Seal must only be used with the authority of the Board.

(b) Every document to which the Seal is affixed must be signed by a Director and countersigned by the Secretary or by a second Director, or another person appointed by the Board for the purpose.

(c) The Board may affix a signature by electronic means.

14.3 Execution of documents without a Seal

The Company may sign a document without a Seal, including a deed, by having the document signed by:

(a) two Directors, or

(b) a Director and the Secretary.

14.4 Other ways of executing documents

Despite rules 14.2 and 14.3, any document including a deed, may also be signed by the Company in any other manner permitted by law.

15 Minutes

15.1 Contents of minutes

The Board must ensure that minutes are duly recorded in any manner it thinks fit and include:

(a) the names of the Directors present at each meeting of the Company, the Board and of Committees, and

(b) details of all resolutions and proceedings of General Meetings of the Company and of meetings of the Board and Committees.

15.2 Signing of minutes

The minutes of a meeting of the Board or of a Committee or of the Company, if signed by the chair of the meeting or by the chair of the next meeting, are prima facie evidence of the matters stated in the minutes.

16 Notices

16.1 Method of service

(a) The Company may give a notice to a Member by:

(i) delivering it personally

(ii) sending it by prepaid post to the Member's address in the Register of Members or any other address the Member gives the Company for notices, or

(iii) sending it by fax or other electronic means to the fax number or electronic address the Member gives the Company for notices.

(b) Where a Member does not have a Registered Address or where the Company believes that Member is not known at the Member's Registered Address, all notices are taken to be:

(i) given to the Member if the notice is exhibited in the Company's Office for a period of 48 hours, and

(ii) served at the commencement of that period,

unless and until the Member informs the Company of the Member's address.

16.2 Time of service

(a) A notice from the Company properly addressed and posted is taken to be given and received on the day after the day of its posting.

(b) A notice sent or given by fax or other electronic transmission:

(i) is taken to be effected by properly addressing and transmitting the fax or other electronic transmission, and

(ii) is taken to have been given and received on the day of its transmission.

(c) Where a given number of days' notice or notice extending over any other period must be given, the day of service is not to be counted in the number of days or other period.

16.3 Evidence of service

A certificate signed by a Director or Secretary stating that a notice has been given under this Constitution is conclusive evidence of that fact.

16.4 Other communications and documents

Rule 16.1 applies, so far as it can and with any necessary changes, to serving any communication or document.

16.5 Notification of change of address

Every Member must notify the Company of any change of their address and any new address must be entered in the Register. Upon entry it becomes the Member's Registered Address.

17 Indemnity and insurance

17.1 Officer's right of indemnity

Rules 17.2 and 17.4 apply:

(a) to each person who is or has been a Director, alternate Director, Secretary or Executive Officer of the Company, and

(b) to any other officers or former officers of the Company or of its related bodies corporate as the Directors in each case determine, and

(c) if the Directors so determine, to any auditor or former auditor of the Company or of its related bodies corporate,

(each an Officer for the purposes of this rule).

17.2 Indemnity

The Company must indemnify each Officer on a full indemnity basis and to the full extent permitted by law against all losses, liabilities, costs, charges and expenses (Liabilities) incurred by the Officer as an officer of the Company or of a related body corporate.

17.3 Scope of indemnity

The indemnity in rule 17.2:

(a) does not operate in respect of any Liability of the Officer to the extent that Liability is covered by insurance

(b) is enforceable without the Officer having to first incur any expense or make any payment, and

(c) is a continuing obligation and is enforceable by the Officer even though the Officer may have ceased to be an officer or auditor of the Company or its related bodies corporate.

17.4 Insurance

The Company may, to the extent the law permits:

(a) purchase and maintain insurance, or

(b) pay or agree to pay a premium for insurance,

for each Officer against any Liability incurred by the Officer as an officer or auditor of the Company or of a related body corporate including, but not limited to:

(c) costs and expenses in defending any proceedings, whether civil or criminal, whatever their outcome, or

(d) a Liability arising from negligence or other conduct.

17.5 Savings

Nothing in rule 17.2 or 17.4:

(a) affects any other right or remedy that a person to whom those rules apply may have in respect of any Liability referred to in those rules

(b) limits the capacity of the Company to indemnify or provide or pay for insurance for any person to whom those rules do not apply, or

(c) limits or diminishes the terms of any indemnity conferred or agreement to indemnify entered into before the adoption of this Constitution.

17.6 Contract

The Company may enter into an agreement with any Officer to give effect to the rights conferred by this rule or the exercise of a discretion under this rule on any terms as the Directors think fit which are not inconsistent with this rule.

18 General

18.1 Submission to jurisdiction

Each Member submits to the non-exclusive jurisdiction of the Supreme Court of the state or territory in which the Company is taken to be registered for the purposes of the Corporations Act, the Federal Court of Australia and the courts which may hear appeals from those courts.

18.2 Prohibition and enforceability

Any part of this Constitution which is prohibited on unenforceable in any place is, in that place, ineffective only to the extent of that prohibition or unenforceability.