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Constitution of Muscular Dystrophy Queensland Ltd

A public company limited by guarantee

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Constitution

Constitution of Muscular Dystrophy Queensland Ltd

1 Preliminary

1.1 Definitions

In this Constitution:

Term	Definition
ACNC Legislation	means the: (a) *Australian Charities and Not-for-profits Commission Act 2012* (Cth); and (b) *Australian Charities and Not-for-profits Commission Regulation 2013* (Cth).
Acting Chair	have the meaning given in rule 8.8(a).
AGM	has the meaning given in rule 7.1.
Application Fee	has the meaning given in rule 5(a)(ii).
Appointed Director	has the meaning given in rule 10.1(a)(ii).
Board	means the board of Directors.
Business Day	means a day that is not a Saturday, Sunday or public holiday in the place where an act is to be performed, notice received or a payment is to be made.
Chair	means the chair of the Board elected under rule 10.5(a) and may include an Acting Chair under rule 8.8(a).
Committee	means a committee established by the Board under rule 14.3(a).
Company	means Muscular Dystrophy Queensland Ltd.
Constitution	means this constitution.
Corporations Act	means *Corporations Act 2001* (Cth).
Deputy Chair	means the deputy to the Chair, if elected under rule 10.5(c).
Director	means a person appointed to the office of director of the Company.
Elected Director	has the meaning given in rule 10.1(a)(i).
Family Member	means in relation to a person, that person's spouse, de facto partner, child, parent, sibling, grandparent, grandchild, or any other individual who is a dependent or resides with that person in a domestic relationship.

Term	Definition
Governance Standard	means a governance standard established under the ACNC Legislation.
ITAA	means the *Income Tax Assessment Act 1997* (Cth).
Liabilities	has the meaning given in rule 17.2.
Member	means a member of the Company.
Member Representative	means, for a Member which is a body corporate, a natural person authorised by the body corporate to act as its representative in the Company.
Membership Fee	has the meaning given in rule 5(a)(i).
Objects	has the meaning given in rule 2.1(a).
Related Body Corporate	has the meaning given in the Corporations Act.
Register	means the register of Members of the Company established under the Corporations Act.
Secretary	means a person appointed as secretary of the Company and includes a person appointed to perform the duties of secretary.
Special Resolution	means a resolution: (a) for which the requisite notice has been given under 8.3(b)(iii); and (b) that has been, or is proposed to be, passed by at least 75% of the votes cast by Members entitled to vote on the resolution.
Surplus Assets	means any property that remains after the winding-up or dissolution of the Company, and upon satisfaction of all the Company's debts and liabilities, becomes surplus assets.

1.2 Interpretation

In this Constitution:

(a) a reference to a Member present at a general meeting is a reference to a Member present in person or by proxy, attorney or Member Representative;

(b) 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;

(c) unless the contrary intention appears:

(i) 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;

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

(iii) 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;

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

(v) a reference to a rule is a reference to a rule of this Constitution;

(vi) 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; and

(vii) 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; and

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

1.3 Application of the Corporations Act

(a) The replaceable rules in the Corporations Act do not apply to the Company.

(b) Where an expression is used in a manner consistent with a provision of the Corporations Act, the expression has the same meaning as in that provision.

1.4 Application of the ACNC legislation

If the Company is registered as a charity by the Australian Charities and Not-for-profits Commission, the Company must comply with the ACNC legislation.

1.5 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 the Constitution (except the power to appoint a Director under rule 10) 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 the 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.

2 Objects

2.1 Objects of the Company

(a) The purpose of the Company is to provide services and support to individuals living with muscular dystrophy, neuromuscular conditions and other nominated physical disabilities, and their families (**Objects**).

(b) To achieve these Objects, the Company may, without limitation:

(i) harness the resources of the community in support of the Objects;

(ii) establish and maintain affiliations and information exchange with other organisations having similar objects to the Objects;

(iii) act as trustee of any trust the purpose of which relates to the Objects;

(iv) promote the Objects; and

(v) do all other things incidental or conducive to the attainment of the Objects.

2.2 Separate objects

Each of the Objects is a separate object of the Company and must not be construed by reference to any other Object.

2.3 Exercise of powers to achieve Objects

Nothing restricts the Company from exercising a power which in itself is not charitable, for any purpose which is incidental to the charitable Objects of the Company or which is intended to generate revenue for, or otherwise further, those Objects.

3 Not-for-profit

3.1 Promotion of the Objects

The income and property of the Company must only be applied towards promoting the Company's Objects.

3.2 No income or property to a Member

No income or property of the Company may be paid or transferred, directly or indirectly, to a Member except as provided under rule 6.2 or for payments to a Member:

(a) in carrying out the Objects;

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

(c) for reasonable and proper rent for premises leased by a Member to the Company; or

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

4 Membership

4.1 Members

(a) The Members are the persons named as Members with their consent in the Register.

(b) The number of Members is unlimited.

4.2 Classes

(a) Until otherwise decided by the Members in general meeting, the only class of membership is ordinary membership.

(b) A person honoured by the Members by appointment as an honorary life member is an ordinary Member.

4.3 Application

(a) Any individual 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; and

(iii) has the nomination of Member,

may apply to be a Member.

(b) Any body corporate which:

(i) in the opinion of the Board, is supportive of the Objects; and

(ii) has the nomination of Member,

may apply to be a Member.

(c) An application for membership must be in a form approved by the Board together with:

(i) any other documents or evidence as to qualification for membership that the Board requires; and

(ii) any Application Fee and Membership Fee as required by the Board.

(d) If the applicant is a body corporate it must nominate a Member Representative to represent it in the Company.

(e) A Member Representative must consent to the nomination in writing.

4.4 Admission to membership

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

(b) The Board need not give a reason for rejecting an application for membership.

(c) If an application for membership is rejected, the Secretary must:

(i) give written notice of the rejection to the applicant; and

(ii) refund any Application Fee and Membership Fee paid by the applicant,

as soon as reasonably possible.

(d) If an application for membership is accepted, the Secretary must:

(i) give written notice of the acceptance to the applicant; and

(ii) enter the person's name and details in the Register.

4.5 Notice by members

(a) Each Member must promptly notify the Secretary in writing of:

(i) any change in their qualification to be a Member under rule 4.3(a) or rule 4.3(b); and

(ii) any change in their address or contact details.

(b) Each body corporate Member must promptly notify the Secretary in writing of any change in its Member Representative.

4.6 Resignation and termination of membership

(a) A person ceases to be a Member if they:

(i) no longer, in the opinion of the Board, is supportive of the Objects;;

(ii) resign as a Member by giving written notice to the Company;

(iii) are an individual and die;

(iv) are a body corporate, cease to be incorporated; or

(v) are terminated by the Board under rule 4.6(b).

(b) The Board may terminate a person's membership if the Member:

(i) fails to notify the Company of a change in address or contact details and is unable to be contacted at the address in the Register for a period of two years;

(ii) becomes bankrupt or insolvent;

(iii) has a Membership Fee in arrears; or

(iv) has conducted itself in a way the Board considers to be injurious or prejudicial to the character or interests of the Company.

(c) The Board must give the Member written notice of its intention to terminate the Member's membership and the reason for the proposed termination.

(d) If the reason set out in the notice under rule 4.6(c) remains unresolved, in the opinion of the Board, for one month after the date of the notice, the membership is terminated.

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

(f) Membership is personal to the Member and is not transferable.

4.7 Register of Members

The Company must establish and maintain a Register which includes the full name and address for notices of each Member, and any other particulars determined by the Board.

5 Fees payable

(a) The Board may set:

(i) an annual fee for membership from time to time (**Membership Fee**); and

(ii) a fee for applying to be a Member (**Application Fee**),

in a manner and to an amount determined by the Board in its absolute discretion from time to time, including any amount to be payable on a pro rata basis.

(b) For the avoidance of doubt, the Board may adopt a policy, which it may amend in its absolute discretion from time to time, in relation to Membership Fees or Application Fees,

and determining timing for payment and eligibility criteria for any discounts that it wishes to apply.

6 Winding up

6.1 Limited liability on winding up

(a) If the Company is wound up while a person is a Member, or within one year after the person ceases to be a Member, the person must contribute the guarantee amount to the assets of the Company for the:

(i) payment of the debts and liabilities of the Company contracted before the person ceased to be a Member; or

(ii) costs of winding up.

(b) Each Member of the Company agrees the guarantee amount under rule 6.1(a) is limited to $10.

6.2 Distribution of surplus on winding up

(a) Where Surplus Assets remains after the winding up or dissolution of the Company and satisfaction of all its debts and liabilities, the Surplus Assets must not be distributed among members, unless the Member is a charitable fund, authority or institution described in 6.2(b) or 6.2(c).

(b) If the Company is wound up, subject to rule 6.2(c) any Surplus Assets must be given to another charitable fund, authority or institution:

(i) with objects similar to the Objects; and

(ii) whose constitution prohibits the 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) If the Company is endorsed as a deductible gift recipient then:

(i) upon the revocation of its endorsement as a deductible gift recipient; or

(ii) upon its winding up;

any Surplus Assets must be transferred to another charitable fund, authority or institution to which income tax deductible gifts can be made.

(d) The charitable fund, authority or institution to receive any Surplus Assets under rule 6.2(b) or 6.2(c) must be decided by the Directors at or before the time of the winding-up or dissolution. If the Directors do not wish to decide, or do not decide, the Members by ordinary resolution must decide. If the Members do not decide, the decision must be referred to the Supreme Court of the state or territory in which the Company's registered office is located.

7 Annual general meeting

7.1 Annual general meeting

Despite section 111L of the Corporations Act, the Company must hold an annual general meeting not later than 30 November in every calendar year, to be called the **AGM**.

7.2 Business at AGMs

(a) The business of an AGM is:

(i) to provide an opportunity for the Board to account to and report to the Members as required by the ACNC Legislation;

(ii) for the Members to receive and consider the annual financial reports of the Company;

(iii) for the Members to elect Directors; and

(iv) to transact any other business which, under the ACNC legislation or this document, is required to be transacted at an AGM.

(b) The auditor or reviewer, if any, and its representatives 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.

(c) Before or at the AGM, the Directors must give information to the Members on the Company's activities and finances during the period since the last AGM.

(d) The chair of the AGM must give the Members as a whole a reasonable opportunity at the meeting to ask questions or make comments about the management of the Company.

7.3 Provisions about general meetings apply to AGMs

The provisions of this Constitution about general meetings apply, with necessary changes, to AGMs.

8 General meetings

8.1 Calling general meetings

(a) The Board may, by ordinary resolution, call a general meeting.

(b) The Board must call and arrange to hold a general meeting on the written request of 10% of the Members (which request must set out the nature of the business to be put to the members).

(c) A meeting of the Members must be held for a proper purpose (as that term is interpreted under the Corporations Act).

8.2 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 called under a Members' requisition referred to in rule 8.1(b) may not be postponed or cancelled without the prior written consent of the Members who called or requisitioned the meeting.

8.3 Notice of general meetings

(a) Notice of a general meeting must be given to each person who at the time of giving the notice is a Member, Director or auditor of the Company.

(b) 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;

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

(iii) if a Special Resolution is proposed, the words of the Special Resolution; and

(iv) a statement that Members have the right to appoint a proxy and information about the Company's proxy requirements.

(c) Unless the Members resolve 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 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.

(d) A person may waive notice of any general meeting by written notice to the Company.

(e) Subject to rule 8.3(f), at least 21 days' notice must be given of a meeting of Members.

(f) The Company may call a meeting on shorter notice:

(i) if an AGM, when all the Members entitled to attend and vote at the AGM agree beforehand; and

(ii) if any other general meeting, when Members with at least 95% of the votes that may be cast at the meeting agree beforehand.

(g) A Company cannot call an AGM or other general meeting on shorter notice if it is a meeting at which a resolution will be moved to:

(i) remove a Director or appoint a Director in place of a Director removed under rule 11.3; or

(ii) remove an auditor.

8.4 Non-receipt of notice

(a) 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.

8.5 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) who without the permission of the chair is recording the meeting;

(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 rule 8.5(a) to any person.

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

8.6 Quorum at general meetings

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

(b) A quorum is at least two Members present and entitled to vote at the meeting.

(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.

8.7 Chair of general meetings

(a) The Chair is entitled to take the chair at every general meeting.

(b) If at any general meeting:

(i) the Chair is not present at the specified time for holding the meeting; or

(ii) the Chair is present but is unwilling to act as chair of the meeting,

the Deputy Chair is entitled to take the chair at the meeting.

(c) If at any general meeting:

(i) there is no Chair or Deputy Chair;

(ii) the Chair and Deputy Chair are not present at the specified time for holding the meeting; or

(iii) the Chair and the Deputy Chair are present but each is unwilling to chair the meeting,

the Directors present may choose another Director as chair of the meeting and if no Director is present or if each of the Directors present is unwilling to act as chair of the meeting, a Member chosen by the Members present is entitled to take the chair at the meeting.

8.8 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 the nominate (**Acting Chair**).

(b) Where an instrument of proxy appoints the chair of the meeting as proxy for part of the proceedings for which an Acting Chair has been nominated, the instrument of proxy is taken to be in favour of the Acting Chair for the relevant part of the proceedings.

8.9 Conduct at general meetings

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 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.

8.10 Using technology to hold general meetings

(a) The Company may hold a general meeting at two or more venues using any technology that gives the Members as a whole a reasonable opportunity to participate.

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

8.11 Adjournment and postponement by the chair

(a) Despite rules 8.2(a) and 8.2(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 8.11(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 of the meeting 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 he or she decides 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 of the meeting's rights under rules 8.11(a) and 8.11(c) are exclusive and, unless the chair requires otherwise, no vote may be taken or demanded by the Members present and entitled to vote about any postponement, adjournment or suspension of proceedings.

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

(f) Where a meeting is postponed or adjourned for 30 days or more, notice of the postponed or adjourned meeting must be given as in the case of the original meeting.

9 Votes of Members

9.1 Decisions at general meetings

(a) Except where a Special Resolution is required, questions arising at a general meeting must be decided by a majority of votes cast by the Members present and entitled to vote 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 does not have a casting vote, and the motion will be taken to be lost.

(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) 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.

9.2 When poll may be demanded

(a) A poll may be demanded by:

(i) the chair; or

(ii) at least five Members present and entitled to vote on the resolution.

(b) 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.

(c) 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.

9.3 Voting rights

(a) On a show of hands, each Member present and entitled to vote has one vote.

(b) Where a person is entitled to vote by virtue of rule 9.5 in more than one capacity, that person is entitled only to one vote on a show of hands.

(c) If the person appointed as proxy has two or more appointments that specify different ways to vote on a resolution, they must not vote on a show of hands.

(d) On a poll, each Member present and entitled to vote has one vote.

(e) Where any of the Membership Fee has not been duly paid by its due date, that Member is not entitled to vote.

(f) A Member is not entitled to vote on a resolution if the notice which called the meeting specified that:

(i) the Member must not vote or must abstain from voting on the resolution; or

(ii) a vote on the resolution by the Member must be disregarded for any purposes.

(g) If the Member referred to in rule 9.3(f) or a person acting as proxy, attorney or Member Representative of that Member does tender a vote on that resolution, their vote must not be counted.

(h) 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.

(i) A vote tendered, but not disallowed by the chair of a meeting under rule 9.3(h), is valid for all purposes, even if it would not otherwise have been valid.

(j) The chair of the meeting 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.

9.4 Representation at general meetings

(a) Subject to the Constitution, each Member entitled to vote at a general meeting may vote:

(i) in person or, where a Member is a body corporate, by its Member Representative;

(ii) by not more than one proxy; or

(iii) by not more than one attorney.

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

9.5 Appointment of proxies

(a) Any Member entitled to vote at a general meeting may appoint one proxy.

(b) A proxy may be a Member who is not entitled in their own right to vote on a particular resolution.

(c) The document appointing a proxy must:

(i) be in the form approved by the Board;

(ii) be signed by the appointor or their attorney;

(iii) set out the name of the person to be appointed as proxy;

(iv) allow the Member to direct the proxy to vote for or against (or abstain from voting on) any proposed resolution;

(v) set out the period of appointment including whether it is valid only for stipulated meetings; and

(vi) be received by the Company at least 48 hours (or a lesser period as the Board may decide and stipulate in the notice of meeting) before the time for holding the meeting or poll at which the person named in the document proposes to vote.

(d) Unless otherwise specified or revoked a proxy appointment is valid:

(i) for 12 months after the date of its execution; and

(ii) for any adjournment of the meeting, as well as for the meeting to which it relates.

(e) The proxy document is deemed to include the right to demand or join in demanding a poll and (except to the extent to which the proxy is specifically directed to vote for or against any proposal) the power to act generally at the meeting for the person giving the proxy.

9.6 Circular resolution of members

(a) A resolution in writing of which notice has been given to all Members and which is signed or consented to by all of the Members entitled to vote on the resolution is as valid and effective as if it had been passed at a meeting of the Members 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 Members.

(b) A Member may consent to a resolution by signing the document containing the resolution (or a copy of that document)

10 The Board

10.1 Composition of the Board

(a) The Board will consist of at least three and not more than ten Directors comprising:

(i) not more than seven Directors, to be elected under rule 10.1(b) (**Elected Directors**); and

(ii) not more than three Directors, appointed by the Board under rule 10.3 (**Appointed Directors**).

(b) The Board may develop a policy, including a diversity and skills matrix, that sets out a process for appointing Appointed Directors from time to time.

10.2 Elected Directors

The election of Elected Directors will occur as follows:

(a) not less than 45 days prior to the AGM, the Secretary must call for nominations for any vacant Director positions;

(b) any two Members may nominate any person qualified under rule 10.4(a) to serve as a Director;

(c) no person is eligible for election as a Director unless the nominee gives written consent to act as Director;

(d) the nomination and consent must be left at the office at least 30 days before the AGM;

(e) the candidates' names (in alphabetical order) and the proposers' names must be forwarded to Members with the notice of AGM;

(f) at the AGM each Member present and entitled to vote may cast a vote 'for' or 'against' the appointment of a named candidate for a vacant position on the Board;

(g) where the number of candidates is less than the number of available positions:

(i) no vote is necessary and the candidates are automatically appointed to the Board; and

(ii) the chair may seek the nomination of candidates for the remaining vacancies from the Members present at the AGM;

(h) where the number of candidates is equal to the number of available positions, no vote is necessary, and the candidates are automatically appointed to the Board; and

(i) where the number of candidates exceeds the number of available positions, Members are entitled to cast a vote 'for' or 'against' the appointment of each named candidate and the candidates receiving the highest number of votes 'for' are elected, in progressive order, until all vacant positions are filled.

(j)

10.3 Appointed Directors

(a) The Board may appoint any person qualified under rule 10.4(a) as an Appointed Director for their particular skills and experience, for a term of not more than three years.

(b) An Appointed Director may, but need not, be a Member

10.4 Qualification for Directors

(a) To be eligible to be a Director, an individual must:

(i) be a Member or a Member Representative; and

(ii) in the opinion of the Board, be supportive of the Objects; and

(iii) not be prevented from holding office under this Constitution, the Corporations Act or the ACNC Legislation.

(b) At all times the Company must have at least two Directors who have had a lived experience (either personally or with a Family Member) of a condition referred to the Objects.

(c) An employee of the Company is not eligible to be a Director.

10.5 Appointment of Chair and Deputy Chair

The Board:

(a) must elect a Director to act as Chair;

(b) must elect the Chair annually; and

(c) may elect a Director to act as Deputy Chair; and

(d) if electing a Deputy Chair, must elect the Deputy Chair annually.

10.6 Casual vacancies

(a) In addition to its power to appoint Directors under rule 10.1(a)(ii), the Board has power to appoint a qualified person as a Director to fill a casual vacancy among the Board.

(b) Any person appointed under rule 10.6(a) holds office until the conclusion of the next AGM.

11 Vacation of office

11.1 Retirement of Elected Directors

(a) Each Elected Director must retire from office at the conclusion of the third AGM following the Director's appointment and, subject to rule 11.1(b), if eligible and nominated, may be re-elected.

(b) A person who has served as a Director for a continuous period of nine AGMs, must stand down for a period of at least three AGMs before being eligible for re-election or appointment to the Board.

(c) To facilitate rule 11.1(a), the Elected Directors to retire are:

(i) those who have been in office the longest since their last election; or

(ii) in the event that there are multiple Elected Directors who were elected at the same time, the Elected Directors to retire must be determined:

(A) by the Board; or

(B) by lot.

11.2 Resignation

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.

11.3 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 to the Members orally or in writing.

(b) A Director removed under rule 11.3(a) retains office until the dissolution or adjournment of the general meeting at which they are removed.

11.4 Disqualification

In addition to the circumstances prescribed by the Corporations Act, ACNC Legislation, and the Constitution, the office of a Director becomes vacant if the Director:

(a) becomes an insolvent under administration, suspends payment generally to creditors or compounds with or assigns the Director's estate for the benefit of creditors;

(b) becomes a person of unsound mind or a person who is a patient under laws relating to mental health or whose estate is administered under laws about mental health;

(c) is absent from meetings of the Board during a period of three consecutive calendar months without leave of absence from the Directors where the Directors have not, within 14 days of having been served by the Secretary with a notice giving particulars of the absence, resolved that leave of absence be granted;

(d) is removed from office under the Corporations Act, ACNC Legislation, or any other relevant legislation;

(e) is prohibited from being a Director by reason of the operation of the Corporations Act, ACNC Legislation, or any other relevant legislation;

(f) is convicted on indictment of an offence and the Directors do not within one month after that conviction resolve to confirm the Director’s appointment or election (as the case may be) to the office of director; or

(g) is a Director because the Director is a Member Representative of a Member, and that body corporate ceases to be a Member.

12 Remuneration of Directors

(a) The Directors may be remunerated for their services as Directors as determined by the Members from time to time.

(b) Any payments to Directors must be approved by the Board including, but not limited to:

(i) out of pocket expenses incurred by a Director in performing a duty as a Director; and

(ii) a service rendered to the Company by a Director in a professional or technical capacity or as an employee, other than in the capacity as a Director where:

(A) the provision of the service has the prior approval of the Board; and

(B) the amount payable is not more than an amount which commercially would be reasonable payment for the service.

13 Director's interests

13.1 Duties of Directors

The Directors must comply with their duties as directors at law and with the duties described in Governance Standard 5 made under the ACNC Legislation.

13.2 Director's 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 unpaid office (except auditor) or unpaid position or role in the Company or a Related Body Corporate (as defined in the in the Corporations Act) of the Company;

(ii) 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 an interest;

(iii) being a member, creditor or otherwise being interested in any Body Corporate (including the Company), partnership or entity, except as auditor of the Company;

(iv) entering into any agreement or arrangement with the Company; or

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

(b) Each Director must comply with rule 13.3 on the disclosure of the Director's interests.

13.3 Disclosure of Director's interests

(a) Subject to rule 13.3(b), a Director who has a perceived or actual material personal interest in a matter that relates to the affairs of the Company must give the other Directors notice of their interest.

(b) A Director with a material personal interest in a matter that relates to the affairs of the Company is not required to give notice in the following circumstances:

(i) if all of the following conditions are met:

(A) the Director has already given notice of the nature and extent of the interest and its relation to the affairs of the Company;

(B) if a person who was not a Director at the time the notice was given is appointed as a Director, the notice is given to that person; and

(C) the nature or extent of the interest has not materially increased above that disclosed in the notice; or

(ii) if the Director has given a standing notice of the nature and extent of the interest in accordance with the Corporations Act and that standing notice is still effective in relation to the interest; or

(iii) as otherwise permitted under this Constitution, Corporations Act or ACNC Act.

13.4 Management of Director's interests

(a) If a Director has a material personal interest in a matter that is being considered at a meeting of the Board (or that is proposed in a written resolution), except as provided under rule 13.4(c):

(i) that Director must not be present at the meeting while the matter is being discussed;

(ii) that Director must not be counted in a quorum at the meeting of the Board that considers the matter relating to the interest;

(iii) that Director must not vote on the matter;

(iv) 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;

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

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

(b) If an interest of a Director is required to be disclosed under rule 13.3, rule 13.4(a)(iv) applies only if the interest is disclosed before the transaction is entered into.

(c) A Director may still be present at a meeting of the Board and vote on a matter in which that Director has a material personal interest if:

(i) their interest arises because they are a Member, and the other Members have the same interest;

(ii) their interest relates to an insurance contract that insures, or would insure, the Director against liabilities that the Director incurs as a director of the Company;

(iii) their interest relates to a payment by the Company under rule 13.5, or any contract relating to an indemnity that is allowed under the Corporations Act;

(iv) the Australian Securities and Investments Commission makes an order allowing the Director to vote on the matter, or it is otherwise permitted under the Corporations Act; or

(v) the Directors who do not have a material personal interest in the matter pass a resolution that:

(A) identifies the Director, the nature and extent of the Director's interest in the matter and how it relates to the affairs of the Company, and

(B) says that those Directors are satisfied that the interest should not stop the Director from voting or being present.

13.5 Directors may contract with the Company

(a) No contract or arrangement with:

(i) the Company or any other person by a Director; or

(ii) any other person in which a Director is in any way interested,

may be avoided for the reason of the interest of the Director.

(b) Subject to rule 13.3, a Director need not account to the Company for any profit realised by any contract or arrangement, by reason of:

(i) holding the office of director of the Company; or

(ii) the fiduciary relationship established by the office of director of the Company.

14 Powers of the Board

14.1 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 and are not expressly required by the Corporations Act or, if applicable, the ACNC Legislation, or the 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 and amend or rescind any regulations, policies and by-laws.

(c) A regulation, policy or by-law of the Company made by the Board may be disallowed by a resolution of the Members, however such a resolution cannot invalidate prior acts of the Board which would have been valid if that resolution had not been passed or made.

14.2 Power to borrow and give security

(a) The Directors may exercise all the powers of the Company to:

(i) borrow or raise money in any other way;

(ii) charge, mortgage or otherwise encumber any of the Company's property or business or any of its property; and

(iii) issue debentures or give any security for a debt, liability or obligation of the Company or of any other person.

(b) 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.

14.3 Establishment of Committees

(a) The Board may in their absolute discretion, establish or dismiss Committees from time to time.

(b) The Board may, subject to the Corporations Legislation or, if applicable, the ACNC Legislation, delegate any of its powers to Committees consisting of one or more Directors or any other person the Board thinks fit.

(c) The Committee must exercise the powers delegated in accordance with any directions of the Board.

(d) The provisions of the Constitution applying to meetings and resolutions of the Board apply, so far as they can and with any necessary changes, to meetings and resolutions of a Committee of Directors, except to the extent they are contrary to any direction given under rule 14.3(c).

15 Proceedings of the Board

15.1 Meetings of the Board

(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 Board. All the provisions in the 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 to be taken to be present in person at the meeting.

(e) If, before or during the 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.

15.2 Calling meetings of the Board

Upon receiving a request from three Directors, the Secretary must call a Board meeting within seven days of receiving the request.

15.3 Notice of meetings of the Board

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

(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 post or electronic means.

(c) A Director may waive notice of a meeting of the Board by giving notice to that effect in person or by post or electronic means.

(d) Failure to give a Director notice of a meeting of the Board 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 the Board waives any objection that person may have to a failure to give notice of the meeting.

15.4 Quorum at meetings of the Board

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

(b) Unless the Board decides otherwise, a simple majority of the Directors constitutes a quorum.

(c) If the number of Directors is reduced below the minimum number fixed under rule 10.1, the continuing Directors may act to increase the number of Directors to that number, or to call a general meeting of the Company, but for no other purpose.

15.5 Chair and Deputy Chair

(a) The Chair is entitled (if present within ten minutes after the time appointed for the meeting and willing to act) to chair at a meeting of Directors.

(b) If at a meeting of Directors:

(i) there is no Chair;

(ii) the Chair is not present within ten minutes after the time appointed for the holding of the meeting; or

(iii) the Chair is present within that time but is not willing or declines to chair of the meeting,

the Deputy Chair if any, if then present and willing to act, is entitled to chair the meeting or if the Deputy Chair is not present or is unwilling or declines to chair the meeting, the Directors present must elect one of themselves to chair the meeting.

15.6 Decisions of the Board

(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 the 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) If the votes are equal on a proposed resolution, the chair of the meeting does not have a casting vote, in addition to his or her deliberative vote and the proposed resolution will be decided in the negative.

15.7 Circular resolution of Directors

(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.

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

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

(ii) giving to the Company a written notice (including by or 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.

15.8 Validity of acts

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:

(a) that there was some defect in the appointment of any of the Directors; or

(b) 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).

16 Secretary

(a) The Company must have a Secretary who may, but need not, also be a Director.

(b) The Secretary must be appointed by the Board.

(c) The Directors may suspend or remove the Secretary from that office at any time.

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, Secretary or executive officer of the Company;

(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:

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

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

17.5 Preservation of rights

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 the Constitution.

18 Financial records and auditor

18.1 Financial year

The financial year of the Company begins on 1 January and ends on 31 December each year.

18.2 Keeping of financial records

(a) 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 ACNC Legislation and any other legislation which applies to the Company.

(b) The Board must lay before the Members at each AGM the financial statements for the preceding financial year.

18.3 Appointment of auditor or reviewer

(a) If required by relevant legislation, the Company must appoint a qualified auditor or reviewer.

(b) No Member may act as auditor or reviewer of the Company.

19 Minutes

19.1 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, Board and Committees (if any); and

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

19.2 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, are prima facie evidence of the matters stated in the minutes.

20 Inspection of records

20.1 Inspection by Member

Except as provided by law, the Constitution or as authorised by a Directors' resolution, a person who is not a Director does not have the right to inspect any of the Board papers, or books, records or documents of the Company.

20.2 Access by Director

The Company may enter into contracts, and procure that its subsidiaries enter into contracts, on any terms the Directors think fit, to grant a Director or former Director continuing access for a seven year period after the Director ceases to be a Director to Board papers, and books, records and documents of the Company which relate to the period during which the person was a Director.

21 Notices

21.1 Method of service

(a) The Company may give a notice or any other information or documents to a Member by:

(i) delivering it personally;

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

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

(b) 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 registered 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.

21.2 Time of service

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

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

(i) is taken to be effected by properly addressing and transmitting the 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.

21.3 Evidence of service

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

21.4 Other communications and documents

Rules 21.1 to 21.3 (inclusive) apply, as far as they can and with any necessary changes, to serving any communication or document.

22 General

22.1 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.

22.2 Prohibition and enforceability

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

22.3 Amendment to the constitution

Any amendment to the Constitution must be approved by:

(a) a Special Resolution at a meeting of the Members; or

(b) a circular resolution signed by all of the Members.