

THIS IS ANNEXURE B OF 30 PAGES REFERRED TO IN FORM 205 (J), FULL COPY CONSTITUTION OF NATIONAL ASSOCIATION OF ABORIGINAL AND TORRES STRAIT ISLANDER HEALTH WORKERS AND PRACTITIONERS LTD, SIGNED AND DATED 15TH NOVEMBER 2022.




KARL BRISCOE, COMPANY SECRETARY *218*

Constitution

National Association of Aboriginal and Torres Strait Islander Health
Workers and Practitioners Ltd
ACN 138 748 697

A company limited by guarantee

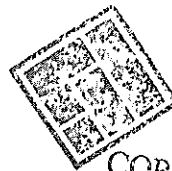
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National Association of Aboriginal and Torres
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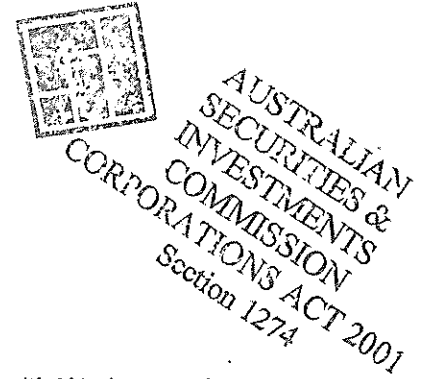
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Constitution of National Association of Aboriginal and Torres Strait Islander Health Workers and Practitioners Ltd. ACN 138 748 697

PART 1 – PRELIMINARY

1. Definitions

1.1 In this Constitution, unless the contrary intention appears:

Aboriginal or Torres Strait Islander	means a person who: (a) is of Aboriginal and/or Torres Strait Islander descent; and (b) identifies as an Australian Aboriginal and/or Torres Strait Islander person; and is accepted as such by the community in which he or she lives or has lived.
Absolute Majority	means a majority of the votes of all Directors entitled to vote at the time, whether or not those Directors are present, and whether or not they vote.
ACNC	means the Australian Charities and Not-for-profits Commission.
ACNC Act	Australian Charities and Not-for-profits Commission Act 2012.
ACNC Regulations	Australian Charities and Not-for-profits Commission Regulation 2013.
Annual Information Statement	Means the online form that the Company is required to submit with the ACNC every reporting period pursuant to Subdivision 60-B of the ACNC Act.
ASIC	means the Australian Securities and Investments Commission.
Associate Member	means a Member who meets the eligibility criteria set out in clause 9.2.
Board	means the Directors of the Company from time to time.
CEO	means the Chief Executive Officer or Acting Chief Executive Officer of the Company from time to time.
Chairperson	means a person holding the position described in clause 30.
Code of Conduct	means any Code of Conduct applicable to Members from time to time.
Company	means the National Association of Aboriginal and Torres Strait Islander Health Workers and Practitioners Limited (ACN 138 748 697), as named in clause 5.
Convene	means call and arrange to hold, and includes setting the date, time and place of the meeting.
Corporations Act	means the <i>Corporations Act 2001</i> (Cth).
Director	means a person who is, for the time being, a Director of the Company.
DGR	means a deductible gift recipient under Division 30 of the Tax Act.

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Friend Member	means a person or organisation that does not meet the eligibility criteria to be a Full Member, Associate Member or Student Member, but which the Board determines can assist the Company from time to time.
Full Member	means a Member who meets the eligibility criteria set out in clause 9.1.
General Meeting	means a meeting of Members and includes the Annual General Meeting under clause 22.
Gift Funds	means: (a) gifts of money or property for the principal purpose of the Company, (b) contributions made in relation to a fund-raising event held for the principal purpose of the Company; and (c) money received by the Company because of such gifts and contributions. Where 'contributions' and 'fund-raising event' have the same meaning as in Division 30 of the Tax Act.
Good Standing	means that a person is known to be of good character and trustworthy, and has complied with all requirements and obligations of their position as an Aboriginal and/or Torres Strait Islander Health Worker or Health Practitioner.
Governance Standards	the ACNC Governance Standards as provided for in Division 45 of the ACNC Regulations and amended from time to time.
Health Practitioner	is a person who is registered with the Australian Health Practitioner Regulation Agency as an Aboriginal and/or Torres Strait Islander Health Practitioner.
Health Worker	is a person who has completed a minimum qualification of Certificate II in Aboriginal and/or Torres Strait Islander Primary Health Care and for the avoidance of doubt, includes both Aboriginal and/or Torres Strait Islander Health Workers and Health Practitioners.
Honorary Member	Means: a person who does not meet the eligibility criteria of a Full Member, Associate Member or Student member, but who the Board determines should be an honorary member due to the significant assistance it has provided the Company. Honorary Members include the original founding members of the Company.
Incorporated Organisation	means a recognised health organisation.
Member	means a Full Member, Associate Member, Friend Member or Honorary Member of the Company pursuant to clause 9.
Regulation	means a regulation of the Company made under clause 46.
Region	means each of the 9 regions where the Members reside, namely: the Australian Capital Territory and Surrounds (ACT), New South Wales (NSW), Victoria, South Australia, Western Australia, Queensland, Northern Territory, Tasmania and the Northern Peninsula Area / Torres Strait Islands, in accordance with Annexure A.
Special Resolution	means a resolution at a general meeting: (a) of which notice has been given in accordance with clause 23; and (b) that is passed by at least 75% of the votes cast (in person, by representative or by proxy) by those Members entitled to vote on the resolution.
Student Member	means a Member who meets the eligibility criteria set out in clause 9.3.
Subscription	means any fee payable by Members, as determined by the Board from time to time.
Surplus Assets	means any assets of the Company that remain after paying all debts and other liabilities of the Company, including the costs of winding up.

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Tax Act	means the <i>Income Tax Assessment Act 1997</i> (Cth).
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2. Interpretation

- 2.1 In this Constitution, unless the context indicates the contrary intention:
- (a) headings are for convenience only and do not affect interpretation;
 - (b) words denoting the singular number include the plural and visa versa;
 - (c) words denoting any gender include all genders;
 - (d) if a word or phrase is given a defined meaning, any other part of speech or grammatical form of that word or phrase has a corresponding meaning;
 - (e) the word 'includes' in any form is not a word of limitation;
 - (f) a reference to something being 'written' or 'in writing' includes that thing being represented or reproduced in any mode in a visible form;
 - (g) a notice or document required by this Constitution to be signed may be authenticated by any other manner permitted by the Corporations Act or any other law;
 - (h) all dollar amounts are in Australian Dollars, unless otherwise described; and
 - (i) a reference to statute includes its delegated legislation and a reference to a statute or delegated legislation or a provision of either includes consolidations, amendments, re-enactments and replacements.
- 2.2 Where this Constitution requires a document to be signed, in the case of an incorporated body the document must be either sealed, or signed on its behalf.
- 2.3 The explanatory notes inserted in a smaller font size after provisions of this Constitution are for guidance only and do not form part of this Constitution.

3. Application of the Corporations Act and the ACNC legislation

- 3.1 Unless the context indicates a contrary intention, in this Constitution:
- (a) a reference to the Corporations Act is to the Corporations Act in force in relation to the Company after taking into account any waiver, modification or exemption which is in force either generally or in relation to the Company; and
 - (b) a reference to the ACNC Act and/or the ACNC Regulations is to the versions of that legislation in force in relation to the Company after taking into account any waiver, modification or exemption which is in force either generally or in relation to the Company; and
 - (c) a word or phrase given a meaning in the Corporations Act and/or the ACNC Act (as applicable) has the same meaning in this Constitution where it relates to the same matters as the matters for which it is defined in the Corporations Act or the ACNC Act, unless that word or phrase is otherwise defined in this Constitution.

4. Enforcement

- 4.1 Each Member submits to the non-exclusive jurisdiction of the courts of the Australian Capital Territory, the Federal Court of Australia and the courts competent to determine appeals from those courts with respect to any proceedings that may be brought at any time relating to this Constitution.
- 4.2 If at any time any provision of this Constitution is or becomes illegal, invalid or unenforceable in any respect pursuant to the law of any jurisdiction, then that does not affect or impair:
- (a) the legality, validity or enforceability in that jurisdiction of any other provision of this Constitution; or
 - (b) the legality, validity or enforceability pursuant to the law of any other jurisdiction of that or any other provision of this Constitution.



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PART 2 – COMPANY, OBJECTS AND POWERS

5. Company details

- 5.1 The name of the Company limited by guarantee is the 'National Association of Aboriginal and Torres Strait Islander Health Workers and Practitioners Ltd.'.
- 5.2 The company is a not-for-profit public company limited by guarantee which is a charity and public benevolent institution registered with the ACNC.

6. Objects

- 6.1 The objects of the Company are to:
- (a) promote the prevention and control of disease in Aboriginal and Torres Strait Islander communities;
 - (b) improve health outcomes for Aboriginal and Torres Strait Islander people in pursuit of the objectives to 'Close the Gap' in life expectancy;
 - (c) address the impacts of disadvantage on the health of Aboriginal and Torres Strait Islander people;
 - (d) assist Health Workers and Health Practitioners in delivering holistic health care within Aboriginal and Torres Strait Islander communities in order to improve health outcomes for Aboriginal and Torres Strait Islander people; and
 - (e) to do all such lawful things as may be incidental or conducive to the attainment of the above objectives, and in pursuing the above objectives, the Company will:
 - (i) encourage career support to facilitate a larger Health Worker and Health Practitioner workforce (including through recruitment, retention, networking, mentoring, information sharing and career pathways);
 - (ii) increase public awareness of and support for the contribution that Health Worker and Health Practitioner make in improving the health outcomes of Aboriginal and Torres Strait Islander people;
 - (iii) advocate for and represent Health Worker and Health Practitioner at peak regional, state and national forums;
 - (iv) advocate for and contribute to the development and maintenance of education, training and developmental needs of Health Worker and Health Practitioner to empower Aboriginal and Torres Strait Islander communities' self-determination;
 - (v) promote and facilitate cultural capability, safety and respect within the health workplace, to better enable Health Worker and Health Practitioner to provide effective and appropriate care; and
 - (vi) ensure that the Company is efficiently managed, is financially and ethically accountable to Members and funding bodies, and maintains high standards of excellence and innovation.

7. Legal capacity and powers

- 7.1 The Company has the legal capacity and powers set out in section 124 of the Corporations Act and these powers are to be exercised solely for the purposes of furthering its Objects and for purposes incidental or ancillary to its Objects.

8. Not for profit

- 8.1 The Company must apply the profits (if any) or other income and assets (including any surplus) of the Company solely towards the promotion of the Objects of the Company set out in clause 6.
- 8.2 The Company must not distribute any surplus, income or assets directly or indirectly to its Members.
- 8.3 Clause 8.2 does not prevent the Company from making any payment to any of its Members:
- (a) that is payment or reimbursement of out-of-pocket expenses properly incurred by them; or
 - (b) that is reasonable and proper remuneration for services actually rendered or goods supplied by the Member,
- if this is done in good faith on terms no more favourable than if the Member was not a Member.
- 8.4 The Company may only make other payments to its Directors which are not payments in accordance with clause 8.3, if the payment has been specifically approved by resolution of the Board of Directors.

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PART 3 – MEMBERSHIP

9. Membership categories

9.1 Full Members

- (a) Full Members are Members of the Company and endure all the rights, restrictions and obligations of Membership as determined by the Directors from time to time.
- (b) Only Full Members are members of the Company for the purposes of the Corporations Act, and are entitled to vote at meetings of Members, including Special General Meetings and Annual General Meetings.
- (c) A person is eligible for Membership as a Full Member if they:
 - (i) are an Aboriginal and/or Torres Strait Islander person; and
 - (ii) are qualified as a Health Worker or Health Practitioner; or
 - (iii) can provide evidence that they have, at a minimum, successfully obtained a Certificate II in Aboriginal and/or Torres Strait Islander Primary Health Care training package.
- (d) An Aboriginal and/or Torres Strait Islander person who does not meet the eligibility criteria specified in clause 9.1(c) may apply to the Board to become a member based on the following special circumstances:
 - (i) A potential member can provide evidence that they have worked in the role as an Aboriginal and/or Torres Strait Islander Health Worker role without the above qualifications; and
 - (ii) the potential member complies with any evidentiary requirements requested by the Board, which must include a payslip or letter from the employer, a position or role description and/or relevant industrial award and a statutory declaration from the potential member.

9.2 Associate Members

- (a) Associate Members may endure certain rights, restrictions and obligations of Membership as determined by the Directors from time to time.
- (b) Associate Members are not members of the Company for the purposes of the Corporations Act and do not have voting rights.
- (c) A person is eligible for Membership as an Associate Member if they:
 - (i) are an Aboriginal and/or Torres Strait Islander person;

9.3 Student Members

- (a) Student Members may endure certain rights, restrictions and obligations of Membership as determined by the Directors from time to time.
- (b) Student Members are not members of the Company for the purposes of the Corporations Act and do not have voting rights.
- (c) A person is eligible for Membership as a Student Member if they:
 - (i) are an Aboriginal and/or Torres Strait Islander person; and
 - (ii) are currently studying to become a Health Worker or Health Practitioner.

9.4 Friend Members

- (a) Friend Members may endure certain rights, restrictions and obligations of Membership as determined by the Directors from time to time.
- (b) A person is eligible for Membership as a Friend of NAATSIHWP.
- (c) Friend Members are not members of the Company for the purposes of the Corporations Act and do not have voting rights.

9.5 Corporate Friend Members

- (a) Corporate Friend Members may endure certain rights, restrictions and obligations of Membership as determined

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- by the Directors from time to time.
- (b) An organisation is eligible for Membership as a Corporate Friend of NAATSIHWP.
 - (c) Corporate Friend Members are not members of the Company for the purposes of the Corporations Act and do not have voting rights.
 - (d) Each Corporate Friend must complete an application and agree to pay any initial fee which the Board determines.

9.6 Honorary Members

- (a) Honorary and Founding Members may endure certain rights, restrictions and obligations of Membership as determined by the Directors from time to time.
- (b) Honorary Members are not members of the Company for the purposes of the Corporations Act and do not have voting rights.

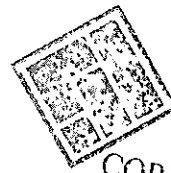
10. Applications

- 10.1 A person who wishes to become a Member, except an Honorary Member, must sign and submit to the Secretary or their delegate a written application form, as determined by the Board.
- 10.2 Applicants must state in writing that they:
 - (a) wish to become a Member of the Company;
 - (b) the relevant category of membership;
 - (c) support the Objects of the Company;
 - (d) agree to comply with the Constitution and Regulations of the Company
- 10.3 Each application must be accompanied by documented evidence of Health Worker or Health Practitioner or, in the case of Associate Members and Student Members, other relevant documentation such as a proof of enrolment or employment.
- 10.4 Applications must be accompanied by the first subscription, as determined under clause 12.
- 10.5 Clauses 10.1 to 10.4 (inclusive) do not apply to persons to be considered for Honorary Membership.

11. Endorsement

- 11.1 The CEO or a Director may provisionally approve an application for membership upon receipt of it.
- 11.2 The Board is to endorse or reject a provisionally approved application for membership at its next meeting following approval by the CEO or a Director.
- 11.3 The Board is to without delay notify the applicant whether the application has been approved or rejected.
- 11.4 The Board is not required to give any reason for the rejection of any application to become a Member.
- 11.5 If the Board endorses the application:
 - (a) the applicant becomes a Member from the date of endorsement; and
 - (b) the name and address of the new Member and the date of becoming a Member must be entered without delay in the register of Members.
- 11.6 If the Board rejects the application, the Company will return the subscription to the unsuccessful applicant.
- 11.7 The Board may delegate all or any of its functions under this clause 11. to be undertaken by the CEO of the Company.
- 11.8 In the event of delegation under this clause:
 - (a) the CEO must report to the Board at its next meeting his or her actions in relation to the approval and/or declination of applications for Membership; and
 - (b) the Board retains its rights to confirm or revoke the CEO's decision in relation to an application for Membership.

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12. Subscriptions

- 12.1 The Board may by Regulation set the Subscription.
- 12.2 The amount of the Subscription and the date for payment may vary according to criteria set by the Board in Regulation.
- 12.3 The voting and other rights of Members who have not paid the Subscription by the date for payment are suspended until the Subscription is paid.

13. Rights and obligations

- 13.1 A right, privilege or obligation which a person has by reason of being a Member of the association:
- (a) is not capable of being transferred or transmitted to another person; and
 - (b) terminates on cessation of the person's membership.
- 13.2 The Constitution is an enforceable contract between the Company and each Member.
(See section 140 of the Corporations Act).
- 13.3 Each Member shall:
- (a) support the Objects of the Company;
 - (b) at all times comply with the Constitution and Regulations;
 - (c) at all times comply with the Code of Conduct and any other policies put in place by the Company in relation to Members;
 - (d) agree that all intellectual property created by them while participating in the Company belongs to the Company and must not be used without its permission;
 - (e) treat other Members with respect and dignity; and
 - (f) not behave in a way that significantly interferes with the operation of the Company or meetings of Members.

14. Liability of Members

- 14.1 Each Member undertakes to contribute an amount not exceeding \$10.00 to the property of the Company if the Company is wound up when the person is a Member, or within one year of the time that person ceased to be a Member, for:
- (a) payment of the Company's debts and liabilities contracted before that person ceased to be a Member;
 - (b) payment of the costs, charges and expenses of winding up the Company; and
 - (c) adjustment of the rights of the contributories among themselves.

15. Resignation of Membership

- 15.1 A Member of the Company may resign their Membership, giving written notice of at least one month of the Member's intention to resign to either the CEO or the Chairperson. On the expiration of the period of notice, the Member ceases to be a Member.
- 15.2 If a Member ceases to be a Member under 15.1, and in every other case where a Member ceases to hold Membership, the CEO or Chairperson must make an appropriate entry in the Register of Members recording the date on which the Member ceased to be a Member.

16. Company cessation

- 16.1 A person ceases to be a Member of the Company if the person:
- (a) dies;
 - (b) resigns Membership;
 - (c) is expelled from the Company under clause 19.4(d)
 - (d) fails to pay the subscription fee under clause 12 within three months after the fee is due; or

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- (e) upon winding up of the Company.

17. Register of Members

- 17.1 The Board must establish and maintain a Register of Members of the association specifying the following information about each Member:
- (a) the Member's name and contact details, including address;
 - (b) the date on which the Member's name was entered in the Register;
 - (c) the category of Membership; and
 - (d) in the case of former Members, the date of ceasing to be a Member.
- 17.2 The Register must be kept at the Company's principal place of business.
- 17.3 The register of members must be open for inspection, free of charge, by any current member of the Company at any reasonable hour.
- 17.4 A person other than a member of the Company may obtain a copy of any part of the register on payment of a fee of not more than \$1.00 for each page copied.
- 17.5 If a Member requests that any information contained on the register about the Member (other than the Member's name) not be available for inspection, that information must not be made available for inspection.
- 17.6 A Member must not use information about a person obtained from the register to contact or send material to the person, other than for:
- (a) the purposes of sending the person a newsletter, a notice in respect of a meeting or other event relating to the Company or other material relating to the Company; or
 - (b) a purpose relevant to the interests or rights of Members.

18. Dispute resolution

- 18.1 The dispute resolution procedure in this clause applies to disputes (disagreements) under this Constitution between a Member or Director and:
- (a) one or more Members;
 - (b) one or more Directors; or
 - (c) the Company.
- 18.2 Those involved in the dispute must try to resolve it between themselves.
- 18.3 If those involved in the dispute are unable to resolve the dispute between themselves under clause 18.2, they may inform the Directors about the dispute in writing. On receipt of such written notification, the Board, may, at its convenience and in its absolute discretion, appoint a mediator or not take any further action.
- 18.4 If the Board appoints a mediator to resolve a dispute, those involved in the dispute must attempt in good faith to settle the dispute by mediation.
- 18.5 The Members must:
- (a) tell the Directors about the dispute in writing;
 - (b) agree or request that a mediator be appointed; and
 - (c) in relation to item (b) above, attempt in good faith to settle the dispute by mediation.
- 18.6 The mediator must:
- (a) for disputes between Members, be a person chosen by Directors, or
 - (b) for other disputes, be a person chosen by resolution of the Directors.
- 18.7 A mediator chosen by the Directors under clause 18.6:

- (a) may be a Member or former Member of the Company;
- (b) may be a person who is not a Member or former Member of the Company but is independent and suitably qualified;
- (c) must not have a personal interest in the dispute; and
- (d) must not be biased towards or against anyone involved in the dispute.

19. Disciplining Members

- 19.1 In accordance with this clause, the Directors may resolve to warn, suspend or expel a Member of the Company if the Directors consider that:
- (a) the Member has breached this Constitution; or
 - (b) the Member has breached the Code of Conduct; or
 - (c) the Member has breached a Company policy relating to Members;
 - (d) in the opinion of the Board, the Member's behaviour is causing, or has caused, or is likely to cause harm to the Company.
- 19.2 At least 14 days before the Directors' meeting at which a resolution under clause 19.1 will be considered, the Secretary must notify the Member in writing:
- (a) that the Directors are considering a resolution to warn, suspend or expel the Member;
 - (b) that this resolution will be considered at a Directors' meeting and the date of that meeting;
 - (c) what the Member is said to have done or not done;
 - (d) the nature of the resolution that has been proposed; and
 - (e) that the Member may provide an explanation to the Directors, and details of how to do so.
- 19.3 Before the Directors pass any resolution under clause 19.1, the Member must be given a chance to explain or defend themselves by:
- (a) sending the Directors a written explanation before that Directors' meeting; and/or
 - (b) speaking at the Director's meeting in response to the proposed resolution.
- 19.4 After considering any explanation under clause 19.3, the Directors may:
- (a) take no further action;
 - (b) warn the Member;
 - (c) suspend the Member's rights as a Member for a specified period of time;
 - (d) expel the Member from membership of the Company;
 - (e) impose conditions on the Member's membership of the Company;
 - (f) refer the decision to an unbiased, Independent person on conditions that the Directors consider appropriate (however, the person can only make a decision that the Directors could have made under this clause); or
 - (g) require the matter to be determined at a general meeting.
- 19.5 The Directors cannot fine a Member.
- 19.6 Any decision made by the Board under clause 19.4 is final and not subject to any appeal process. The Secretary must give written notice to the Member of the decision as soon as possible.
- 19.7 Disciplinary procedures implemented under clause 19.4 must be completed as soon as reasonably practical.
- 19.8 There will be no liability for any loss or injury suffered by the Member as a result of any decision made in good faith under this clause.

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PART 4 – GENERAL MEETINGS

20. General Meetings called by Directors

- 20.1 The Directors may call a General Meeting.
- 20.2 If Members with at least 5% of the votes that may be cast at a General Meeting make a written request to the Company for a General Meeting to be held, the Directors must:
- (a) within 21 days of the Members' request, give all Members notice of a General Meeting; and
 - (b) hold the General Meeting within two months of the Members' request.
- 20.3 The percentage of votes that members have (in clause 20.2) is to be worked out as at midnight before the Members request the meeting.
- 20.4 The Members who make the request for a General Meeting must:
- (a) state in the request any resolution to be proposed at the meeting;
 - (b) sign the request; and
 - (c) give the request to the Company.
- 20.5 Separate copies of the document setting out the request may be signed by Members if the wording of the request is the same in each copy.

21. General Meetings called by Members

- 21.1 If the Directors do not call the meeting within 21 days of being requested under clause 20.2, 50% or more of the Members who made the request may call and arrange to hold a General Meeting.
- 21.2 To call and hold a meeting under clause 21.1 the Members must:
- (a) as far as possible, follow the procedures for General Meetings set out in this Constitution;
 - (b) call the meeting using the list of Members on the Company's Members Register, which the Company must provide to the Members making the request at no cost; and
 - (c) hold the General Meeting within three months after the request was given to the Company.
- 21.3 The Company must pay the Members who request the General Meeting any reasonable expenses they incur because the Directors did not call and hold the meeting.

22. Annual General Meeting

- 22.1 In accordance with the Governance Standards, the Board must convene a meeting of Members at least once per calendar year (Annual General Meeting)
- 22.2 The Board may call a General Meeting at a time and place as the Board resolves.
- 22.3 At least 21 days before the Annual General Meeting, the Company must publish on the Company's website the financial report, Directors' report and auditor's report for the last financial year referred to in clause 60.
- 22.4 If a Member requests, the Company must send a hard copy or electronic copy of the financial report, Directors' report and auditor's report to the Member:
- (a) at least 21 days before the Annual General Meeting, and
 - (b) within four months after the end of the Company's financial year.
- 22.5 The Board must lay before the Annual General Meeting the financial report, Directors' report and auditor's report for the last financial year.
- 22.6 The ordinary business of the Annual General Meeting is:
- (a) to verify the minutes of:
 - (i) the last Annual General Meeting; and

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- (ii) any Special General Meetings since the last Annual General Meeting, and
 - (b) to consider the financial report, Directors' report and auditor's report (including questions and comments from Members on the management of the Company);
- 22.7 The Annual General Meeting may only consider other business of which notice has been given in accordance with clause 24.

23. Special General Meetings

- 23.1 The Board may Convene a Special General Meeting.
- 23.2 The Board must Convene a Special General Meeting if requested in writing by Members with at least 5% of the votes that may be cast at a meeting of Members
- 23.3 Members with at least 5% of the votes that may be cast at a meeting of Members may themselves Convene a Special General Meeting in accordance with section 249F of the Corporations Act.
- 23.4 Special General Meetings may only consider business of which notice has been given in accordance with clause 24.

24. Notice of General Meetings

- 24.1 Notice of a General Meeting must be given to:
 - (a) each Member entitled to vote at the Meeting;
 - (b) each Director, and
 - (c) the auditor (if any).
- 24.2 Notice of a General Meeting must be provided in writing at least 21 days before the meeting.
- 24.3 Subject to clause 24.4, notice of a meeting may be provided less than 21 days before the meeting if:
 - (a) for an Annual General Meeting, all the Members entitled to vote at the Annual General Meeting agree beforehand; or
 - (b) for any other General Meeting, Members with at least 95% of the votes that may be cast at the meeting agree beforehand.
- 24.4 Notice of a meeting cannot be provided less than 21 days before the meeting if a resolution will be moved to:
 - (a) remove a Director;
 - (b) appoint a Director in order to replace a director who was removed; or
 - (c) remove an auditor.
- 24.5 Notice of a General Meeting must include:
 - (a) the date, time and place (or places) of the meeting;
 - (b) if the meeting is to be held at more than one place, details of the technology that will be used to facilitate this;
 - (c) the general nature of the meeting's business;
 - (d) if applicable, that a Special Resolution is to be proposed and the words of the proposed resolution; and
 - (e) a statement that Members have the right to appoint proxies and that, if any Member appoints a proxy:
 - (i) the proxy needs to be a Member of the Company;
 - (ii) the proxy form must be delivered to the Company at its registered address or the address (including an electronic address) specified in the notice of the meeting; and
 - (iii) the proxy form must be delivered to the Company at least 48 hours before the meeting.
- 24.6 If a General Meeting is adjourned for one month or more, the Members must be given new notice of the resumed meeting.

25. Representatives

- 25.1 An Incorporated Member may appoint as a representative:
- (a) one individual to represent the Member at meetings and to sign resolutions; and
 - (b) the same individual or another individual for the purpose of being appointed or elected as a Director.
- 25.2 Appointments of representatives must be:
- (a) in writing, naming the individual (or individuals, in order) appointed;
 - (b) sealed by, or signed on behalf of, the Member making the appointment; and
 - (c) sent to the Company or given to the Chairperson before the commencement of the meeting.
- 25.3 Representatives may exercise all the rights of Members at General Meetings.
- 25.4 The appointment may be standing.

26. Proxies

- 26.1 A Full Member who is entitled to vote at a meeting of Members may appoint a person as a proxy to attend and vote for the Member in accordance with the Corporations Act but not otherwise.
- 26.2 A Full Member may only appoint a person who is also a Full Member entitled to vote at a meeting as a proxy.
- 26.3 Appointments of proxies must be:
- (a) in writing, naming the person (or persons, in order) appointed;
 - (b) signed by the Member making the appointment; and
 - (c) sent to the Company or given to the Chairperson of the meeting before the commencement of the meeting.
- 26.4 Appointments of proxies are valid if they contain the information required by clause 26.3.
- 26.5 Proxies may exercise all the rights of Members at General Meetings.
- 26.6 Unless the Company has received written notice of the matter before the start or resumption of a meeting at which a proxy votes, a vote cast by a proxy will be valid even if, before the proxy votes:
- (a) the appointing Member dies;
 - (b) the Member is mentally incapacitated;
 - (c) the Member revokes the proxy's appointment;
 - (d) the Member revokes the authority under which the proxy was appointed by a third party; or
 - (e) the Member transfers the share in respect of which the proxy was given.

27. Use of technology

- 27.1 General Meetings may be held at more than one place, provided that the technology used enables each Member and proxy present at all places the meeting is held to communicate with every other such person.
- 27.2 Anyone using this technology is taken to be present in person in the meeting.

28. Auditor's right to attend meetings

- 28.1 The auditor (if any) is entitled to attend any Annual General Meeting and to be heard by the Members on any part of the business of the Meeting that concerns the auditor in the capacity of auditor.
- 28.2 The Company must give the auditor (if any) any communications relating to the Annual General Meeting that a Member of the Company is entitled to receive.

29. Quorum

- 29.1 At least 10 Full Members (a quorum) must be present for the whole meeting for an Annual General Meeting to be held.
- 29.2 When determining whether a quorum is present, a person may only be counted once (even if that person is a representative or proxy of more than one Member).

- 29.3 No business may be conducted at a General Meeting if a quorum is not present. A quorum consists of at least 10 Full Members
- 29.4 The quorum for consideration of a proposed resolution (including a Special Resolution) recommended by the Board is the presence in person or via telecommunications or by proxy.
- 29.5 The quorum for the consideration of all other business at General Meetings is the presence in person, using telecommunication or by proxy.
- 29.6 If a quorum is not present within 30 minutes from the time of the meeting of which notice has been given, the meeting must not proceed.

30. Chairing

- 30.1 The Chairperson is entitled to chair General Meetings.
- 30.2 If the Chairperson is not present, or does not wish to chair the meeting, the Deputy Chairperson is entitled to chair.
- 30.3 If neither the Chairperson nor the Deputy Chairperson is present, or if neither wishes to chair the meeting, the meeting must elect another Member to be the Chairperson.
- 30.4 The Chairperson of the meeting does not have a casting vote.
- 30.5 The Chairperson must adjourn a meeting of the Company's Members if the Members present with a majority of votes at the Meeting agree or direct that the Chairperson must do so.
- 30.6 Only unfinished business is to be transacted at a meeting resumed after an adjournment.

31. Voting

- 31.1 All Full Members are entitled to vote at General Meetings, except those whose voting rights have been suspended under clause 19.
- 31.2 Full Members have voting rights following six months of continuous Membership.
- 31.3 Each Member who is entitled to vote has one vote.
- 31.4 Members may vote in person, or by proxy.
- 31.5 Unless a poll is demanded, voting is by show of hands.
- 31.6 On show of hands, a declaration by the Chairperson is conclusive evidence of the result, provided that the declaration reflects the show of hands and the votes of the proxies received. Neither the Chairperson nor the minutes need to state the number or proportion of the votes recorded in favour or against.
- 31.7 Proxies are not entitled to vote on a show of hands (but this does not prevent Members appointed as proxies from voting as Members on a show of hands).
- 31.8 If an equal number of votes are cast for and against a proposed resolution or amendment, the Chairperson must declare the proposed resolution or amendment lost.
- 31.9 A challenge to a person's right to vote:
- (a) may only be made at the meeting; and
 - (b) must be determined by the Chairperson, whose decision is final.

32. Poll

- 32.1 Any person entitled to vote (including proxies and the Chairperson) may demand a poll on any resolution, other than a resolution concerning:
- (a) the election of the Chairperson; or
 - (b) the adjournment of the meeting.
- 32.2 The poll may be demanded:

- (a) before a vote is taken;
- (b) before the voting results on a show of hands are declared; or
- (c) immediately after the voting results on a show of hands are declared.

32.3 The poll must be taken when and in the manner the Chairperson directs.

32.4 On a poll, proxies:

- (a) need not cast any or all of their votes as proxies, unless they are the Chairperson;
- (b) may cast their votes in different ways; and
- (c) if:
 - (i) they do cast votes as proxies; and
 - (ii) the appointment of proxy specifies the way the proxy is to vote on a proposed resolution, must vote that way.

32.5 A demand for a poll may be withdrawn.



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PART 5 – DIRECTORS

33. Number and type

- 33.1 The Board should be composed of:
- (a) at least 5 and no more than 9 Directors; and
 - (b) Should include 1 Director from each Region.
- 33.2 The Company does not have:
- (a) alternate Directors; or
 - (b) a managing Director.



34. Election

- 34.1 Only individuals who are Members entitled to vote at the Annual General Meeting are eligible to be elected as Directors.
- 34.2 The Directors must be elected in accordance with the process set out in this clause 34, or as otherwise approved by the Board.
- 34.3 In the event that there is a vacancy on the Board in relation to a Region, due to either:
- (a) the pending expiration of the term of appointment of the current Director from that Region; or
 - (b) the Director from that Region has ceased to hold office under clause 36.1, and an Interim Director has been appointed under clause 36.3;
- then the Chairperson must call for Director nominations from that Region.
- 34.4 The call for nominations under clause 34.2 must no later than ten (10) weeks prior to the next scheduled Annual General Meeting.
- 34.5 In response to the call for nominations, candidates must be nominated:
- (a) by the closing date notified in the call; and
 - (b) in accordance with any requirements specified in the call; and
 - (c) be nominated and seconded by two Full members entitled to vote in the Region
- 34.6 Following the receipt of nominations:
- (a) If more than one candidate has been nominated, an election will be conducted in a democratic process for the Region in accordance with a procedure approved by the Board; or
 - (b) If there is only one candidate nominated, the election for that Region will be deemed to have been held.
- 34.7 If the result of the election conducted in accordance with clause 34.6(a) is a tied vote with no candidate elected, the following process will take place:
- (a) The Region will conduct a further vote in accordance with the procedure approved by the Board, with the candidates eligible to vote.
 - (b) If, following the second vote, the result of the second vote is a tied vote and no candidate is elected, the Board will be granted a deciding vote to determine the successful candidate, subject to ratification at the next Annual General Meeting held following the election
- 34.8 By becoming and remaining Directors, Directors agree to support the objects of the Company, and to comply with the Constitution, Regulations and Governance Standards.

35. Tenure of Directors

- 35.1 Directors hold office from the end of the Annual General Meeting at which they are elected.
- 35.2 Each Director shall hold office for a period of up to three years until the conclusion of the third Annual General Meeting following the date of the Director's appointment at which meeting they must retire from office (effective from the conclusion of the meeting) but are eligible for re-appointment.

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35.3 Directors may be re-appointed for no more than four (4) consecutive terms (a continuous period of twelve years).

36. Termination of office

36.1 A person ceases to be a Director if he or she:

- (a) fails to attend three consecutive Board meetings without leave of absence under clause 55;
- (b) resigns by writing to the Secretary of the Board;
- (c) ceases to be a Full Member;
- (d) receives any payment from the Company otherwise than in accordance with this Constitution; or
- (e) becomes disqualified under the Corporations Act and/or the ACNC Act.

36.2 Directors may be removed by a General Meeting in accordance with the Corporations Act. The resulting vacancy may be filled at the general meeting.

36.3 If there is a vacancy in Directors, the Board may within 28 days of the vacancy appoint an individual from the Region unrepresented on the Board due to the vacancy ("Interim Director"). The Interim Director:

- (a) must be eligible to serve as a Director under clause 34.1;
- (b) will serve on the Board until the end of the next Annual General Meeting, prior to which the election process under clause 34 will take place;
- (c) is eligible for re-appointment, subject to clause 35.

36.4 Subject to clause 36.3, the Board may continue to act despite any vacancy in Directors.

36.5 Even if it is subsequently found that a person who has acted as an Interim Director was not properly elected or appointed, the validity of:

- (a) the acts of that person as a Director; and
- (b) decisions of Board meetings in which that person has participated, is not affected.

37. Notification to ASIC

37.1 The Company must notify the ACNC of any change in its Directors or Secretary, or their personal details, in accordance with the ACNC Act and ACNC Regulations.

38. Duties

38.1 Each Director has the duties described in governance standard 5 of the ACNC regulations including:

- (a) to exercise their powers and discharge their duties with the degree of care and diligence that a reasonable individual would exercise if they were a Director of the Company;
- (b) to act in good faith in the best interests of the Company and to further the charitable purpose(s) of the Company set out in clause 6;
- (c) not to misuse their position as a Director;
- (d) not to misuse information they gain in their role as a Director;
- (e) to disclose any perceived or actual material conflicts of interest in the manner set out in clause 54; and
- (f) not to allow the company to operate while it is insolvent.

39. Indemnity

39.1 The Company indemnifies its Directors and Secretary against any liability incurred in that capacity (other than to the Company or a related body corporate), unless the liability did not arise out of conduct in good faith.

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PART 6 – OFFICE-BEARERS

40. Positions

40.1 The Company has the following office-bearers:

- (a) Chairperson;
- (b) Deputy Chairperson;
- (c) Treasurer; and
- (d) Secretary.

40.2 The Board may by Special Resolution establish other office-bearer positions.

41. Election

41.1 The Board must at its first meeting after the Annual General Meeting each year elect the office-bearers from among the Directors.

41.2 A Director who has already been elected to a particular office-bearer position for 3 terms (including filling a vacancy) is not eligible to be elected again to that position unless no other Director wishes to stand for election to that particular office-bearer position.

42. Term of office

42.1 This clause does not apply to the Company Secretary.

42.2 Office-bearers hold office from the time of their election until their successor is elected, subject to clause 42.3.

42.3 Office-bearers will cease to hold office in the event of:

- (a) the office bearer resigning in writing to the Secretary or the Board; or
- (b) a resolution being passed by an Absolute Majority of the Board that the office-bearer be removed; or
- (c) the office-bearer ceases to be a Director, other than by expiry of their term of office.

42.4 The Board must as soon as practicable fill vacancies in office-bearer positions for the remainder of the term.

43. Secretary

43.1 The Board must appoint a Secretary of the Company in accordance with Part 2D.4 of the Corporations Act.

43.2 Unless the Board otherwise resolves, the Chief Executive Officer of the Company is to be appointed Secretary.

44. Ex-officio Board Members

44.1 The Board may appoint an ex-officio member of the Board in one of the following roles with the associated rights and obligations:

- (a) an employee of the Company who the Board determines should have a seat on the Board as their input is required into Board decisions; or
- (b) a third party with specific expertise who the Board considered should attend Board meetings for the purpose of observing the meeting and providing comment on their field of expertise, as required by the Board.

44.2 The Board at its discretion can impose conditions on the appointment of an ex-officio board member under this clause 44, including:

- (a) The term of the appointment;
- (b) What meetings the ex-officio board member can attend; and
- (c) Confidentiality obligations.

44.3 An ex-officio board member appointed to the Board under this clause 44 will not have any voting rights.



PART 7 – THE BOARD

45. Membership

45.1 The members of the Board are the Directors of the Company.

46. Responsibility and powers

46.1 The Board is responsible for the management of the Company, subject to clause 46.4.

46.2 The Board may exercise all powers of the Company on its behalf.

46.3 The Board may:

- (a) establish committees with such Membership and terms of reference as it considers appropriate; and
- (b) delegate its powers as it considers appropriate.

46.4 A General Meeting may by resolution direct the Board on any matter within its powers.

46.5 A resolution of the Directors must be passed by a majority of the votes cast by Directors entitled to vote on the resolution.

47. Regulations

47.1 The Board may by resolution passed by an Absolute Majority make Regulations to give effect to this Constitution.

47.2 Members must at all times comply with the Regulations as if they formed part of this Constitution.

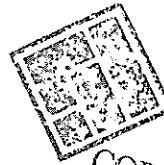
48. Public statements

48.1 The Board may by Regulation or resolution authorise an office-bearer, Director or employee to make public statements on behalf of the Company.

48.2 No person may make any public statement on behalf of the Company unless authorised by the Board.



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PART 8 – BOARD MEETINGS

49. Convening

- 49.1 The Chairperson, Secretary or any two Directors may Convene a Board meeting.
- 49.2 Ordinary Board meetings must be held at least four times each year.
- 49.3 At the first meeting after it is elected the Board must by resolution set the dates, times and places of ordinary meetings for its term of office.
- 49.4 The Board may by resolution subsequently change the dates, times and places of ordinary meetings.

50. Notice

- 50.1 Each Director must be given at least seven day's notice in writing of Board meetings, subject to clause 50.4.
- 50.2 Notice may be given of more than one Board meeting at the same time.
- 50.3 The notice must state the date, time and place (or places) of the meeting, but need not include the business to be considered.
- 50.4 In cases of urgency a meeting may be held without the notice required by clause 50.1, provided that:
- (a) as much notice as practicable is given to each Director by the quickest practicable means; and
 - (b) resolutions may only be passed by an Absolute Majority.

51. Use of technology

- 51.1 Board meetings may be held at more than one place, provided that the technology used enables each Director present at all places the meeting is held to communicate with every other such Director.
- 51.2 Board meetings may be Convened and held by telephone, video link, skype or any other similar video or telephonic technology, or combination thereof.
- 51.3 The quorum for Board meetings is the presence in person of a majority (50%) of the Directors at the time.
- 51.4 A quorum must be present for the whole Board meeting.

52. Chairing

- 52.1 The Chairperson is entitled to chair Board meetings.
- 52.2 If the Chairperson is not present, or does not wish to chair the meeting, the Deputy Chairperson is entitled to chair.
- 52.3 If neither the Chairperson nor the Deputy Chairperson is present, or if neither wishes to chair the meeting, the Board must elect another Director to chair.
- 52.4 The Chairperson does not have a casting vote.

53. Voting

- 53.1 Each Director present at a Board meeting has one vote.
- 53.2 There is no voting by proxy.
- 53.3 If an equal number of votes are cast for and against a motion or amendment, the Chairperson must declare the motion or amendment lost.

54. Conflict of interest

- 54.1 Each Director who has a material personal interest in a matter that relates to the affairs of the Company must as soon as practicable after becoming aware of the interest give the other Directors notice of the interest at a Board meeting, unless otherwise provided by the ACNC Act or ACNC Regulations.
- 54.2 The notice required by clause 54.1 must include details of:

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- (a) the nature and extent of the interest, and
- (b) the relation of the interest to the affairs of the Company; and these details must be recorded in the minutes of the meeting.

54.3 Each Director who has a material personal interest in a matter that is being considered at a Board meeting:

- (a) must not be present while the matter is being considered; and
- (b) must not vote on the matter, except as provided by the ACNC Act and/or the ACNC Regulations.

55. Leave of absence

55.1 The Board may by resolution grant Directors leave of absence from Board meetings for up to three months.

55.2 The Board may not grant leave of absence retrospectively unless it is satisfied that it was not feasible for the Director concerned to seek leave of absence in advance.

56. Resolutions without Meeting

56.1 A resolution agreed to in writing by all Directors has the same effect as a resolution passed at a Board meeting.

56.2 In clause 56.1, 'all Directors' does not include those Directors who:

- (a) would be prohibited by clause 54.3 from voting on the matter at a Board meeting; or
- (b) have leave of absence from Board meetings under clause 55.



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PART 9 – FINANCIAL AND LEGAL

57. Sources of funds

- 57.1 The funds of the Company may be derived from grants, donations, fund-raising activities, subscriptions, interest and any other sources approved by the Board.

58. Financial year

- 58.1 The financial year of the Company is from 1 July to 30 June, unless the Board determines otherwise under the Corporations Act.

59. Financial and related accounts

- 59.1 The Company must keep written financial records that:
- (a) correctly record and explain its transactions and financial position and performance; and
 - (b) enable true and fair financial statements to be prepared and to be audited.

- 59.2 The Company must also keep written records that correctly record its operations.

60. Auditor

- 60.1 The Board must appoint an auditor within one month of registration of the Company.
- 60.2 The first Annual General Meeting must appoint an auditor.
- 60.3 The Board must as soon as reasonably practicable fill a vacancy in auditor until the next Annual General meeting.
- 60.4 The Annual General Meeting must fill any vacancy in auditor.
- 60.5 This clause applies even if the Company is not required by the Corporations Act or the ACNC Act or ACNC Regulations to have its financial report audited.

61. Financial reporting and audit or review

- 61.1 For each financial year, the Company must prepare and lodge with the ACNC:
- (a) a Financial Report, and
 - (b) an Annual Information Statement, in accordance with the ACNC Regulations.
- 61.2 If the revenue of the Company for the financial year is \$1 million or more, the Company must have the financial report audited in accordance with the ACNC Regulations, and obtain an auditor's report.
- 61.3 If the revenue of the Company for the financial year is more than \$250,000 but less than \$1 million:
- (a) the Company may have the financial report, instead of audited; and
 - (b) references in this Constitution to the auditor are taken to be to the reviewer.
- 61.4 If the revenue of the Company for the financial year is less than \$250,000, the Financial Report does not need to be review or audited.
- 61.5 The Financial Report, Directors' report and auditor's report must be considered by the Annual General Meeting in accordance with clause 23.2.
- 61.6 The Financial Report, Annual Information Statement and reviewers or auditor's report (if required) must be considered by the Annual General Meeting in accordance with clause 23.2.

62. Small Company limited by guarantee

- 62.1 If:
- (a) the Company is not a DGR under clause 69; and
 - (b) the revenue of the Company for the financial year is less than \$250,000.00 (or any other amount prescribed under the Corporations Act);

(c) the Company is a small Company limited by guarantee for the purposes of s45B of the Corporations Act.

62.2 If the Company is a small Company limited by guarantee, clauses 22.2, 22.4, 22.6(b) and 61 do not apply unless otherwise directed by Members in accordance with s294A of the Corporations Act.

63. Payments

63.1 All payments by the Company must be:

- (a) specifically authorised in writing, and
- (b) in the case of cheques – signed, by at least two persons who are:
 - (c) either Directors or employees of the Company, and
 - (d) nominated by the Board by Regulation or resolution.

63.2 The Board may nominate a list of individuals or positions for the purposes of clause 63.

63.3 Signatories must not sign cheques until the payee and amount have been written in.

64. Common seal

64.1 The Company may have a common seal.

64.2 Clauses 64.3–64.7 only apply if the Company has a common seal.

64.3 The Company must set out its name and ACN (or ABN) on the common seal.

64.4 A document may only be sealed with the common seal if authorised by resolution of the Board.

64.5 The sealing must be witnessed by the signatures of at least 2 Directors nominated by the Board by Regulation or resolution.

64.6 The Board may nominate a list of individuals or positions to be signatories for the purpose of clause 64.5.

64.7 The Board must provide for the safe keeping of the common seal.

65. Minutes

65.1 The Board must ensure that:

- (a) minutes are taken and kept of all General Meetings, Board meetings and resolutions without a meeting; and
- (b) in the case of minutes of meetings – the minutes are signed within a reasonable time after the meeting by the Chairperson of the meeting or the Chairperson of the next meeting; or
- (c) in the case of minutes of resolutions without a meeting – the minutes are signed by a Director within a reasonable time after the resolution is passed.

66. Records

66.1 The Board must provide for the safe keeping of the records of the Company.

66.2 Members may inspect the records of the Company at any reasonable time, subject to clause 65.3.

66.3 Members may not inspect the records of the Company that relate to confidential personal, employment, commercial and legal matters.

66.4 Copies of the Constitution and Regulations must be freely available to Members and applicants for Membership.

67. Amendment

67.1 This Constitution may only be amended by Special Resolution.

67.2 Within 28 days after passing a Special Resolution to amend this Constitution, the Company must lodge with the ACNC copies

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of:

- (a) the Special Resolution; and
- (b) the amendment;

or as otherwise required by the ACNC Act and/or ACNC Regulations.

67.3 The Members must not pass a Special Resolution that amends this constitution if passing it causes the Company to no longer be a charity.

68. Winding up

68.1 If the Company is wound up, its Surplus Assets must not be distributed to any Member.

68.2 Subject to the Corporations Act and any other applicable Act, the Surplus Assets (including Gift Funds) must be given to an entity or entities:

- (a) with charitable purposes(s) and objects similar to, or inclusive of, the purpose and objects to the Company (as specified in clause 6 above); and
- (b) which also prohibits the distribution of any surplus, income and assets to its Members to at least as great an extent as the Company; and
- (c) that is or are a DGR
subject to clauses 69.2(e) and 69.2(f).

68.3 The decision as to the charity or charities to be given the Surplus Assets must be made by special resolution of members at or before the time of winding up. If the members do not make this decision, the Company may apply to the Supreme Court to make this decision.

68.4 If the Company's DGR endorsement is revoked (whether or not the Company is to be wound up), any surplus gift funds must be transferred to one or more charities that meet the requirements of clause 68.2(a), (b) and (c), as decided by the Board.

68.5 In this clause, 'entity' includes body, trust and fund.

69. Tax deductibility

69.1 In this clause 'contributions' and 'fund-raising event' have the same meaning as in Division 30 of the Tax Act.

69.2 If the Company has been endorsed as a DGR:

- (a) receipts for gifts to the Company must include:
 - (i) the name and ABN of the Company, and
 - (ii) the fact that the receipt is for a gift;
- (b) receipts for contributions to the Company in relation to a fund-raising event must include:
 - (i) the name and ABN of the Company, and
 - (ii) the other information required by sections 30 - 228 of the Tax Act;
- (c) the Company must keep records that explain all transactions and other acts it engages in relevant to its status as a DGR for at least five years;
- (d) the records must show that the Company uses Gift Funds only for the principal purpose of the Company;
- (e) on winding up of the Company or revocation of its endorsement (whichever occurs earlier):
 - (i) any surplus gift funds must be transferred to another DGR; and
 - (ii) Surplus Assets other than any surplus gift funds must also be given to another DGR in accordance with clause 68 above

70. Notices

- 70.1 Members and Directors must give the Company their address for notices, and any change in that address.
- 70.2 The address for notices may include an email address and a fax number.
- 70.3 The Company must enter any change in the address of a Member in the register of Members.
- 70.4 Notice may be given to a Member or Director by sending it to the address last given by the Member or Director.
- 70.5 In this Constitution a period of notice of a meeting expressed in days:
- (a) does not include the day on which notice is given; but
 - (b) includes the day on which the meeting is held.
- 70.6 Notices sent by prepaid post are taken to have been given on the second business day after posting.
- 70.7 Notices sent by email or fax are taken to have been given on the business day after sending.

71. Consent to terms of this Constitution

- 71.1 The members of the Company agree to the terms of this Constitution.



07/10

ANNEXURE A: REGIONS

REGION NAME	POSTCODES INCLUDED IN REGION
ACT and Surrounds	ACT: 2600 – 2617, 2900 – 2914 Surrounds: 2618 – 2621 and 2626
NSW region	1001 – 2594, 2623 – 2625, 2627 - 3707
Victoria region	3000 – 3996, 8001 - 8873
Queensland region	4000 – 4895, 9000 - 9729
Northern Territory region	0800 - 0886
South Australia region	5000 - 5950
Western Australia region	6000 - 6997
Northern Peninsula Area / Torres Strait Islands	4875 - 4876
Tasmania	7000 - 7923



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 CORPORATIONS ACT 2001
 Section 1274

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