

Constitution of Australian Osteopathic Accreditation Council Limited ACN 142 289 049

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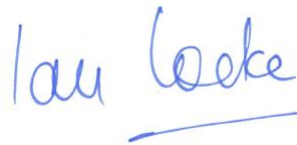
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Signed by the Chairperson
for the purposes of identification

Table of contents

1	Definitions and interpretation	3
2	Name.....	5
3	Registered Office	5
4	Aims.....	6
5	Functions and Powers of the Company.....	7
6	Income and property	7
7	Membership.....	8
8	Representatives	10
9	Board Composition	11
10	Nomination, Appointment and Removal of Directors	12
11	Disqualification of Directors	12
12	Board Powers.....	13
13	Proceedings of Directors.....	13
14	Directors' Interests	15
15	Minutes.....	16
16	Annual General Meetings	17
17	Calling General Meetings.....	18
18	Proceedings at General Meetings.....	19
19	Proxies and Attorneys	20
20	Objections.....	22
21	Written Resolutions of Members	22
22	Accounts and Company Records.....	23
23	Cheques	23
24	Secretary.....	23
25	Seal	24
26	Notices	24
27	Indemnity	24
28	By-Laws, Rules and Regulations	25
29	Winding up or Dissolution of Company.....	26

Corporations Act 2001

Company Limited by Guarantee

Constitution of Australian Osteopathic Accreditation Council Limited

ACN 142 289 049

1 Definitions and interpretation

1.1 Definitions

In this Constitution (unless the context otherwise requires):

- (a) **ACNC Act** means *Australian Charities and Not-for-profits Commission Act 2012* (Cth);
- (b) **ACNC Regulation** means *Australian Charities and Not-for-profits Commission Amendment Regulation 2013* (Cth);
- (c) **Aims** are defined in **clause 4**;
- (d) **Auditor** means the auditor for the time being of the Company (if any);
- (e) **Advisory Group** means a group established under **clause 13(o)** or **clause (p)**.
- (f) **Board** means the board of Directors of the Company appointed in accordance with **clause 9**;
- (g) **Board Committee** means a sub-committee of the Board appointed pursuant to **clause 13(n)**;
- (h) **Business Day** means the period from 9.00am to 5.00pm during a day of the week which is not a Saturday, Sunday or public holiday in New South Wales;
- (i) **Chairperson** means the person appointed as presiding Director of the Board under **clause 13(j)** and includes the person acting as such for the time being; and **Deputy Chairperson** has a corresponding meaning;
- (j) **Company** means Australian Osteopathic Accreditation Council Limited ACN 142 289 049;
- (k) **Constitution** means the constitution for the time being of the Company;
- (l) **Corporations Act** means the *Corporations Act 2001* (Cth) or any statutory modification or re-enactment thereof for the time being in force;

- (m) **Director** means a director of the Company appointed in accordance with **clause 9 or 10**;
- (n) **Financial Year** means each twelve (12) month period ending on 30 June or such other date as determined by the Board and approved by the Australian Charities and Not-for-profits Commission;
- (o) **Member** means a person whose name is entered in the Register as a member of the Company and **Membership** has the corresponding meaning;
- (p) **Office** means the Company's registered office situated as specified in **clause 3**
- (q) **Other Board** means a board of directors that is not the Board of Directors of the Company and is defined in this Constitution for the purposes of **clause 13(p)**;
- (r) **Register** means the register of Members of the Company;
- (s) **Representative** means a person authorised in accordance with section 250D of the Corporations Act to act as a representative of a Member which is a body corporate, as described in **clause 8**;
- (t) **Seal** includes the common seal of the Company (if any); and
- (u) **Secretary** means any person appointed to perform the duties of a secretary of the Company (includes an honorary secretary if any) and if there are joint secretaries, any one or more of the joint secretaries.

1.2 Interpretation

Unless the contrary intention appears in this Constitution:

- (a) words used to denote persons generally or imports a natural person include any corporation, body corporate, body politic, partnership, joint venture, association, board, group or other body (but this intention does not apply to limit or extend distinctions between natural persons and corporations in relation to Membership of the Company, the Board, Directors and any Board Committees);
- (b) **in writing** and **written** includes printing, electronic and other modes of representing or reproducing words in a visible form;
- (c) the singular includes the plural and vice versa;
- (d) words importing one gender include the other genders (but not to limit the distinctions between natural persons and corporations in relation to Membership of the Company, the Board, Directors and any Board Committees);
- (e) a reference to a person includes that person's successors and legal personal representatives;

- (f) a reference to a section, statute, regulation, proclamation, ordinance or by-law includes all sections, statutes, regulations, proclamations, ordinances or by-laws amending, consolidating or replacing it, whether passed by the same or another governmental authority with legal power to do so and a reference to a statute includes all regulations, proclamations, ordinances and by-laws issued under that statute;
- (g) a reference to a clause is a reference to a clause of this Constitution;
- (h) where a word or phrase is given a particular meaning, other parts of speech and grammatical forms of that word or phrase have corresponding meanings;
- (i) headings and boldings are for convenience only and do not affect its interpretation;
- (j) where anything required to be done under this Constitution falls to be done on a day which is not a Business Day it is deemed to be required to be done on the first Business Day following the date upon which it would otherwise be required to be done;
- (k) a reference to a piece of legislation is a reference to that piece of legislation as modified or amended from time to time;
- (l) terms defined in the Corporations Act have the same meaning in this Constitution; and
- (m) notices must be in writing.

1.3 **Application of the Law**

- (a) This Constitution is to be interpreted subject to the Corporations Act and the ACNC Act.
- (b) To the extent permitted by law, sections of the Corporations Act that apply as replaceable rules to companies under the Corporations Act do not apply to this Company.

2 **Name**

The name of the Company is Australian Osteopathic Accreditation Council Limited.

3 **Registered Office**

The registered office of the Company will be situated at such a place as determined by the Board from time to time.

4 Aims

The objects for which the Company is established (**the Aims**) are as follows:

- (a) Develop accreditation standards for osteopathic programs of study for approval by the Osteopathy Board of Australia;
- (b) Assess programs of study and the education providers that provide the programs of study, to determine whether the programs meet approved accreditation standards;
- (c) Assess authorities in other countries who conduct examinations for osteopathy registration, or accredit programs of study relevant to registration as an osteopath, to decide whether persons who successfully complete the examinations or programs of study conducted or accredited by the authorities have the knowledge, clinical skills and attributes necessary to practice osteopathy in Australia;
- (d) Oversee the assessment of the knowledge, clinical skills and professional attributes of:
 - (i) overseas qualified health practitioners who are seeking registration as an osteopath in Australia and whose qualifications are not approved osteopathy qualifications;
 - (ii) osteopaths who are referred to the Company for assessment from the Osteopathy Board of Australia; and
 - (iii) osteopaths who are trained in Australia and are seeking recognition of their skills for the purposes of skilled migration;
- (e) Advise and make recommendations in relation to:
 - (i) Matters concerning accreditation or accreditation standards for osteopathic programs of study;
 - (ii) Matters concerning the regulation, including general registration of osteopaths;
 - (iii) Matters concerning the assessment of overseas qualified osteopaths; and
 - (iv) Matters concerning the recognition and assessment of overseas qualifications of osteopaths;
- (f) Create a policy framework that helps ensure that 'equivalency', as encompassed in the Trans-Tasman Mutual Recognition Agreement (TTMRA) established under the *Trans-Tasman Mutual Recognition Act 1997* (Cth) and the *Trans-Tasman Mutual Recognition Act (1997) (New Zealand)*, is maintained; and

- (g) Cooperate with state, national and international associations, authorities and organisations in a manner consistent with the attainment of these purposes.

5 Functions and Powers of the Company

- (a) The powers of the Company are those contained in the Corporations Act and the ACNC Act. Without limitation, the Company has power, within and outside the jurisdiction of incorporation to register or ensure the recognition of the Company as a body corporate in any place outside the jurisdiction of incorporation.
- (b) The Company may only exercise its powers to:
 - (i) pursue, promote or carry out the Aims of the Company as set out in this Constitution; and
 - (ii) do all things incidental or convenient in relation to the exercise of power under paragraph (i).

6 Income and property

- (a) The income and property of the Company shall only be applied towards promotion of the Aims of the Company as set out in this Constitution.
- (b) No income or property of the Company shall be paid or transferred directly or indirectly to any Member, except:
 - (i) payment in good faith to any Member in his or her capacity as a Director which is permitted by **clause 6(c)**; or in return for any services rendered of goods supplied in the ordinary course of business to the Company.
- (c) No payment will be made to any Director other than payment:
 - (i) of out-of-pocket expenses incurred by the Director in the performance of any duty as Director of the Company where the amount payable does not exceed an amount previously approved by the Board;
 - (ii) for any service rendered to the Company by the Director in a professional or technical capacity, other than in the capacity as Director, where the provision of the service has the prior approval of the Board and where the amount payable is approved by the Board and is not more than an amount which commercially would be reasonable payment for the service;
 - (iii) of any salary or wage due to the Director as an employee of the Company or a related body corporate where the terms of employment have been approved by the Board;
 - (iv) of sitting fees approved by the Board; and

- (v) relating to an indemnity in favour of the Director and not prohibited by section 199A of the Corporations Act or a contract of insurance not prohibited by section 199B of the Corporations Act.

7 Membership

7.1 Members' liability

- (a) The liability of the Members is limited.
- (b) If the Company is wound up:
 - (i) each Member; and
 - (ii) each person who has ceased to be a Member in the preceding year, undertakes to contribute to the property of the Company for the:
 - (iii) payment of debts and liabilities of the Company (in relation to **clause 7.1(b)(ii)**, contracted before the person ceased to be a Member) and payment of costs, charges and expenses of winding up; and
 - (iv) adjustment of the rights of the contributories amongst themselves, such amount as may be required, not exceeding \$20.00 in aggregate.

7.2 Members

- (a) The Members of the Company are:
 - (i) the persons who are Members on the date of adoption of this Constitution; and
 - (ii) any other persons, corporations or organisations which are admitted to Membership in accordance with this Constitution.
- (b) The rights and privileges of a Member are personal to that Member and are not transferable by the Member's own act or by operation of law.

7.3 Eligibility, application and admission

- (a) Any person, corporation or organisation may apply for Membership of the Company.
- (b) An application for Membership of the Company must be:
 - (i) in writing in a form approved by the Directors;
 - (ii) signed by the applicant;
 - (iii) accompanied by such documents or evidence as to how the Membership of the person, corporation or organisation would assist the Company to pursue and carry out its Aims;

and must include:

- (iv) a consent to become a Member; and
 - (v) an agreement to be bound by the terms of the Constitution.
- (c) The Directors must consider an application for Membership of the Company as soon as practicable after its receipt and determine, in accordance with this Constitution or otherwise at their absolute discretion, whether to accept or reject the application.
- (d) The Directors need give no reason for the rejection of an application.
- (e) If an applicant is accepted for Membership, the Secretary must notify the applicant in writing of admission, and the name and details of the Member must be entered in the Register of Members.

7.4 Cessation of Membership

- (a) A Member's Membership of the Company will not cease, except for the following scenarios:
- (i) if the Member gives the Secretary written notice of resignation, which is deemed to take effect from the date of receipt of the notice or such later date as is specified in the notice; or
 - (ii) in the case of a Member which is a natural person, if the Member:
 - (A) dies;
 - (B) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the laws relating to mental health and the Board considers, in its discretion, that the Member should forfeit his or her Membership of the Company;
 - (C) becomes bankrupt or compounds with his or her creditors or assigns his or her estate for the benefit of his or her creditors; or
 - (iii) in the case of a Member that is a corporation or organisation, if the Member is wound up or is otherwise dissolved or deregistered;
 - (iv) if the Board resolves to terminate the Membership of the Member under clause 7.5, and that decision is not overturned on appeal.
- (b) Any person who for any reason ceases to be a Member must no longer represent themselves in any manner as being a Member of the Company.
- (c) Any person who for any reason ceases to be a Member immediately loses all voting and other rights and entitlements enjoyed by Members.

7.5 Termination of Membership

- (a) The Board may, in its absolute discretion, resolve to terminate the Membership of any Member:

- (i) who willfully refuses or neglects to comply with the provisions of the Constitution or any lawful decision of the Board; or
 - (ii) who is guilty of any conduct which, in the opinion of the Board, is unbecoming of a Member or prejudicial to the interest of the Company.
- (b) The Board must give notice of the proposed resolution under **clause 7.5(a)** to the Member at least twenty-one (21) days before considering the resolution.
- (c) At the meeting where the Board considers the proposed resolution, the Member is entitled:
- (i) to be present with or without the Member's legal representative; and
 - (ii) to address the Board, either in person or through the Member's legal representative.
- (d) A Member who is disciplined under **clause 7.5(a)** may appeal against the decision by providing written notice to the Secretary within seven (7) days of being notified of the Board's disciplinary decision.
- (i) A disciplinary decision made under clause 7.5(a) shall not become effective until either any appeals are concluded, or the time for appealing the decision has passed and no appeal has been made.
- (e) If a Member appeals the decision pursuant to **clause 7.5(d)**, the Board must call a general meeting as soon as reasonably practicable to determine the appeal. At the meeting, the Members may overturn the disciplinary action by resolution passed by two-thirds of the votes cast by Members present and entitled to vote
- (f) At the general meeting referred to in **clause 7.5 (d)** and before passing the resolution, the former Member must have an opportunity to give orally or in writing to the Members any submissions the former Member thinks fit.

8 Representatives

- (a) This clause 8 only applies to Members which are bodies corporate.
- (b) A Member which is a body corporate, or an applicant for Membership as a body corporate, must appoint as its Representative a natural person.
- (c) The name and address of the Representative will be entered in the Register as the representative of the Member.
- (d) A Member which is a body corporate may appoint more than one (1) Representative, but only one (1) Representative may exercise the Member's powers at any one (1) time.

- (e) All correspondence and notices from the Company will be served on that Representative and any notice served on a Representative will be deemed to be service on the Member which is represented by that Representative.
- (f) If the appointment of a Representative by the Member is made by reference to a position held, the appointment must identify the position.
- (g) A Member may remove and replace a Representative where the Member gives written notice to the Board in a form approved by the Board.
- (h) A signature by a Representative of a Member on behalf of that Member is taken to be the signature of that Member for the purposes of this Constitution.
- (i) Any power or right of a Member which is a body corporate as granted by this Constitution can be exercised by the Representative of that Member.
- (j) Members are represented at meetings of Members by their Representatives, subject to the right of a Representative to appoint a proxy pursuant to clause 19.
- (k) The actions of a Representative bind the Member which is represented by that Representative.
- (l) Each Representative will comply with the terms of this Constitution in all matters pertaining to the Company as if a Member himself or herself.

9 Board Composition

- (a) The number of Directors must not be less than six or more than nine.
- (b) All Directors shall be appointed by the Board.
- (c) Subject to clause 9(a), the Board shall comprise:
 - (i) At least two (2) people as community representatives, appointed by the Directors on the grounds that such persons are deemed to possess particular skills, experience or expertise required by the Board from time to time;
 - (ii) At least two (2) people appointed by the Directors who are deemed to possess skills in osteopathic education and/or accreditation;
 - (iii) At least one (1) person appointed by the Directors who is deemed to represent the professional interests of registered osteopaths; and
 - (iv) At least one (1) person appointed by the Directors under clause 9(c)(i), (ii) or (iii) who identifies as a First Nations person.
- (d) The Board shall determine, in good faith, if a person meets the criteria for appointment as a Director.
- (e) A person may not be appointed as a Director unless the person has given the Company a signed consent to act as a Director.

10 Nomination, Appointment and Removal of Directors

- (a) Subject to this Constitution, the procedures for nomination and appointment of Directors shall be as determined by the Directors from time to time.
- (b) For the purposes of identifying candidates for appointment to the Board, the Directors may invite nominations from any body or organisation considered by the Board to have an interest in osteopathy and the objects of the Company, including, but not limited to, professional registration boards, professional organisations representing the interests of osteopaths and providers of osteopathic programs of study.
- (c) If from time to time the composition of the Board changes by resignation or removal of Directors then, as vacancies permit, the Directors shall use reasonable endeavours to seek further nominees to maintain and enhance the skills, experience and expertise available to the Company to meet its objectives.
- (d) Subject to **clause 9**, the Board may appoint:
 - (i) any person as a Director to fill a casual vacancy on the Board, so long as that person fulfils the eligibility criteria of the position which was vacated; or
- (e) as an addition to the existing Directors. Subject to **clause 10(g)**, a Director will hold office for three (3) years after the Director is appointed and will be eligible for reappointment provided that a Director cannot serve more than three (3) consecutive terms on the Board.
- (f) Subject to **clause 10(g)**, once a Director has served the maximum consecutive term referred to in **clause 10(e)**, that person will not be eligible for re-appointment until that Director has been off the Board for a period of at least three (3) years.
- (g) The Board may pass a resolution to exempt a particular Director from the operation of **clause 10(e)** and/or **(f)**.

11 Disqualification of Directors

- (a) In addition to the circumstances in which the office of a Director becomes vacant by virtue of the Corporations Act, the office of a Director immediately becomes vacant if the Director:
 - (i) becomes bankrupt or makes any arrangement or composition with his or her creditors or assigns his or her estate for the benefit of his or her creditors;
 - (ii) becomes prohibited from being a director of a company by the Corporations Act;

- (iii) has been disqualified by the Australian Charities and Not-for-Profits Commissioner, at any time during the preceding twelve (12) months, from being a responsible entity of a registered entity under section 45.20(4) of the ACNC Regulation;
- (iv) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
- (v) resigns office by notice in writing to the Company;
- (vi) dies;
- (vii) is removed pursuant to the provisions of this Constitution or the Corporations Act.

12 Board Powers

Subject to this Constitution the business of the Company is managed by the Board. The Board may exercise all powers of the Company as are not, by the Corporations Act, the ACNC Act or by this Constitution, required to be exercised by the Company in general meeting.

13 Proceedings of Directors

- (a) The Board may meet together for the dispatch of business, adjourn and otherwise regulate its meetings as it thinks fit, provided that the Board must meet not fewer than four (4) times each calendar year.
- (b) A Director may at any time, and the Secretary must on the requisition of a Director, summon a meeting of the Board.
- (c) Without limitation, a meeting of Directors includes the Directors communicating with each other by any technological means by which they are able to participate in discussion where the Directors (or any one or more of them) are not physically present in the same place. A Director so participating in such meeting is deemed to be present (including for the aims of constituting a quorum) and entitled to vote at the meeting.
- (d) A resolution in writing signed by all the Directors or by all the members of any Board Committee appointed pursuant to this Constitution for the time being entitled to receive notice of a meeting of the Board or such Board Committee, is as valid and effectual as if it had been passed at a meeting of the Board or Board Committee concerned duly convened and held. Any such resolution may consist of several documents in like form; each signed and dated by one or more Directors or members of the Board Committee concerned. The resolution is passed when the last Director or member signs.
- (e) The quorum necessary for the transaction of the business of the Board is the number of Directors equaling a majority of the Directors in office at the time, rounded up to the nearest integer.

- (f) Subject to this Constitution questions arising at any meeting of the Board are decided by a majority of votes and, subject to **clauses 13(g) and 14(e)**, each Director has one vote.
- (g) In a case of an equality of votes, the chair of the meeting has a second or casting vote in addition to a deliberative vote.
- (h) A meeting of Directors for the time being at which a quorum is present is competent to exercise all or any of the authorities, powers and discretions by or under the regulations of the Company for the time being vested in or exercisable by the Directors generally.
- (i) The Board may act despite any vacancy in their body, but if the number falls below the minimum fixed in accordance with **clause 9(a)**, then the Board may act for the purpose of:
 - (i) increasing the number of Directors to the minimum;
 - (ii) convening a general meeting; or
 - (iii) an emergency, but for no other purpose.
- (j) The Directors will elect a Director as Chairperson, who will chair meetings, and a Deputy Chairperson. If at any meeting the Chairperson is not present, the Deputy Chairperson will chair the meeting and in the absence of the Deputy Chairperson, the Directors present must choose one of their numbers to chair the meeting.
- (k) The Chairperson and Deputy Chairperson will hold office for terms of two (2) years each, but may be re-elected, provided that they shall not hold office beyond their retirement or removal from the Board as a Director.
- (l) If there is a dispute at a Board meeting about a question of procedure, the chair of the meeting may determine the question.
- (m) All acts done by any meeting of the Board or by any Board Committee appointed pursuant to this Constitution or by any person acting as a Director or member of any such Board Committee will, despite that it is discovered afterwards that there was some defect in the appointment of any such Director or member of such Board Committee or person acting or that the Directors or members of such Board Committee or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be such a member.
- (n) The Board may delegate any of its powers, functions and duties (not being non-delegable duties imposed on the Board by the Corporations Act, the ACNC Act or the general law) to one or more Board Committees consisting of such members and such other persons as the Board thinks fit. Any Board Committee so formed may regulate the conduct of its own affairs but must conform to any regulations that are imposed on it by the Board.

- (o) The Board may form one or more Advisory Groups consisting of such members of the Board or such other members as the Board thinks fit; and such Advisory Groups must:
 - (i) act in an advisory capacity only to the Board; and
 - (ii) comply with any requirements that may be specified by the Board.
- (p) The Board may form one or more Advisory Groups jointly with Other Boards consisting of such members of the Other Boards or such other members as the Other Boards think fit; and such Advisory Groups must:
 - (i) act in an advisory capacity only to the Other Boards; and
 - (ii) comply with any requirements that may be specified by the Other Boards.

14 Directors' Interests

- (a) No contract made by a Director with the Company and no contract or arrangement entered into by or on behalf of the Company in which any Director may be in any way interested is avoided or rendered voidable merely because of the Director holding office as a Director or because of the fiduciary obligations arising out of that office.
- (b) No Director contracting with or being interested in any arrangement involving the Company is liable to account to the Company for any profit realised by or under any such contract or arrangement merely because of the Director holding office as a Director or because of the fiduciary obligations arising out of that office.
- (c) A Director is not disqualified merely because of being a Director from contracting with the Company in any respect.
- (d) To the extent permitted by law, a director or a body or entity in which a Director has a direct or indirect interest may:
 - (i) enter into any agreement or arrangement with the Company;
 - (ii) hold any office or place of profit other than as Auditor in the Company; and
 - (iii) act in a professional capacity other than as Auditor for the Company, and the Director or the body or entity can receive and keep beneficially any remuneration, profits or benefits under any agreement or arrangement with the Company or from holding an office or place of profit in or acting in a professional capacity with the Company.

- (e) A Director who has a material personal interest in a matter that is being considered at a Directors' meeting must not:
- (i) be present while the matter is being considered at the meeting; be counted in determining whether or not a quorum is present at any meeting of Directors considering that contract or arrangement for proposed contract or arrangement;
 - (ii) vote on the matter;
 - (iii) sign or countersign any document relating to that contract or arrangement or proposed contract or arrangement; or
 - (iv) vote in respect of, or in respect of any matter arising out of, the contract or arrangement or proposed contract or arrangement unless permitted by the Corporations Act to be present and vote, in which case the Director may:
 - (v) be present while the matter is being considered at the meeting;
 - (vi) vote on the matter;
 - (vii) be counted in determining whether or not a quorum is present at any meeting of Directors considering that contract or arrangement for or proposed contract or arrangement;
 - (viii) sign or countersign any document relating to that contract or arrangement or proposed contract or arrangement; and
 - (ix) vote in respect of, or in respect of any matter arising out of, the contract or arrangement or proposed contract or arrangement.
- (f) A Director may be or become a director or other officer of, or otherwise interested in, any related body corporate promoted by the Company or in which the Company may be interested as a vendor, shareholder or otherwise and is not accountable to the Company for any remuneration or other benefits received by the Director as a director or officer of, or from having an interest in, that body corporate.

15 Minutes

- (a) The Board must ensure that minutes are made which record:
- (i) proceedings and resolutions of meetings of the Members;
 - (ii) proceedings and resolutions of Directors' meetings (including meetings of a Board Committee);
 - (iii) resolutions passed by Directors or a Board Committee without a meeting;
 - (iv) all disclosures of interest under **clause 14**.

- (b) The Board must ensure that minutes of a meeting are signed within a reasonable time after the meeting by one of the following:
 - (i) the person who chairs the meeting at which proceedings were held; or
 - (ii) the person who chairs the next succeeding meeting.
- (c) The Directors must ensure that minutes of the passing of a resolution without a meeting are signed by a Director within a reasonable time after resolution is passed.

16 Annual General Meetings

- (a) Despite section 111L of the Corporations Act, if the Company holds an annual general meeting, it must be held in accordance with the Corporations Act.
- (b) The business of the Company's annual general meeting (or other similar annual meeting) will include:
 - (i) to receive and consider the financial report, the Directors' report and the Auditor's report (if any);
 - (ii) if either:
 - (A) an Auditor is required to be appointed by law; or
 - (B) if the Company otherwise decides in its discretion to appoint an Auditor, despite not being required to by law, to appoint and fix the remuneration of the Auditors; and
 - (ii) despite section 111L of the Corporations Act, to transact any other business which, under the Corporations Act or this Constitution, is required to be transacted at any annual general meeting and any business which is brought under consideration by any reports of the Board issued with the notice convening the meeting.
- (c) An annual general meeting of the Company may be held as a physical, hybrid or virtual meeting.
- (d) Other general meetings shall be held in accordance with this Constitution.
- (e) The Auditor (if any) is entitled to attend and be heard on any part of the business of any general meeting which concerns him or her as Auditor.

17 Calling General Meetings

- (a) Any Director may, at any time, call a general meeting.
- (b) Notwithstanding section 111L of the Corporations Act, a Member may:
 - (i) only request the Board to convene a general meeting in accordance with section 249D of the Corporations Act; and
 - (ii) not request or call and arrange to hold a general meeting except under section 249E or 249F of the Corporations Act.
- (c) Subject to the Corporations Act allowing general meetings to be held on shorter notice (notwithstanding section 111L of the Corporations Act), at least 21 days' notice of a general meeting (exclusive of the day on which the notice is served or deemed served pursuant to clause 26(a), but inclusive of the day for which notice is given) must be given to all persons entitled to receive such notices from the Company.
- (d) A notice calling a general meeting must specify:
 - (i) the place, date and time for the meeting and, if the meeting is to be held in two or more places, the technology that will be used to facilitate this;
 - (ii) the general nature of the business to be considered at the meeting;
 - (iii) if a special resolution is to be proposed at the meeting – an intention to propose the special resolution and state the resolution;
 - (iv) if a Member is entitled to appoint a proxy – a statement setting out the following information:
 - (A) that the Member has a right to appoint a proxy;
 - (B) a place, and electronic address for the purposes of appointing a proxy.
- (e) Notwithstanding section 111L of the Corporations Act, the notice of an annual general meeting (or similar annual meeting) need not state that the business to be transacted at the meeting includes:
 - (i) the consideration of the annual financial report, Directors' report and the Auditor's report (if any); or
 - (ii) the appointment and fixing of the remuneration of the Auditor (if any Auditor).
- (f) Neither the non-receipt of notice by any Member nor the accidental omission to give notice of any general meeting to any Member entitled to notice (including a proxy appointment form) invalidates the proceedings at or any resolution passed at that meeting.

- (g) The Board may postpone or cancel any general meeting as the Board thinks fit (other than a meeting called under **clause 17(b)(ii)**). In the event that the meeting is postponed or cancelled, the Board must cause notice to be given of the postponement or cancellation to all
- (h) persons entitled to receive notices of general meeting from the Company.

18 Proceedings at General Meetings

- (a) No business may be transacted at any general meeting of the Company unless a quorum of Members is present at the time when the meeting proceeds to business. A quorum of Members is two Members, unless there is only one Member, in which case a quorum of Members is that Member. For the purposes of this **clause 18**, "Member" includes the person attending as a proxy or as Representative of a Member.
- (b) If within thirty (30) minutes from the time appointed for the general meeting a quorum is not present, the meeting, if convened upon the requisition of Members, is dissolved. In any other case, it is adjourned to the same day in the next week at the same time and place, or to such other day and such other time and place as the Board determines. If at the adjourned meeting a quorum is not present within thirty (30) minutes from the time appointed for the meeting, the Members present constitute a quorum.
- (c) The Chairperson will preside as chair at every general meeting of the Company, but if the Chairperson is not present within twenty-five (25) minutes after the time appointed for the holding of the meeting or is unwilling to act, the Members present may elect a Member present at the meeting to preside as chair of the meeting.
- (d) The chair of a meeting may, with the consent of any meeting at which a quorum is present (and must if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business will be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (e) When a meeting is adjourned for fifteen (15) Business Days or more, notice of the adjourned meeting must be given as in the case of an original meeting. Otherwise, it is not necessary to give any notice of an adjournment or the business to be transacted at an adjourned meeting.
- (f) At any general meeting a resolution put to the vote of the meeting will be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:
 - (i) by the chair of the meeting; or
 - (ii) by at least three (3) Members present in person or by proxy; or
 - (iii) Members with at least five per cent (5%) of the votes that may be cast on the resolution on a poll.

- (g) The demand for a poll may be withdrawn.
- (h) Unless a poll is demanded a declaration by the chair of the meeting that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book containing the minutes of the proceedings of the Company is conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
- (i) If a poll is duly demanded it will be taken in such manner and either at once or after an interval or adjournment or otherwise as the chair of the meeting directs.
- (j) The result of the poll is the resolution of the meeting at which the poll was demanded.
- (k) A poll demanded on the election of a chair of a meeting or on a question of adjournment must be taken immediately.
- (l) In the case of an equality of votes, whether on a show of hands or on a poll, the chair of the meeting at which the show of hands takes place or at which the poll is demanded is entitled to a second or casting vote in addition to a deliberative vote.
- (m) Subject to **clauses 18(l) and 19(l)** every Member present in person or by that Member's proxy or Representative duly appointed has one vote.

19 Proxies and Attorneys

- (a) A Member or Representative may appoint a person as the Member's or Representative's proxy to attend and vote for the Member at a general meeting.
- (b) The instrument appointing a proxy must be in writing signed by the Member or the Representative, or by the Member's or the Representative's attorney duly authorised in writing or, if the Member is a corporation, either executed in accordance with section 127 of the Corporations Act or otherwise signed by an officer or attorney duly authorised by the corporate Member.
- (c) The instrument of proxy is valid if it contains the following information, and any additional information required by the Corporations Act (notwithstanding section 111L of the Corporations Act):
 - (i) the name and address of the Member or Representative;
 - (ii) the name of the Company;
 - (iii) the proxy's name or the name of the office of the proxy; and
 - (iv) the meetings at which the instrument of proxy may be used.

- (d) The instrument of proxy shall not be treated as invalid merely because it does not specify all of the information required by **clause 19(c)**.
- (e) The instrument appointing a proxy is deemed to confer authority to demand or join in demanding a poll.
- (f) A Member may instruct that Member's proxy to vote in favour of or against any proposed resolutions.
- (g) Unless otherwise instructed the proxy may vote or abstain as the proxy thinks fit.
- (h) Unless otherwise indicated when voting, where a proxy votes, the proxy is deemed to have voted all directed proxies in the manner directed.
- (i) A proxy need not be a Member.
- (j) The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a certified copy of that power or authority must be deposited at the Office, or at such other place specified for that purpose in the notice convening the meeting, not less than twenty-four (24) hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than twenty-four (24) hours before the time appointed for the taking of the poll and in default the instrument of proxy is not valid.

An instrument appointing a proxy may be sent to an electronic address in the notice convening the meeting provided that the date of deposit is deemed to be the next Business Day after it is sent.

- (k) A vote given in accordance with the terms of an instrument of appointment of proxy or attorney is valid despite the previous death or unsoundness of mind of the principal or revocation of the instrument or of the authority under which the instrument was executed, if no intimation in writing of such death, unsoundness of mind or revocation is received by the Company at the registered office before the commencement of the meeting or adjourned meeting at which the instrument is used.
- (l) Where a Member or Representative appoints a proxy or attorney, the proxy or attorney may not vote on a show of hands. A proxy or attorney may vote on a poll.
- (m) An appointment received at an electronic address will be taken to be signed by the Member or Representative if:
 - (i) a personal identification code allocated by the Company to the Member or Representative has been inserted into the appointment; or
 - (ii) the appointment has been verified in another manner approved by the Board.
- (n) A proxy's appointment is valid at an adjourned meeting.

- (o) A proxy or attorney may be appointed for all meetings or for any number of meetings or for a particular purpose.
- (p) An undated appointment is taken to have been dated on the day it is given to the Company.
- (q) A later appointment revokes an earlier one.
- (r) Unless otherwise provided in the appointment, the appointment of the proxy or attorney confers authority to vote:
 - (i) on:
 - (A) any amendment moved to the proposed resolutions and/or on any motion that the proposed resolution not be put; and
 - (B) any procedural motion; and
 - (ii) on any motion before the meeting whether or not the motion is referred to in the appointment.
- (s) Where a proxy appointment is signed by a Member or Representative but does not name or identify the proxy, the chair of the meeting may either vote as proxy or complete the appointment by inserting the name of a director or the Secretary as the proxy.
- (t) A proxy's authority to speak and vote for a Member at a meeting is suspended while the Member or Representative is present at the meeting.

20 Objections

- (a) An objection to the qualification of a voter may only be raised at the meeting or adjourned meeting at which the voter tendered a vote.
- (b) An objection must be referred to the chair of the meeting for determination. The chair's determination is final.
- (c) A vote which the chair of the meeting allows despite an objection is valid for all purposes.

21 Written Resolutions of Members

- (a) The Company may pass a resolution without holding a general meeting if all Members entitled to vote on a resolution sign a document containing a statement that they are in favour of the resolution set out in the document. The resolution is passed when the last Member signs.
- (b) Separate copies of a document may be signed by Members if the wording is identical in each copy.

22 Accounts and Company Records

- (a) The Company must keep true financial records of all assets, investments and money received by the Company subject to any trust or conditions and of all money received and expended by the Company.
- (b) If the Company is required by law to appoint an Auditor, then at least once in every Financial Year the financial records of the Company must be examined by the Auditors who will report to the Members in accordance with the provisions of the Corporations Act, notwithstanding section 111L of the Corporations Act.
- (c) The Board must from time to time determine in accordance with this Constitution, the Corporations Act and the ACNC Act at what times and places and under what conditions or regulations the financial and other records of the Company are open to inspection of Members.
- (d) Notwithstanding section 111L of the Corporations Act:
 - (i) The Board must cause a financial report, Director's report and Auditor's report (if any) to be prepared, distributed and presented to each annual general meeting (or other annual meeting) as required by the Corporations Act and the ACNC Act; and
 - (ii) Unless the Corporations Act otherwise provides, the financial report must be made up to a date no more than five (5) months before the date of the meeting.

23 Cheques

All cheques, promissory notes, bank drafts, bills of exchange and other negotiable instruments must be signed, drawn, accepted, endorsed or otherwise executed as the Board from time to time determines. All money received by the Company must be deposited at the earliest possible date to the credit of the Company's bank account. Receipts for money received must be issued promptly and signed by a Director or by such other person as the Board from time to time determines.

24 Secretary

There must be at least one Secretary of the Company appointed by the Board for such term and upon such conditions as the Board thinks fit. Any Secretary appointed may be removed by the Board. Nothing prevents the Board from appointing a Member as honorary secretary.

25 Seal

- (a) The Board will provide for the safe custody of the Seal which may only be used by the authority of the Board, and every instrument to which the Seal is affixed must be signed by a Director and countersigned by the Secretary or by a second Director or by some other person appointed by the Board for that purpose.
- (b) The Board may execute a document without using its Seal in accordance with the Corporations Act.

26 Notices

- (a) Any notice required by law or by or under this Constitution to be given to any Member may be given by sending it:
 - (i) by post to that Member at that Member's registered address; or
 - (ii) by electronic means to the electronic address (if any) nominated by the Member.
- (b) Where notice is sent by post, service of the notice is deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have been effected in the case of a notice of a meeting three (3) days after it is posted. Where service is effected by electronic means, the date of service is deemed to be the Business Day it is sent.
- (c) Notice of every general meeting must be given in the manner authorised by this Constitution to:
 - (i) every Director and Secretary;
 - (ii) every Member except those Members who (having no registered address within Australia) have not supplied to the Company an address within Australia for the giving of notices; and
 - (iii) the Auditors (if any); and
 - (iv) no other person is entitled to receive notices of general meetings.
- (d) Notice of every Board meeting shall be given to every Director and Secretary. Such notice shall afford the Director a reasonable opportunity to participate in the meeting.

27 Indemnity

- (a) To the extent permitted by the Corporations Act, the Company indemnifies every person who is or has been an officer of the Company against any liability incurred by that person as such an officer in respect of any act or omission whatsoever and howsoever occurring in defending proceedings, whether civil or criminal.

- (b) The Company may pay or agree to pay a premium in respect of a contract insuring a person who is or has been an officer of the Company against a liability incurred by the person as such an officer unless the liability arises out of:
 - (i) conduct involving a willful breach of duty in relation to the Company;
or
 - (ii) without limiting paragraph (i), a contravention of section 182 or 183 of the Corporations Act, or Governance Standard 5 in section 45.25 of the ACNC Regulation, or for costs and expenses incurred by the person as such an officer or Auditor (if any) in defending proceedings, whether civil or criminal and whatever their outcome.
- (c) Despite anything in this Constitution, a Director is not precluded from voting in respect of any contract or proposed contract of insurance merely because the contract insured or would insure the Director against a liability incurred by the Director as an officer of the Company or of a related body corporate.
- (d) In this clause:
 - (i) **indemnify** has the same meaning as in section 199A of the Corporations Act;
 - (ii) **officer** has the meaning given to that term in section 9 of the Corporations Act; and
 - (iii) **pay** has the same meaning as in section 199B of the Corporations Act.

28 By-Laws, Rules and Regulations

The Board may from time to time make such by-laws, rules and regulations not inconsistent with the Constitution as in the opinion of the Board are necessary and desirable for the proper control, administration and management of the Company's operations, finances, affairs, interests, effects and property and for the contributions, duties, obligations and responsibilities of the Members and amend or rescind from time to time any such by-laws, rules or regulations.

29 Winding up or Dissolution of Company

If upon the winding up or dissolution of the Company there remains after satisfaction of all its debts and liabilities any property, the same must not be paid to or distributed amongst the Members but must be given or transferred to a fund, authority or institution:

- (a) with objects similar in whole or in part to the Aims and is charitable; and
- (b) that is not carried on for the profit or gain of its individual members,

such funds, authorities or institutions to be determined by the Board at or before the time of dissolution or, in default, by application to the Supreme Court of New South Wales for determination.