



QCPCA CONSTITUTION

ACN 159 751 587

A public company limited by guarantee

This constitution adopted on 14/11/2022

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A. GENERAL

1. Name of the Company

1.1 The name of the Company is QCPCA.

2. Objects

2.1 The Objects of the Company are to:

- a) support and represent Parents and Citizens Associations, School Councils and families with children in state schools; and
- b) ensure students obtain the best standard of education possible; and
- c) advance education in Queensland.

2.2 The Company pursues the Objects through a range of activities and services that may include but not be limited to:

- a) advocating on behalf of Parents and Citizens Associations and School Councils to any government body or agency;
- b) fostering and encouraging the activities of Parents and Citizens Associations and School Councils in the interests of state school students;
- c) working to improve education to ensure children receive the best possible education in state schools;
- d) promoting the cause of education in state schools and encouraging community involvement in education;
- e) being non-sectarian and non-party political; and
- f) doing anything ancillary or incidental to the Objects.

3. Type of Company

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

3.2 The Company must not distribute any income or assets directly or indirectly to its Members as Members.

3.3 Clause 3.2 does not stop the Company from doing the following things, provided they are done in good faith:

- a) paying a Member for goods or services they have provided or expenses they have properly incurred at fair and reasonable rates or rates more favourable to the Company, or
- b) making a payment to a Member in carrying out the Company's Objects.

3.4 The replaceable rules set out in the Corporations Act do not apply to the Company.

3.5 This constitution comprises a contract between:

- a) the Company and each Member;
- b) the Company and each Director;

- c) the Company and the Company Secretary; and
 - d) a Member and each other Member.
- 3.6 Each Member must contribute an amount not more than \$2.00 to the property of the Company if the Company is wound up while the Member is a Member, or within 12 months after they stop being a Member, and this contribution is required to pay for the:
- a) debts and liabilities of the Company that exceed the Company's assets incurred before the Member stopped being a Member, and
 - b) costs of winding up.

4. Powers of the Company

- 4.1 The Company has the following powers which may only be used to carry out its Objects:
- a) the powers of an individual, and
 - b) all the powers of a company limited by guarantee under the Corporations Act.

5. Definitions

- 5.1 In this constitution, capitalised terms have the following meanings:

ACNC means the Australian Charities and Not-for-profits Commission;

ACNC Act means the Australian Charities and Not-for-profits Commission Act 2012 (Cth);

Board means some or all of the Directors acting as the board of directors of the Company;

Chair means the Director holding the office of Chair in accordance with clause 29;

Corporations Act means the Corporations Act 2001 (Cth);

Director means an individual appointed or elected as Director of the Company;

General Meeting means a duly constituted meeting of the Members and includes an Annual General Meeting;

Member means a member of the Company in accordance with Part B – Membership of this constitution;

Regulations mean the regulations made by the Board in accordance with clause 33;

Representative means the individual appointed by a Member to represent the Member pursuant to s250D of the Corporations Act and in accordance with clause 9;

Company Secretary means the individual appointed as the Company's Secretary under clause 46.

6. Interpretation

6.1 In this constitution:

- a) mandatory provisions of the Corporations Act and the ACNC Act override any clause in this constitution which is inconsistent with those Acts;
- b) a word or expression that is defined or used in the Corporations Act and covering the same subject has the same meaning as in this constitution;
- c) reference to an act includes every amendment, re-enactment, or replacement of that act and any subordinate legislation made under that act such as regulations;
- d) a reference to a clause or sub-clause is to a clause or sub-clause of this constitution;
- e) where a word or phrase is defined, its other grammatical forms or parts of speech have corresponding meaning;
- f) reference to a person is a reference to an individual, company, any other body corporate, partnership, joint venture, association or other body whether or not incorporated;
- g) the words 'writing' and 'written' include any mode of representing or reproducing, including electronically, words, figures, drawings or symbols in a visible or communicable form;
- h) headings are for convenience only and do not affect the interpretation of this constitution;
- i) the words 'including', 'for example', or similar expressions do not limit the inclusions or examples;
- j) a gender includes all genders;
- k) singular includes plural and vice versa.

B. MEMBERSHIP

7. Classes and criteria of membership

7.1 The classes of membership are:

- a) Ordinary Members;
- b) Associate Members; and
- c) Honorary Life Members.

7.2 The Board may provide for categories of Members within each class on such terms and conditions as the Board determines.

7.3 A Parents and Citizens Association within the meaning of the Education (General Provisions) Act 2006 (Qld) may apply to be an Ordinary Member.

- 7.4 An entity or individual that/who supports the Objects but does not otherwise qualify for Ordinary Membership may apply to be an Associate Member.
- 7.5 The Board may confer Honorary Life Membership to an individual who in the opinion of the Board is worthy of life membership by reason of their outstanding and meritorious service to the Company and who satisfies the criteria as prescribed in the Regulations.
- 7.6 The Board may from time to time determine additional requirements for admission as a Member, and as a Member in a particular class or category of Membership.

8. Rights and obligations of Members

- 8.1 Ordinary Members have the following rights:
- a) to receive notices of and to attend General Meetings;
 - b) to nominate candidates for election as Directors; and
 - c) to vote at General Meetings and on resolutions put to the membership and on the election of Directors.
- 8.2 Associate Members are entitled to receive notices of and to attend General Meetings. Associate Members do not have any voting rights and are not entitled to nominate or elect Directors.
- 8.3 Honorary Life Members are entitled to receive notices of and to attend General Meetings and may vote at General Meetings and on resolutions put to the membership and on the election of Directors. Honorary Life Members are not entitled to nominate candidates for election as Directors. Honorary Life Members may stand for election as a Director if duly nominated by an Ordinary Member.
- 8.4 The Board may extend benefits and privileges of membership that may differ between classes and categories of membership and within classes and categories of membership, but no such benefits or privileges shall affect the rights of Members in this clause 8.
- 8.5 A Member who has not paid any fees payable under clause 11 by the due date will not be entitled to exercise their rights while the fee remains unpaid.
- 8.6 The rights of a Member are not transferrable.
- 8.7 The rights of Members of a particular class are not to be taken as being varied by the admission of more Members to that class or the addition or deletion of other classes of membership or categories of membership within a class.
- 8.8 Members shall conduct themselves in accordance with this constitution and any Regulations.

9. Representatives

- 9.1 An Ordinary Member or an Associate Member that is an entity may appoint an individual as its Representative. The appointment may be a standing one.

- 9.2 The appointment may set out restrictions on the Representative's powers.
- 9.3 The appointment may be made by reference to a position held.
- 9.4 A Member may appoint more than 1 Representative but only 1 Representative may exercise the Member's powers at any one time.
- 9.5 A Representative may exercise, on the Member's behalf, any and all of the powers that the Member could exercise as a Member, unless the appointment specifies otherwise.
- 9.6 A Member may by notice to the Company Secretary change its Representative.
- 9.7 The Company Secretary will keep a register of Representatives.

10. Application for Membership

- 10.1 An application for membership must be in a form prescribed by the Board.
- 10.2 The Board may approve or reject an application of membership.
- 10.3 The Board is not required to give a reason for the rejection of any application for membership.
- 10.4 The Board may delegate the consideration and determination of any membership application.
- 10.5 Once made, written notice of the Board's decision shall be sent to the applicant.
- 10.6 The acceptance of an applicant to be a Member is subject to payment of any applicable fees and is void if payment is not made in accordance with this constitution or the Regulations.
- 10.7 If the applicant is not admitted to membership, then any moneys paid by them for membership must be returned to them in full.
- 10.8 Subject to clause 10.6 an applicant becomes a Member and is entitled to exercise the rights and privileges of that membership when their name is entered in the register of Members.

11. Membership fees

- 11.1 The Board may set any membership fees and may determine different fees:
 - a) for different classes or categories of membership;
 - b) within classes or categories of membership; or
 - c) for different Members.
- 11.2 The Board may in its discretion waive or vary the amount of any membership fee.

12. Register of Members

- 12.1 An applicant becomes a Member when they are entered on the register of Members.
- 12.2 A Member must promptly notify the Company Secretary of any change to their details as recorded in the register of Members.

13. Ceasing to be a Member

- 13.1 A Member ceases to be a Member:
- a) if they resign;
 - b) if they are wound up or dissolved;
 - c) if they fail to pay any membership fees within the prescribed time as set out in the Regulations, unless the Board resolves otherwise;
 - d) if an Ordinary Member they cease to be eligible to be an Ordinary Member, on the date that the Board resolves to terminate the membership;
 - e) if they are an individual and:
 - i) they die;
 - ii) are found guilty or convicted of an offence with respect to a child;
or
 - iii) are found guilty or convicted of an indictable offence.
- 13.2 Upon ceasing to be a Member, the Member's name will be removed from the register of Members.
- 13.3 Any Member ceasing to be a Member:
- a) remains liable for any money owing by that Member to the Company and, if the Company is wound up within one year of the date the Member ceases to be a Member, the guarantee under clause 3.6;
 - b) shall not be entitled to any refund, in full or part, of any membership fees paid; and
 - c) shall not be readmitted as a Member until any unpaid moneys outstanding at the time they ceased to be a Member are paid including any interest or other charges levied on any outstanding moneys.

14. Suspension or expulsion of a Member

- 14.1 The Board may suspend or expel a Member from the Company if the Board considers that the Member:
- a) has failed to comply with this constitution or the Regulations;
 - b) has acted in a manner prejudicial to the interests of the Company; or
 - c) has acted in a manner that renders it undesirable that the Member continues to be a Member.
- 14.2 At least 28 days before the Board takes any disciplinary action, the Company Secretary must notify the Member in writing that:
- a) the Board is considering disciplinary action which shall be specified, and the date place and time that such proposed disciplinary action will be considered by the Board;
 - b) the reason for such proposed disciplinary action; and
 - c) that the Member may explain or defend themselves by:

- i) sending the Board a written explanation; and/or
 - ii) speaking at a meeting of the Board convened for that purpose (but the Member may not be present during Board deliberations or voting on the resolution unless the Board allows).
 - d) If the Member is a Director, the Director may not be present during any Board deliberations about, or to vote on, the disciplinary actions the Board may take.
- 14.3 After considering any explanation, the Board may:
- a) take no further action;
 - b) warn the Member;
 - c) suspend the Member's rights as a Member for a period of no more than 12 months;
 - d) expel the Member;
 - e) refer the decision to an unbiased, independent person on the condition that the person can only make a decision that the Board could have made; or
 - f) require the matter to be determined at a General Meeting.
- 14.4 The Company Secretary must give written notice to the Member of the decision promptly.
- 14.5 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.
- 14.6 Subject to clause 14.7, a Member may request the Board to reconsider any action it takes under clause 14.3.
- 14.7 A Member to be expelled in accordance with clause 14.3d) may appeal against that resolution. Such an appeal must be made in writing and must be received within 28 days after the date of the notice of expulsion or such longer time as the Board may decide in their complete discretion (Appeal Notice).
- 14.8 If an Appeal Notice is received by the Board within the required timeframe, the Board will refer the appeal to the Appeal Committee.
- 14.9 The Appeal Committee will be constituted as required and will comprise of three persons appointed by the Board. Members of the Appeal Committee may include representatives of Ordinary Members, Honorary Life Members and/or independent persons. Directors may not be appointed to the Appeal Committee.
- 14.10 The Member's membership will be taken to be suspended as at the date of the notice of expulsion, pending the decision of the Appeal Committee.
- 14.11 The Appeal Committee must convene to hear the appeal within 28 days of the Board receiving the Appeals Notice.
- 14.12 All procedures in relation to the hearing of the appeal are to be prescribed by the Regulations.
- 14.13 The Member must be given an opportunity to fully present their case why the appeal should be granted.

- 14.14 Within 14 days of the hearing of the appeal, the Appeal Committee must determine the appeal and must forward their decision to the Company Secretary who must report to the Board.
- 14.15 The decision of the appeal by the Appeal Committee must be either unanimous or by majority.
- 14.16 An applicant is not entitled to legal representation at the hearing but is entitled to have an accompanying person.
- 14.17 If the resolution to expel the Member is not overturned by the Appeal Committee, the Member's expulsion takes effect from the date of the notice of expulsion. If the Appeal Committee overturns the expulsion then the Member's membership continues in full effect.

C. GENERAL MEETINGS

15. Calling a General Meeting

- 15.1 The Board may call a General Meeting.
- 15.2 Subject to clause 15.3, 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 Board must:
 - a) within 21 days of the Members' request, give all Members notice of a General Meeting, and
 - b) hold the General Meeting within 2 months of the Members' request.
- 15.3 A General Meeting must be held for a proper purpose.
- 15.4 A General Meeting, called the Annual General Meeting, must be held at least once in every calendar year.
- 15.5 Even if these items are not set out in the notice of meeting, the business of an Annual General Meeting may include:
 - a) a review of the Company's activities;
 - b) a review of the Company's finances;
 - c) any auditor's report; and
 - d) the announcement of Directors.
- 15.6 A General Meeting may be held at two or more venues, or wholly or partly online or virtually, using any technology that gives the Members a reasonable opportunity to participate, including to hear and be heard.
- 15.7 Anyone using this technology is taken to be present in person at the meeting.
- 15.8 A virtual General Meeting is deemed to have been held at the Company's registered office.
- 15.9 A General Meeting that is partly held using technology, and partly in person, is deemed to have been held at the registered office of the Company.
- 15.10 A General Meeting must be held:

- a) at a reasonable time; and
- b) if the meeting is being held at a physical location or locations and any of the Members are entitled to physically attend the meeting - at a reasonable location or locations; and
- c) if virtual meeting technology is used in holding the meeting- the technology gives the persons entitled to attend the meeting, as a whole, a reasonable opportunity to participate without being physically present in the same place.

15.11 A meeting is taken to be held at a reasonable time if any of the following applies:

- a) if there is only one location at which the Members who are entitled to physically attend the meeting may do so - the meeting is held at a time that is reasonable at the location;
- b) if there are 2 or more locations at which the Members who are entitled to physically attend the meeting may do so - the meeting is held at a time that is reasonable at the main location for the meeting as set out in the notice of the meeting;
- c) if the meeting is held using virtual meeting technology - the meeting is held at a time that is reasonable at the place where the meeting is taken to be held.

16. Notice of a General Meeting

16.1 Notice of a General Meeting must be given to:

- a) each Member;
- b) each Director; and
- c) the auditor, if any.

16.2 Notice of a General Meeting must include:

- a) the time, date and place of the General Meeting or the technology, or both, that will be used to facilitate the General Meeting;
- b) the general nature of the General Meeting's business;
- c) if applicable, that a special resolution is to be proposed and the words of the proposed resolution;
- d) a statement that Members have the right to appoint a proxy.

16.3 Notice of a General Meeting must be provided in writing at least 21 days before the meeting. See clause 49 regarding when notice is taken to be effected.

16.4 Notice of a General Meeting may be provided less than 21 days before the meeting if:

- a) for an Annual General Meeting, all the Members entitled to attend and 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.

- 16.5 Notice of a General 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.
- 16.6 The accidental failure to give notice of any General Meeting to, or the non-receipt of notice of a General Meeting by, any Member entitled to receive notice will not invalidate the proceedings at or any resolution passed at the General Meeting.
- 16.7 A Member's attendance at a General Meeting waives any objection that that Member may have to a failure to give notice, or the giving of a defective notice, of the General Meeting.

17. Quorum at a General Meeting

- 17.1 A quorum for a General Meeting is 80 Members entitled to vote, present in person, by proxy or by Representative or, when applicable, by direct vote.
- 17.2 No business may be conducted at a General Meeting if a quorum is not present.
- 17.3 If a quorum is not present within 30 minutes after the time appointed for a General Meeting:
- a) if convened by or on requisition of Members – the meeting is cancelled; and
 - b) in any other case, the meeting stands adjourned to such other day, time and place as the Board appoints by notice to the Members and others entitled to notice of the meeting. If no quorum is present at the adjourned meeting within 30 minutes after the starting time set for that meeting, the meeting is cancelled.

18. Chair of a General Meeting

- 18.1 Usually, the Chair will chair any General Meeting.
- 18.2 If there is no Chair, or the Chair is absent from a General Meeting, or is unable or not willing to act as chair of the meeting or of part of the meeting, then the Deputy Chair (if there is one) will act as chair of that meeting or part of it until such time as the Chair joins the General Meeting or can resume the role of chair (as applicable).
- 18.3 If there is no Chair and no Deputy Chair or if the Deputy Chair is absent from a General Meeting, or is unable or not willing to act as chair of the meeting or of part of the meeting, then the Directors present may elect one of their number present to be chair of that meeting or part of it until such time as the Chair or Deputy Chair joins the General Meeting or can resume the role of chair.
- 18.4 If there are no Directors present at the General Meeting or the Directors are unable or not willing to act as chair of the meeting or of part of the meeting, then the Members present may elect a person present to be chair

of that meeting or part of it until such time as the Chair or Deputy Chair joins the General Meeting or can resume the role of chair (as applicable).

- 18.5 The chair of a General Meeting is responsible for the conduct of the meeting. Any question arising at a General Meeting relating to the order of business, procedure or conduct of the meeting must be referred to the chair whose decision is final.
- 18.6 The chair of a General Meeting may at any time they consider it necessary or desirable for the proper and orderly conduct of the meeting:
- a) impose a limit on the time that a person may speak on a motion or other item of business, question, motion or resolution being considered by the meeting;
 - b) terminate debate or discussion; and
 - c) adopt any procedures for casting or recording votes at the meeting whether on a show of hands, on the voices or a poll.
- 18.7 The chair may at any time during the course of a General Meeting, and must if so directed by the meeting, adjourn the meeting from time to time and from place to place, but no business may be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- 18.8 When a meeting is adjourned for 30 days or more, notice of the adjourned meeting must be given as in the case of an original meeting.

19. Decisions at a General Meeting

- 19.1 Each Member entitled to vote has one vote. The vote may be exercised in person, by proxy or by the Member's Representative.
- 19.2 An ordinary resolution is passed if the number of votes cast in favour of that resolution is greater than one half of the total number of votes cast.

20. Methods of voting at a General Meeting

- 20.1 A resolution put to the vote of a General Meeting shall be decided on a show of hands unless a poll is required under this constitution or the Corporations Act, or demanded by:
- a) the chair of the meeting;
 - b) at least 5 Members entitled to vote on the resolution; or
 - c) Members with at least 5% of the votes that may be cast on the resolution on a poll.
- 20.2 Proxies shall not be counted on a vote by a show of hands.
- 20.3 A proxy holder must be a Representative of another Ordinary Member or an Honorary Life Member.
- 20.4 A person must not be proxy for more than one appointor.
- 20.5 A proxy appointment may specify the way the proxy must vote on a particular resolution.

- 20.6 The proxy holder must vote on a proposed resolution in accordance with a direction, if any.
- 20.7 Proxy forms must be received by the Company at least 48 hours before a meeting at the address (which may be an electronic address) stated in the notice.
- 20.8 A poll requested on a resolution at a General Meeting must be taken in the manner and at the time and place the chair of the meeting directs.
- 20.9 The result of a poll requested and taken on a resolution of a General Meeting is a resolution of that meeting.
- 20.10 Each Member entitled to vote at a General Meeting may vote by direct vote using electronic means where such an option is offered by the Board.
- 20.11 The Board may prescribe Regulations in relation to direct voting, including specifying the form, method and timing of giving a direct vote in order for the vote to be valid.
- 20.12 If a Member has cast a direct vote on a matter being considered at a General Meeting and the Member or their Representative or proxy is at the General Meeting, they are not entitled to vote and must not vote on the matter at the General Meeting. Their direct vote will be counted if a poll is taken on the matter.
- 20.13 An objection to the qualification of a Member to vote at a General Meeting:
- a) must be raised before or at the meeting at which the vote objected to is given or tendered; and
 - b) must be referred to the chair of the meeting whose decision on the qualification to vote is final.

21. Cancellation or postponement of a General Meeting

- 21.1 The Board in its discretion may cancel, postpone or change the venue of an upcoming General Meeting, by giving notice of the changes.

22. Members resolutions

- 22.1 Member/s may give the Company notice of a proposed resolution provided:
- a) the proposed resolution is valid and for a proper purpose;
 - b) that the Members have at least 5% of the votes that may be cast on the resolution or the Members comprise at least 100 Members who are entitled to vote at a General Meeting or the Members meet another requisite percentage or number of Members provided by Regulation; and
 - c) the notice is in writing, sets out the wording of the proposed resolution and is signed by the proposing Members.
- 22.2 Subsequent to notice of a resolution, the Company must give all its Members notice of the resolution at the same time or as soon as practicable afterwards, and in the same way, as it gives notice of a meeting. The resolution is then to be considered at the next General Meeting that must occur no earlier than 2 months after the notice is given.

- 22.3 Detailed information regarding this process is described in the provisions of Sections 249N to Section 249P inclusive of the Corporations Act. Members may put resolutions only in accordance with the process outlined in these provisions.

D. BOARD OF DIRECTORS

23. Board composition

- 23.1 The Board will have a minimum of 6 and a maximum of 9 Directors comprising:
- a) 6 Elected Directors elected by the Members (**Elected Directors**); and
 - b) At least 1 and up to 3 Directors appointed by the Board under clause 24 (**Appointed Directors**).
- 23.2 Where the office of a Director becomes vacant, the continuing Directors may continue to act except where the number of Directors is reduced to 6 or lower, in which case the continuing Directors may act only:
- a) to appoint Directors for the purpose of increasing the number of Directors to 6 or higher;
 - b) to convene a General Meeting; or
 - c) in an emergency.

24. Appointed Directors

- 24.1 The Board must appoint at least 1 individual and may appoint up to 3 individuals to hold office as Appointed Directors upon such terms and conditions as the Board determines.
- 24.2 An Appointed Director will have specific skills, experience, perspectives or capabilities that the Board considers desirable.

25. Term of office for Directors

- 25.1 The term of office of an Elected Director commences at the conclusion of the Annual General Meeting at which their election is announced and ends at the conclusion of the second following Annual General Meeting. If eligible, a retiring Elected Director may be re-elected.
- 25.2 The term of office of an Appointed Director commences at the time of the resolution of the Board appointing the Director and ends at such time as the Board determines at the time of appointment, being no more than 2 years later. If eligible, an Appointed Director whose term expires may be re-appointed.
- 25.3 The maximum continuous period for which a person may hold office as a Director is 6 years.
- 25.4 A person who has held office as a Director for the maximum continuous period is eligible for reappointment after a period of one year from the date that the person last held office as a Director.

25.5 The maximum continuous period of 6 years does not include any period of a person's appointment to fill a casual vacancy under clause 38.1.

26. Eligibility of Directors

- 26.1 A person is eligible for election or appointment as a Director if they:
- a) are over the age of 18 years;
 - b) give the Company their signed consent to act as a Director of the Company;
 - c) are not ineligible to be a Director under law, including the Corporations Act and the ACNC Act; and
 - d) are not an employee of the Company or have not been an employee of the Company for at least the preceding 2 year period.

27. Election of Elected Directors

- 27.1 The Board may make Regulations consistent with the constitution regarding the procedures for the conduct of elections and the nomination process.
- 27.2 At least 6 weeks before the Annual General Meeting, the Board must:
- a) determine the number of Elected Directors to be elected by the Members; and
 - b) give notice to the Ordinary Members of the number of vacancies that may be filled and call for nominations of candidates for election as an Elected Director.
- 27.3 Nominations of candidates for election as an Elected Director must be received by the Company Secretary in the time prescribed in the Regulations.
- 27.4 An Ordinary Member may nominate candidates for election as an Elected Director. A candidate must be:
- a) a member of the nominating Ordinary Member; and
 - b) endorsed by a motion at a general meeting of the Ordinary Member.
- 27.5 The nomination form must:
- a) be in writing in the form determined by the Board from time to time; and
 - b) include any required information (such as the candidate's skills and experience) as determined by the Board from time to time.
- 27.6 At the close of nominations if there are more candidates for election than there are vacant positions to be filled, then a ballot will be conducted in accordance with the Regulations set by the Board.
- 27.7 If a ballot is to be conducted, the Board will appoint a returning officer who must not be a Director or a candidate.
- 27.8 If at the close of nominations there are the same number or fewer candidates for election than there are vacant Elected Director positions to be filled, then all eligible candidates will be deemed to have been elected

and no ballot will be held. Any resulting vacancies in the position of Elected Directors shall be casual vacancies to which clause 38.1 applies.

27.9 The results of an election will be announced at the Annual General Meeting.

28. No alternate directors

28.1 Directors are not entitled to appoint alternate directors.

29. Chair and Deputy Chair

29.1 The Board should appoint a Director as Chair and another Director as Deputy Chair.

29.2 The Board may determine the period for which a Director is Chair or Deputy Chair.

29.3 The Chair and Deputy Chair have such powers and duties as specified in this constitution, as required by law and as determined by the Board.

29.4 The Chair and Deputy Chair will not hold office beyond their retirement or removal from the Board as a Director.

30. Powers of the Board

30.1 The business of the Company is to be managed by or under the direction of the Board who may exercise all the powers of the Company that are not required by the Corporations Act or by this constitution to be exercised by the Company in General Meeting.

31. Duties of Directors under common law and legislation

31.1 The Directors must comply with their duties as directors under legislation and common law.

31.2 Without limiting clause 31.1 the Directors must comply with the following duties:

- 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 Objects of the Company;
- c) not to misuse their position as a Director;
- d) not to misuse information they gain in their role as a Director and to maintain the confidentiality of information received in their role as a Director;
- e) to disclose any perceived or actual material conflicts of interest in the manner set out in this constitution;
- f) to ensure that the financial affairs of the Company are managed responsibly; and
- g) not to allow the Company to operate while it is insolvent.

32. Delegation of powers

- 32.1 The Board may delegate any of its powers to:
- a) a committee;
 - b) a Director;
 - c) an employee of the Company; or
 - d) any other person,
- and may revoke that delegation.
- 32.2 The delegate must exercise the powers delegated in accordance with any directions, terms and conditions as set by the Board.

33. Regulations

- 33.1 The Board may from time to time may make, amend, or repeal such Regulations as it determines are appropriate for the purposes of giving effect to any provision of this constitution or to govern the procedures and activities of the Company. Any such Regulations:
- a) must not be inconsistent with any provision in this constitution; and
 - b) when in force is binding on all Members.

34. Payments to Directors

- 34.1 The Company must not pay fees to a Director for acting as a Director.
- 34.2 The Company may:
- a) pay a Director for work they do for the Company, other than as a Director, if the amount is no more than a reasonable fee for the work done; or
 - b) reimburse a Director for expenses properly incurred by the Director in connection with the affairs of the Company.
- 34.3 Any payment made under clause 34.2 must be approved by the Board.
- 34.4 The Company may pay premiums for insurance indemnifying Directors, as allowed for by law (including the Corporations Act) and this constitution.

35. Conflict of interest

- 35.1 A Director must disclose the nature and extent of any actual or perceived material conflict of interest in a matter that is being considered at a meeting of the Board (or that is proposed in a circular resolution):
- a) to the other Directors; or
 - b) if all of the Directors have the same conflict of interest, to the Members at the next General Meeting, or at an earlier time if reasonable to do so.
- 35.2 Each Director who has a material personal interest in a matter that is being considered at a Board meeting (or that is proposed in a circular resolution) must not:
- a) be present at the meeting while the matter is being discussed; or

b) vote on the matter,

except if the Directors who do not have a material personal interest in the matter pass a resolution that:

- c) identifies the Director, the nature and extent of the Director's interest in the matter and how it relates to the affairs of the Company; and
- d) says that those Directors are satisfied that the interest should not stop the Director from voting or being present.

35.3 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 voided or rendered voidable merely because the Director holds office as a Director or because of the fiduciary obligations arising out of that office.

36. Exceptions

36.1 Despite the existence of a real or perceived conflict, a Director may still be present and vote if:

- a) their interest arises because they are a Member of the Company, and the other Members have the same interest;
- b) their interest relates to an insurance contract that insures, or would insure, the Director against liabilities that the Director incurs as a Director of the Company;
- c) their interest relates to a payment by the Company in respect of an indemnity provided for in this constitution, or any contract relating to an indemnity that is allowed under the Corporations Act; or
- d) Australian Securities and Investments Commission (ASIC) makes an order allowing the Director to vote on the matter.

36.2 The disclosure of a conflict of interest by a Director must be recorded in the minutes of the meeting.

37. Ceasing to be a Director

37.1 In addition to any other way a Director ceases to be a Director, a Director ceases to be a Director if they:

- a) resign by written notice to the Company Secretary;
- b) are subject to any of the circumstances prescribed by the Corporations Act or the ACNC Act resulting in the ending or vacating of the office;
- c) become of unsound mind or a person who is, or whose estate is, liable to be dealt with in any way under the law relating to mental health unless (in the opinion of a majority of Directors) the Director can fully participate in the governance of the Company, despite their mental incapacity;
- d) die;

- e) become bankrupt or make any arrangement or composition with their creditors generally, unless, subject to the Corporations Act, the Board resolves otherwise;
- f) are convicted on indictment of an offence and the Board does not at the next meeting of the Board after that conviction resolve to confirm the Director's appointment to the office of Director;
- g) are absent from all meetings of the Board held during a period of 6 months, with or without the consent of the Board, unless at the next meeting of the Board, the Board resolves otherwise;
- h) fail to disclose a material personal interest in breach of the law unless at its next meeting the Board resolves otherwise;
- i) are removed as a Director by ordinary resolution of the Company in General Meeting;
- j) become a paid employee of the Company; or
- k) are found guilty by a tribunal, industrial commission, court of competent jurisdiction or other similar authority of engaging in discriminatory conduct or harassment towards employees of the Company or other Members or their employees.

38. Casual vacancies on the Board

- 38.1 If a casual vacancy in the position of an Elected Director occurs, the Board may appoint a member of an Ordinary Member to fill the vacancy until the end of the predecessor's term.

39. Frequency and mode of Board meetings

- 39.1 The Board may meet together (including by technological means) for the despatch of business and adjourn and otherwise regulate its meetings as frequently and in the manner it sees fit.

40. Calling a Board meeting

- 40.1 A Director may at any time, and the Company Secretary upon the request of a Director, must convene a Board meeting.

41. Notice of a Board meeting

- 41.1 Unless special circumstances apply, at least 48 hours notice must be given to each Director of the place, date and time of a Board meeting.
- 41.2 Notice of a Board meeting must be given by such means as have been agreed by the Directors.
- 41.3 Non-receipt of any notice of a Board meeting by a Director does not affect the validity of the convening of the meeting.

42. Chair of a Board meeting

- 42.1 The Chair is entitled to chair all Board meetings.
- 42.2 In the absence of the Chair, the Deputy Chair is entitled to chair Board meetings.

42.3 In the absence of the Chair and Deputy Chair, the Directors at a Board meeting may choose a Director to be the chair.

43. Quorum at a Board Meeting

43.1 The quorum for a meeting of the Board shall be the number that is a majority of the Directors currently in office.

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

44. Decisions of the Board

44.1 A resolution of the Board must be passed by a majority of the votes cast by Directors present and entitled to vote on the resolution.

44.2 The Board may pass a resolution, without a meeting of the Board being held if the proposed resolution is sent to the Directors and a majority of Directors assent to the resolution in writing.

44.3 A circular resolution is taken to have been passed on the date the resolution was assented to by the last Director who constituted the majority of Directors in favour.

45. Validity of acts of Directors

45.1 All acts done at any meeting of the Board or by any individual acting as a Director shall be valid even if it is later discovered that there was a defect in the appointment of an individual as a Director or the individual not being entitled to vote.

E. ADMINISTRATIVE MATTERS

46. Company Secretary

46.1 In accordance with the Corporations Act, the Board must appoint at least one Company Secretary.

46.2 The Company Secretary holds office on such terms and conditions as to remuneration and otherwise as the Board determines.

46.3 The Board may remove any Company Secretary so appointed, subject to the terms of any contract and the law.

46.4 The Company Secretary has such powers and duties as specified in this constitution, as required by the Corporations Act, and as determined by the Board.

47. Minutes

47.1 The Company must keep minute books in which it records:

- a) proceedings and resolutions of General Meetings;
- b) proceedings and resolutions of Board meetings;
- c) proceedings of committee meetings; and
- d) resolutions passed by the Board without a meeting

47.2 The Company must ensure that the minutes of a meeting are signed within a reasonable time after the meeting (usually within 1 month) by the chair of the meeting at which the proceedings were held, or by the chair of the next succeeding meeting.

48. Inspection of records

48.1 The Board must ensure that the minute books for General Meetings of the Company are available for inspection by Members in accordance with the Corporations Act.

48.2 A Member other than a Director does not have the right to inspect any books, records or documents of the Company except as provided by law or authorised by the Board.

49. Time for service of notices

49.1 Where a notice is sent by post, service of the notice is taken to be effected three (3) days after it is posted.

49.2 Where a notice is sent by email or other electronic means, service of the notice is taken to be effected on the day it is sent or on the day the Member is advised via the electronic contact address that the notice is accessible electronically.

50. Method for service of notices

50.1 A notice may be given by the Company to a Member:

- a) by serving it on the Member personally;
- b) by sending it by post to the Member's address as shown in the register of Members;
- c) by sending it to an electronic contact address (such as an email address) that the Member has supplied to the Company or using which the Member has contacted the Company in the past; or
- d) by making a copy of it accessible electronically (for example on a website of, or related to, the Company, or using a hyperlink or other technology) and advising the Member of its availability via the electronic contact address.

51. Accounts and audit

51.1 The Company must make and 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.

52. Indemnity and insurance

52.1 The Company indemnifies each officer of the Company out of the assets of the Company, to the relevant extent, against all losses and liabilities (including costs, expenses and charges) incurred by that person as an officer of the Company.

- 52.2 In this clause, 'officer' means a Director or Company Secretary and includes a Director or Company Secretary after they have ceased to hold that office.
- 52.3 In this clause, 'to the relevant extent' means:
- a) to the extent that the Company is not precluded by law (including the Corporations Act) from doing so, and
 - b) for the amount that the officer is not otherwise entitled to be indemnified and is not actually indemnified by another person (including an insurer under an insurance policy).
- 52.4 The indemnity is a continuing obligation and is enforceable by an officer even though that person is no longer an officer of the Company:
- 52.5 To the extent permitted by law the Company may:
- a) purchase and maintain insurance; or
 - b) pay or agree to pay a premium for insurance, against any liability incurred by the officer as an officer including, but not limited to, a liability for negligence or for reasonable costs and expenses incurred in defending proceedings, whether civil or criminal.

53. Changes to the constitution

- 53.1 The Company may modify or repeal its constitution, or a provision of its constitution, by special resolution.

54. Access

- 54.1 A Director has a right of access to the financial records of the Company at all reasonable times.
- 54.2 If the Board agrees, the Company must give a Director or former Director access to:
- a) certain documents, including documents provided for or available to the Directors; and
 - b) any other documents referred to in those documents.

55. Winding Up

- 55.1 If the Company is wound up, any surplus assets must not be distributed to a Member or a former Member of the Company, unless that Member or former Member is a charity described in clause 55.2.
- 55.2 Subject to the Corporations Act and any other applicable Act, and any court order, any surplus assets that remain after the Company is wound up must be distributed to one or more charities:
- a) with charitable purpose(s) similar to, or inclusive of, the Objects; and
 - b) which also prohibit the distribution of any surplus assets to its members to at least the same extent as the Company.
- 55.3 The decision as to the charity or charities to be given the surplus assets must be made by a 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.

56. Transitional arrangements

Members

- 56.1 All Members on the register of Members as at the time of adoption of this constitution will continue in their respective classes of Ordinary Member, Associate Member or Honorary Life Member.
- 56.2 The president of each Ordinary Member will be the Representative of the Ordinary Member until the Ordinary Member otherwise changes its Representative by notice to the Company Secretary.

Board

- 56.3 Any time served by a continuing Director immediately prior to the adoption of this constitution will count in determining the term limit under clause 25.3.
- 56.4 The Director serving in the role of president and chairperson at the time of adoption of this constitution may continue on the Board as an Elected Director until the end of the 2023 Annual General Meeting, unless their term otherwise ceases in accordance with clause 37.1.
- 56.5 The Elected Directors who were last elected at the 2021 Annual General Meeting or any Directors appointed to fill a casual vacancy in these positions retire at the 2023 Annual General Meeting, but if eligible, they may stand for re-election.
- 56.6 Appointed Directors in office at the time of adoption of this constitution will serve out the remainder of their terms and if eligible may be re-appointed to the Board.

Chair and Deputy Chair

- 56.7 The Director serving in the role of president and chairperson at the time of adoption of this constitution will continue as Chair until the first Board meeting held after the adoption of this constitution. At that first Board meeting, the Board will appoint from amongst their number the Chair and Deputy Chair in accordance with clause 29.

END OF CONSTITUTION