
Constitution

of

Congress of Aboriginal and Torres Strait Islander Nurses and Midwives Limited



CATSINaM

Congress of Aboriginal and Torres
Strait Islander Nurses and Midwives

A company limited by guarantee

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1. PRINCIPAL PURPOSE

Congress of Aboriginal and Torres Strait Islander Nurses and Midwives Limited Ltd (**CATSINaM**) is a company limited by guarantee formed for the benefit of the public by the promotion of the stated purpose and objects of the company and through the coordination and sponsorship of activities, events, ventures and endeavours in the health support sector in Australia in order to achieve the stated Objects of CATSINaM.

2. DEFINITIONS

2.1 In this Constitution:

- (a) "**ACNC**" means the Australian Charities and Not-for-profits Commission;
- (b) "**ACNC Act**" means the *Australian Charities and Not-for-profits Commission Act 2012* (Cth);
- (c) "**Annual General Meeting**" or "**AGM**" has the meaning given in section 9 of the Corporations Act;
- (d) "**ASIC**" means the Australian Securities and Investments Commission.
- (e) "**Board**" means the Board of the Company referred to in **Article 44**;
- (f) "**Business Day**" means a day except a Saturday, Sunday or public holiday in the Australian Capital Territory;
- (g) "**by lot**" means to choose someone by random selection through a process whereby each person in a group puts their name on a piece of paper in a container and the person's name drawn from the container is chosen;
- (h) "**Chief Executive Officer**" of the Company means the title given to any person so appointed by, and responsible to the Board as the Company's principal corporate executive to act within written Board-delegated authorities for the overall day-to-day operations of the Company; and who may for the internal purposes of the Company be cited as the "**CEO**" or any other title the Board may so determine from time to time; or as otherwise expressed pursuant to **Article 52**;
- (i) "**Committee**" means a committee established pursuant to **Article 55.1(a)**;
- (j) "**Company**" means Congress of Aboriginal and Torres Strait Islander Nurses and Midwives Limited ACN 085 000 120 (CATSINaM);
- (k) "**Company Secretary**" means any person appointed as a secretary of the Company, and where appropriate includes an acting secretary and a person appointed by the Directors to perform all or any of the duties of a secretary of the Company;

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- (l) **"Constitution"** means the rules set out in this document as altered or added to from time to time;
- (m) **"Corporate Representative"** has the meaning given to it in **Article 10.1(a)(iv)**;
- (n) **"Corporations Act"** means the *Corporations Act 2001* (Cth);
- (o) **"Director"** means a director of the Company from time to time;
- (p) **"Fee"** means a subscription, fee or levy referred to in **Article 23**;
- (q) **"Financial year"** means a period of twelve months beginning on July 1st of one calendar year and ending on June 30th of the following calendar year or such other period (subject to Law) ending on such other date as the Board may from time to time determine;
- (r) **"Gift Fund"** means the Gift Fund established, maintained and used pursuant to Article 7;
- (s) **"in camera"** means in relation to a directors' meeting, in private, in which only the directors and such persons who are formally sanctioned by the Board to attend may attend in a closed session not open to any other persons unless or as otherwise permitted in this Constitution;
- (t) **"Objects"** means the objects set out in **Article 4**;
- (u) **"Member"** means for the time being admitted in accordance with this Constitution as a Voting Member or a Non-Voting Member;
- (v) **"Non-Voting Member"** means a person who:
- (i) is admitted for the time being as Non-Voting Member pursuant to **Article 9.2(b)**; or
 - (ii) meets the criteria for membership set out in **Article 9.3(b)** and has applied for membership and/or been determined by the Board to have met the criteria for membership of that category pursuant to **Article 10**,
- and whose name is entered in the Register as a Member of the Company.
- (w) **"President"** means the President of the Company pursuant to **Article 50**;
- (x) **"Register"** or **"Register of Members"** means the register of members required to be kept pursuant to the Corporations Act and may contain additional information related to the membership as the Board shall determine from time to time;
- (y) **"Resolution"** means a resolution passed at a (General or Board) meeting of which (unless as indicated otherwise in this Constitution) **more than 50% of the total eligible votes cast on the resolution** (i.e. those votes cast by persons eligible to vote who are present at the meeting in person or by proxy as the Constitution allows) are in favour

of the resolution, noting that a motion put that results in a tied vote at 50-50 is NOT deemed to have been passed. The determination of such a resolution may for the internal purposes of the Company be cited as a “**simple majority**”;

- (z) **"Seal"** means the common seal of the Company (if applicable) and includes any official seal of the Company (noting that the Act allows the Company to “*make contracts and execute documents without using a seal*” in which case the Company must act in accordance with provisions in the Corporations Act (2001));
- (aa) **"Special Resolution"** means a resolution passed at a general meeting of the Company by no less than 75% of the total eligible votes cast on the resolution;
- (bb) **"Voting Member"** means a person who:
 - (i) is admitted for the time being as a Voting Member pursuant to **Article 9.2(b)**;
or
 - (ii) meets the criteria for membership set out in **Article 9.3(a)** and has applied for membership and/or been determined by the Board to have met the criteria for membership of that category pursuant to **Article 10**,and whose name is entered in the Register as a Member of the Company.

3. INTERPRETATION

3.1 Headings are for convenience only and do not affect interpretation.

3.2 Unless the context indicates a contrary intention, in this Constitution:

- (a) the word person includes a firm, a body corporate, an unincorporated association or an authority;
- (b) the singular includes the plural and vice versa;
- (c) 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;
- (d) a reference to writing includes typewriting, printing and facsimile. Electronic and other modes of representing or reproducing words in a visible form are only acceptable when approved by the Board;
- (e) a reference to an Article is a reference to one of the Articles in this Constitution;
- (f) a reference to a section is a reference to a section of the Corporations Act;
- (g) a reference to the Corporations Act or ACNC Act (or respective Regulations), or to a provision of the Corporations Act or ACNC Act (or respective Regulations), means the Corporations Act or ACNC Act (or respective Regulations) or that provision as amended from time to time, or any statute, code or provision enacted in its place and includes regulations and other instruments under it;

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- (h) a word, expression or phrase given a meaning in any relevant and applicable sections of the Corporations Act or ACNC Act (or respective Regulations) has the same meaning in this Constitution where it relates to the same matters as the matters for which it is defined in the Corporations Act or ACNC Act (or respective Regulations), unless that word or phrase is otherwise defined in this Constitution;
 - (i) the replaceable rules in the Corporations Act now and hereafter contained in the Corporations Act do not apply to the Company unless repeated in this Constitution or specifically made applicable to the Company by a provision of this Constitution;
 - (j) "in writing" and "written" includes printing, typing and other modes of reproducing words in a visible form including, without limitation, any representation of words in a physical document or in an electronic communication or form or otherwise.

OBJECTS AND POWERS

4. THE OBJECTS OF THE COMPANY

4.1 The Objects of the Company are to:

- (a) maintain a Public Benevolent Institution which will be a non-profit entity organised for the direct relief of suffering among Aboriginal and Torres Strait Islander peoples and communities which the Company serves and that, as a not-for-profit entity, all its funds and revenue are directed at achieving the Objects and undertaking pursuits that may be considered desirable for the promotion of, or deemed necessary or convenient for the purpose of and with a view to carrying out and furthering the Objects;
- (b) contribute to and advise on the recognition, management and prevention of the disproportionate burden of complex ill health faced by Aboriginal and Torres Strait Islander peoples and communities in pursuit of the objectives to "Close the Gap" and to advocate for the promotion of the principles of the United Nations Declaration of the Rights of Indigenous Peoples (UNDRIP);
- (c) address the impacts which led to Aboriginal and Torres Strait Islander peoples suffering economic, social, health and housing disadvantages, and result in or accentuate medical ill health beyond that of the general community;
- (d) encourage and promote the improvement of health and well-being of Aboriginal and Torres Strait Islander peoples across the social determinants of health, including the relief of poverty, economic hardship and lack of opportunity and to promote education and employment for Aboriginal and Torres Strait Islander peoples. In particular the relief of any such disabilities that may impede their development, advancement, education and employment;
- (e) increase public awareness support and prevention of health issues faced by Aboriginal and Torres Strait Islander peoples and communities; and
- (f) promote that "Aboriginal and Torres Strait Islander Health" means not just the physical well-being of an individual but also spiritual, social and emotional wellbeing,

but at all times recognising that the Company may be constrained to pursue only some of those Objects to exclusion of others from time to time or pursue some Objects with differing priorities.

- 4.2 In order to achieve the Objects, the Company shall pursue a range of activities, programs and means which naturally may need to change as circumstances change and which shall include (but are not necessarily limited to) representing and promoting the interests of Aboriginal and Torres Strait Islander Nurses, Midwives and students and associated carers and service providers for Aboriginal and Torres Strait Islander peoples and communities.

5. THE POWERS OF THE COMPANY

5.1 The Company has the following powers, which may only be used to carry out its Objects:

- (a) the powers of an individual;
- (b) all the powers of a company limited by guarantee under the Corporations Act.
- (c) the power to establish and support, or aid in the establishment and support, of services, institutions, funds, trusts, schemes and conveniences calculated to benefit employees or past employees of the Company and their dependants, and the granting of pensions, allowances or other benefits to employees or past employees of the Company and their dependants, and the making of payments towards insurance or superannuation in relation to any of those purposes;
- (d) the power to receive or make gifts, grants, devises, bequests, subscriptions or donations from or to any person, fund, authority, organisation or institution and accept any gift whether subject to special trust or not and to act as trustee of money or other property vested in the Company on trust;
- (e) the power to take any measures from time to time as the Company may deem expedient or appropriate for the purpose of facilitating the raising of revenue and the procuring of contributions to the funds of the Company, whether through charity fundraising or other events or by way of donations, subscriptions, grants or otherwise;
- (f) the power to borrow or raise money and other funds in such manner and on such terms as the Company may think fit;
- (g) the power to secure the repayment of money raised or borrowed or the payment of a debt or liability of the Company by giving mortgages, charges or securities upon or over all or any of the real or personal property of the Company;
- (h) the power to invest in authorised trustee investments of any monies of the Company not immediately required for any of its Objects or purposes in any manner in which trustees are authorised by law to administer money held on trust;
- (i) the power to enter into contracts;

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- (j) the power to establish and support or aid in the establishment or support of, any other service formed for any of the Objects, consistent with any of the aforesaid Objects of the Company;
 - (k) the power to co-operate with any person or organisation on matters relating to the Objects of the Company;
 - (l) subject to **Article 5.2**, the power to form a solely owned incorporated entity as a subsidiary entity or participate in the formation of an incorporated entity with any other persons or bodies whose Objects are similar to those of the Company if it is deemed necessary or convenient to or in connection with, or with a view to promoting, pursuing or achieving the Objects of the Company;
 - (m) subject to **Article 5.2**, the power to subscribe to, become a member of, form or participate in the formation of or enter into a partnership or joint venture with or co-operate with or amalgamate with any other persons or bodies whose Objects are similar to those of the Company if it is deemed necessary or convenient to or in connection with, or with a view to promoting, pursuing or achieving the Objects of the Company;
 - (n) the power to prepare and make submissions or representations to State and Federal governmental departments and agencies deemed necessary or convenient to achieve the Objects of the Company; and
 - (o) the power to do any other lawful act as may be necessary, incidental or conducive to the achievement of the aforesaid Objects of the Company.

Provided always that the Company shall not support with its funds any object, or endeavour to impose on or procure to be observed by its Members or others any regulation or condition which being an Object of the Company would make it a trade union.

- 5.2 In relation to (k) and (l), *provided* that the Company shall not subscribe to, become a member of, form or participate in the formation of or enter into any such arrangement with any other persons or bodies unless it is deemed necessary or convenient to or in connection with, or with a view to promoting, pursuing or achieving the Objects.

INCOME AND PROPERTY

6. NOT-FOR-PROFIT

- 6.1 Subject to **Articles 6.2 and 6.3**, the Company must apply the profits (if any) or income or property of the Company solely towards the promotion and furtherance of the Objects.
- 6.2 The Company must not distribute any income or assets directly or indirectly to its Members, except that the Company may make payments to a member in good faith (and no greater than an arm's length rate) for:
- (a) 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) carrying out the Company's charitable purpose.

6.3 The Company must not pay fees to or on behalf of Directors, except that the Company may make payments to a Director in good faith (and no greater than an arm's length rate) for:

- (a) the payment or reimbursement of out-of-pocket expenses reasonably incurred by a director in the performance of any duty as a Director of the Company including in travelling to or attending Board meetings where that payment or reimbursement has been approved by the Board;
- (b) the payment of a reasonable and proper amount in compensation for services rendered by a Director in representing the Company and/or travelling to or attending meetings, events, conferences, etc for or on behalf of the Company at the request of the Board and where the payment has been approved by the Board;
- (c) the payment of a reasonable and proper amount in remuneration for attending upon the functions and duties of a Director or office bearer on reasonable commercial terms commensurate with similar not for profit entities and which remuneration has been approved by the Board and does not exceed the total global amount (if any) approved annually by the Members in a general meeting of the Company as the remuneration payable to all directors and office bearers for undertaking such functions and duties;
- (d) money to any Director, being a person engaged in any business or trade profession, for all usual professional or other charges for work done by that person or that person's firm or employer, where the provision of the service has the prior approval of the Board and the amount payable is approved by the Board and is not more than an amount which commercially would be reasonable payment for the service;
- (e) any salary or wage due to the Company Secretary as an employee of the Company where the terms of employment have been approved by the Board;
- (f) an insurance premium in respect of a contract insuring a Director or Officer for a liability incurred as an Officer of the Company where the Board has approved the payment of the premium; or
- (g) any payment in relation to indemnity or insurance under **Article 65**, or a payment under any agreement or deed referred to in **Article 65.5**.

7. GIFT FUND

7.1 Establishment of a Gift Fund

- (a) If the purposes of the Company are held on application to the Commissioner of Taxation to constitute a charitable purpose, permitting the Company to be an entity to which tax-deductible gifts can be made, then the Company shall set up, establish and maintain for the purpose a separate bank account with an accredited bank in the name of the Company, which shall be called the "CATSINaM Gift Fund":

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- (i) into which all gifts of money or property gifted for charitable purpose for the Objects are to be made; and
 - (ii) into which any money received by the Company by reason of such gifts is to be credited;
 - (iii) which will be controlled by Board, including through express delegations; and
 - (iv) that does not receive any other money or property other than the property or the money gifted to the Company for charitable purpose.
- (b) If money or property is incorrectly made or credited to the Gift Fund, the money or property must be removed from the Gift Fund as soon as practicable.

7.2 Use and records of gifts made to Gift Fund

- (a) The Company must use the following only in the furtherance of the Objects:
- (i) gifts made to the Gift Fund; and
 - (ii) any money received because of such gifts. This includes the proceeds of sale of gifted property and investment returns (including interest and rents) from gifted money and property.
- (b) Details of the Gift Fund (including all uses referred to in **Article 7.2(a)**) must be properly recorded in records maintained by the Company.
- (c) Gifts of property to the Gift Fund must be specifically identified as gifts to the Gift Fund.
- (d) The Company may use the Gift Fund to pay for reasonable costs and expenses expressly relating to the administration of the Gift Fund.
- (e) The Company must issue a receipt to the donor of gifts to the Gift Fund. A receipt must state:
- (i) the name of the Gift Fund, the name of the Company and the donor and the amount gifted;
 - (ii) the ABN of the Company; and
 - (iii) the fact that the receipt is for a gift.

7.3 Winding up of Gift Fund

- (a) At the earlier of either:
- (i) the winding up of the Gift Fund; or
 - (ii) the revocation of the Company's endorsement as a Deductible Gift Recipient;

any surplus assets of the Gift Fund remaining after payment of liabilities attributable to it shall be transferred to a fund, authority or institution whose objects are similar to the Objects, but limited to the purposes for which Deductible Gift Recipient status has been recognised and to which income tax deductible gifts can be made as selected by Voting Members by resolution in general meeting of the Company.

(b) If the Company is wound up, **Article 73** will apply.

8. GENERAL FUNDS

8.1 Establishment of a General Funds

(a) The Company may establish and maintain separate funds (“General Funds”) for any money or other property of the Company which is not eligible for inclusion in the Gift Fund. The Company shall apply the whole of the income of the General Fund pursuant to **Articles 4 and 6**.

(b) The General Fund shall:

(i) subject to any member resolutions, be controlled by the Board;

(ii) shall be deposited in a General Fund account with an accredited bank in the name of the Company; and

(c) consist of any and all monies and contributions paid to the Company (other than money and property credited to a Gift Fund pursuant to **Article 7**).

(d) The Board may, determine from time to time the proportion of General Funds to be allocated to the National Office Secretariat that are deemed necessary or convenient to achieve the Objects.

MEMBERSHIP

9. MEMBERSHIP CATEGORIES AND ELIGIBILITY

9.1 Membership

(a) The Members of the Company are:

(i) the Members of the Company as at the date of the adoption of this Constitution; and

(ii) such other persons the Board admits to membership in accordance with this Constitution from time to time.

9.2 Categories of Membership

(a) Membership of the Company consists of the following categories:

(i) Voting Members; and

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- (ii) Non-Voting Members.
- (b) Persons who were members of the Company as at the date of the adoption of this Constitution are classified as Members of the Company as follows, with effect from the date of adoption of this Constitution:
- (i) Ordinary and Student Members (as defined in the Constitution in force immediately prior to the date of adoption of this Constitution) are Voting Members;
 - (ii) Associate Members (as defined in the Constitution in force immediately prior to the date of adoption of this Constitution) who hold a current registration (which includes a non-practising registration) with the Nursing and Midwifery Board of Australia are Voting Members;
 - (iii) Associate Members (as defined in the Constitution in force immediately prior to the date of adoption of this Constitution) who do not hold a current registration with the Nursing and Midwifery Board of Australia are Non-Voting Members; and
 - (iv) Affiliate Members (as defined in the Constitution in force immediately prior to the date of adoption of this Constitution) are Non-Voting Members.

9.3 Membership Qualification

(a) Voting Members

A natural person is eligible to apply for membership as a **Voting Member** of the Company if, in the opinion of the Board, they are an Aboriginal and/or Torres Strait Islander person and is either:

- (i) a Registered Nurse, Enrolled Nurse or Midwife who holds a current registration (which includes a non-practising registration) with the Nursing and Midwifery Board of Australia; or
- (ii) currently enrolled and actively studying as a student of nursing or midwifery and holds a current student registration with the Nursing and Midwifery Board of Australia.

(b) Non-Voting Members

A natural person is eligible to apply for membership as a **Non-Voting Member** of the Company if, in the opinion of the Board:

- (i) they are an Aboriginal and/or Torres Strait Islander person and is either a Registered Nurse, Enrolled Nurse or Midwife who does not hold a current registration with the Nursing and Midwifery Board of Australia;
- (ii) they are a natural person who has demonstrated a commitment to support the Objects; or

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- (iii) they are a corporate entity who has demonstrated a commitment to support the Objects and the interests of the applicant corporate entity do not conflict with the Objects.

10. APPLICATION FOR MEMBERSHIP

10.1 An application from a natural person or a corporate entity for membership of the Company must:

- (a) be in a form determined by the Board from time to time ("**Membership Application Form**") and include:
 - (i) a declaration as to the eligibility for membership and the signature (or where applicable, the seal or equivalent) of the applicant, or such other form of authentication (electronic or otherwise) approved by the Board from time to time;
 - (ii) a signed undertaking on the part of the applicant to be bound by the Constitution;
 - (iii) the postal address and/or electronic mail address of the applicant being the nominated address for the receipt of Company notices;
 - (iv) if the applicant is a corporate entity, the name of one (1) nominated Corporate Representative (being a natural person) who will represent the Member at the Company's general meetings; and
 - (v) be accompanied by the relevant fee (if any and where applicable); and
- (b) be lodged with the Company Secretary at the Company's Registered Office.

10.2 The Company Secretary must refer any Membership Application Forms to the Board.

10.3 The Board shall, after considering the application, and applying the criteria for eligibility as set out for the relevant category of Member in **Article 9.3**, determine by resolution in its absolute discretion whether an applicant may become a Member. The Board may require an applicant to give such further information as it desires before approving or refusing the admission of an applicant for Membership.

10.4 If an application as a Member is accepted by the Board, the notice of acceptance and the fee paid by the applicant is, within ten (10) business days of the meeting at which acceptance was granted, to be forwarded to the Company Secretary who must, without reasonable delay, give written notice of the acceptance to the applicant and enter the applicant's details pursuant to **Article 19.2** in the Register and deposit the fee in a General Fund.

10.5 If an application as a Member is rejected by the Board, the notice of rejection is, within ten (10) business days of the meeting at which acceptance was granted, to be forwarded to the Company Secretary who must, without reasonable delay, give written notice of the rejection to the applicant and refund in full any fee paid by the applicant. The Board or Company Secretary is not required to give any reason for the rejection of any application to become a Member.

10.6 Failure by the Company to comply with any notice requirement in this Article does not invalidate the decision by the Board regarding an application.

11. ACCEPTANCE, RENEWAL AND TRANSITION OF MEMBERSHIP

11.1 Each membership shall be recognised as being effective from the date the Member is accepted by the Board pursuant to **Article 9.3** and shall remain a Member subject to resignation, expulsion or other cessation or termination event pursuant to this Constitution.

11.2 Where a Voting Member's registration with the Nursing and Midwifery Board of Australia lapses or is not renewed (as opposed to being revoked or suspended), the Member's membership will transition from Voting Member to Non-Voting Member.

11.3 Where a Member is a Non-Voting Member pursuant to **Article 9.3(b)(i)** but subsequently renews or successfully reapplies for registration with the Nursing and Midwifery Board of Australia, the Member's membership will transition from Non-Voting Member to Voting Member.

11.4 The Board may determine from time to time whether to establish a:

- (a) membership renewal process in a form and method prescribed by the Board; and/or
- (b) prescribed membership fee pursuant to **Article 23**.

12. NO TRANSFERS

12.1 The rights, privileges or obligations of being a Member remain with that person or corporate entity and are not transferable whether by operation of law or otherwise. All rights and privileges of membership of the Company cease on termination of membership.

13. RESIGNATION OF A MEMBER

13.1 A Member may at any time resign as a Member of the Company by giving the Company notice in writing to the Company Secretary. Unless the notice provides otherwise and subject to **Article 16**, a resignation by a Member takes effect immediately on the giving of that notice to the Company.

13.2 If a Member resigns, the Company must remove the Member's name from the Register pursuant to **Article 19.7**, but subject to **Article 11.2**. If **Article 11.2** applies, the Member at any time after becoming a Non-Voting Member may request that the Member's name be removed from the Register.

13.3 If there is only one (1) Member and the Member gives proper notice of resignation or on the same day all of the Members give proper notice of resignation, the notice or notices will be ineffective, and the Member or Members cannot resign until either another person is appointed as a Member or the Company is wound up.

14. EXPULSION OF A MEMBER

14.1 Subject to **Articles 14.2 and 25.2** if:

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- (a) a Member is in breach of, or has refused or wilfully neglected to comply with a provision of this Constitution or a provision of any governing policies, guidelines, procedures, protocols, practices or processes prescribed by the Board from time to time (pursuant to their powers under **Article 55**); or
 - (b) any act or omission of a Member is, in the opinion of the Board, unbecoming of a Member or prejudicial or detrimental to the interests or reputation of the Company or is not consistent with the Objects; or
 - (c) a Member, acting as a volunteer on behalf of the Company, mismanages and/or negligently and/or recklessly conducts the affairs of the Company; or
 - (d) a person who at the time of application was not eligible for membership but who was accepted as a member on the faith of a false statement; or
 - (e) a Member is, or any step is taken for that Member to become, either an insolvent under administration or an externally administered body corporate; or
 - (f) the succession by another body corporate or entity to the assets and liabilities of an Affiliate Member - Corporate occurs such that they no longer satisfy any criteria for admission to membership of the Company which may be established from time to time; or
 - (g) the Member's registration or relevant qualifications to practice as a Registered Nurse, Enrolled Nurse or Midwife are revoked or suspended;

the Board may, following due regard to the process of procedural fairness as provided for under this Constitution, expel the Member by resolution and remove the Member's name from the Register. The term of the expulsion, before the person is eligible to re-apply for membership, shall be determined by the Board and stated in the resolution of expulsion.

14.2 The Board must not expel a Member under **Article 14.1(a)** unless:

- (a) at least twenty-one (21) days' notice has been given to the Member stating the date, time and place at which the question of expulsion of that Member is to be considered by the Board (or their delegated and authorised Committee), and the nature of alleged event giving rise to the expulsion and a statement of the grounds alleged against the Member; and
- (b) the affected Member is given the opportunity of explaining to the Board (or their delegated and authorised Committee), orally (in person or by representation) or in writing, and with due regard to the process of natural justice and procedural fairness, why the Member should not be expelled.

14.3 In discharging their vote under **Articles 14.1 and 14.2**, the Board may delegate its powers and authority to a committee established for that purpose.

15. OTHER MEMBER CESSATION EVENTS

15.1 If a Member:

- (a) being a natural person, dies or becomes of unsound mind or a person whose property is liable to be dealt with under a protective jurisdictional law relating to mental health; or
- (b) being a corporate entity, becomes (or steps are taken for it to become) insolvent, has a receiver, receiver and manager, administrator or liquidator appointed, or has an externally administered body corporate appointed, or is wound up (except for the purposes of reconstruction or amalgamation to a successor corporate entity with substantially the same objectives and purposes as the original corporate entity) or is otherwise deregistered under the laws of the jurisdiction in which it is incorporated; or
- (c) being a corporate entity, either through a change of the nature of the business of the entity or the occurrence of succession by another body corporate or entity to the assets and liabilities of the Member ceases to satisfy any criteria for admission to membership of the Company which may be established from time to time;

the Member ceases to be a Member of the Company and the Company must remove the Member's name from the Register.

16. EFFECT OF CESSATION

16.1 The resignation or termination of a membership for any reason does not in any way prejudice, lessen or otherwise affect the liabilities and obligations of a Member (whether they arise under this Constitution or otherwise) existing at the date of resignation or termination or which arise or crystallise after that date out of, or by reason of, facts or circumstances occurring or in existence at or before that date.

16.2 Without limiting the previous Article, termination of membership does not relieve a Member from:

- (a) any obligation to pay any fees payable (pursuant to **Articles 23 - 27**) on or before the date of termination and does not entitle the Member to any refund of any such fees in part or in whole; and
 - (i) a Member remains liable to pay, and must immediately pay, to the Company all amounts that at date of cessation were payable by the person to the Company as a Member; and
 - (ii) a Member must pay to the Company interest at the rate the Board resolves on those amounts from the date of cessation until and including the date of payment of those amounts;

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- (b) any obligation to pay the Member's guarantee amount specified in **Article 20.1** if that amount becomes payable within one (1) year of cessation of the Member's membership.

16.3 The Company may by resolution of the Board waive any or all of its rights under **Articles 16.1 and 16.2**.

17. MEMBERSHIP OBLIGATIONS

17.1 Each Member shall be obliged to:

- (a) comply with the law, Corporations Act and ACNC Act and this Constitution;
- (b) comply with any governing policy established by the Board and any other reasonable direction of the Board or its appropriately authorised President or Vice President or officers that is deemed necessary, expedient or convenient for the proper regulation of the competent governance, management, conduct, control and direction of the Company;
- (c) inform the Company Secretary, in writing, of any changes in relation to the Member's eligibility:
 - (i) for their category of Membership; or
 - (ii) to their registration or relevant qualifications as an Enrolled Nurse, Registered Nurse or Midwife (if applicable) including the suspension or cancellation of that registration;within ten (10) business days of such change occurring;
- (d) inform the Company Secretary, in writing, of any change in the Member's name, address or circumstances (including any change in the authorised Corporate Representative) within ten (10) business days of such change occurring;
- (e) inform the Board within ten (10) business days of any corrective or disciplinary action being taken by a regulator or professional body in relation to the Member's professional practice or conduct;
- (f) treat other Members, the Directors, officers and staff with respect and dignity; and
- (g) not behave in a way that significantly interferes with the operation of the Company or general meetings of the Company or in any way or manner liable to bring the Company into disrepute through their activities or inactivity or in any way or manner liable to be prejudicial or detrimental to the interests of the Company or the pursuit of the Objects.

18. MEMBERSHIP RIGHTS

18.1 All Members may attend the Company's general meetings.

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- 18.2 All Members may enjoy reduced fees for the Company's product and service offerings as the Board may determine from time to time.
- 18.3 Voting Members, subject to this Constitution:
- (a) have full voting rights as Members of the Company;
 - (b) have speaking rights at a general meeting of the Company;
 - (c) may nominate proxies for the Company's general meetings pursuant to **Article 39**; and
 - (d) may nominate persons to stand for election as a (Member) Director of the Company and may, if applicable, nominate themselves for election or be appointed as a (Member) Director;
 - (e) may requisition a general meeting of the Company pursuant to **Article 29.1(b)** and otherwise call and arrange a general meeting of the Company pursuant to **Article 29.2**;
 - (f) may put forward resolutions to be voted on at a general meeting of the Company pursuant to **Article 31.1(b)**;
 - (g) have the right to have disputes with the Company dealt with pursuant to **Article 21**.
- 18.4 Non-Voting Members, subject to this Constitution are entitled to exercise the following rights:
- (a) receive notices of all general meetings of the Company;
 - (b) attend as observer to (but not entitled to appoint proxies for) the Company's general meetings;
 - (c) may speak with the consent of the Chair of the meeting on agenda items to provide advice, counsel and information on matters or answer questions if so requested but only by permission of and through the presiding Chair of the meeting,
 - (d) have the right to have disputes with the Company dealt with pursuant to **Article 21**.
- and, for the sake of clarity, shall not have the right to:
- (e) vote at general meetings of the Company; and
 - (f) nominate persons to stand for election as a (Member) Director, nor themselves nominate for election or be appointed as a (Member) Director but are eligible to be appointed as a (Board Appointed) Director pursuant to **Article 44.2**;
 - (g) requisition or call a general meeting of the Company;
 - (h) put forward resolutions to be voted on at a general meeting of the Company.
- 18.5 The Company may vary or cancel rights of Members:
- (a) by a special resolution passed at the Company's general meetings; or

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- (b) with the written consent of at least 75% of the Members entitled to vote at the Company's general meetings.

19. REGISTER OF MEMBERS

19.1 The Company Secretary must establish and maintain a Register of the Members of the Company which accurately reflects who is a Member.

19.2 Subject to **Article 19.3**, the Register must contain the following information about each Member:

- (a) the Member's name and postal and electronic mail address;
- (b) if the Member is a corporate entity, the name and address of the Member's Corporate Representative;
- (c) the category of membership;
- (d) the date on which the Member's details was entered in the Register; and
- (e) any additional information relevant to the membership as the Board shall determine from time to time.

19.3 If the Member is a corporate entity, the Corporate Representative shall be registered as the Member. The Register must contain the information set out in **Article 19.2** and the name and address of the Corporate Representative.

19.4 The Register must be kept at the Company's registered office (or other place as determined by the Board from time to time).

19.5 The Company Secretary must ensure that only those particulars required by the Corporations Act relating to a Member are available for inspection in accordance with the Corporations Act.

19.6 Any inspection of the Register must take place at the registered office of the Company (or other place as determined by the Board from time to time) during business hours at any reasonable hour, having first given the Company reasonable notice in writing to, and made prior arrangement with, the Company Secretary to inspect (noting the inspection may be supervised by the Company Secretary and undertaken at a time convenient to both parties).

19.7 Where a member of the Company ceases to be a member, the Company Secretary shall make an appropriate entry in the register of members recording the date on which the member ceased to be a member.

19.8 The Company must ensure that it has at least one (1) Member at all times.

20. LIABILITY OF MEMBERS

20.1 The liability of the members is limited to the extent that each Member undertakes to contribute an amount not exceeding \$10.00 to the property of the Company if the Company is wound up at a time when that person is a Member, or within one year of the time that person ceased to be a Member, for:

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- (a) payment of the Company's debts and liabilities contracted before that person ceased to be a Member; and
 - (b) payment of the costs, charges and expenses of winding up the Company; and
 - (c) adjustment of the rights of the contributories among themselves.

21. DISPUTE AND GRIEVANCE RESOLUTION PROCEDURE AND APPEAL

21.1 If any Member has a grievance with, or disputes any decision made by the Company which directly affects that Member, the Member may write to the Company Secretary setting out the details of the decision made and the basis of the grievance of the Member.

- (a) The Company Secretary shall, within fifteen (15) business days, acknowledge the Member's communication and set out the reasons for the decision.
- (b) If the Member is dissatisfied with that explanation, the Member may request that the Board (at their discretion themselves or through a committee or delegate), mediate the grievance or dispute (via telecommunication means if thought most practical and appropriate), within a period of not more than two calendar months.
- (c) The Member, if dissatisfied with the outcome of any such mediation, may at any time withdraw from the process and request that the Board meet with the Member at such place as the Board may agree (including via telecommunication means if thought most practical and appropriate), to endeavour to resolve the matter. The Board may, at their discretion, but cognisant of the rules of natural justice and their duty to act fairly, refuse to conciliate the matter if they believe the matter is of an irrelevant, frivolous or vexatious nature. Subject to the inherent jurisdiction of the judicial system, the decision of the Board shall be final and binding.

22. MEMBER COMMUNICATION WITH THE BOARD

22.1 A Member may raise, comment on, or generally input feedback, suggestions and counsel on any matter in relation to the direction, control and management of the affairs of the Company with the Board that the Member sees fit to raise.

22.2 The Member shall adhere to the following procedure for raising a matter with the Board:

- (a) The comment, feedback, suggestion or counsel must be clearly stated in writing, addressed to the Company Secretary, signed by the Member.
- (b) The Company Secretary shall ensure provision on the agenda of the next Board meeting for the correspondence relating to the matter to be considered by the Board at that Board meeting but no later than forty (40) business days from the date of receipt of the correspondence.
- (c) The Board may, at their discretion, but cognisant of the rules of natural justice and their duty to act fairly, refuse to discuss or consider the matter if they believe the matter is of an irrelevant, frivolous or vexatious nature. The Company Secretary shall inform the

Member in writing of the outcome of the Board's consideration of the matter within fifteen (15) business days of the meeting at which the matter was discussed or considered.

- (d) Following receipt of notification of the outcome of any Board deliberation of the matter, the Member may, if they so choose, pursue the matter further, by making make a request, in writing, to be invited to attend (either in person at their own expense or via telecommunication means if thought most practical and appropriate) and address the Board as an attendee at the next Board meeting, notwithstanding that the Board can accept or reject the request for invitation for the Member to address the Board at their absolute discretion pursuant to **Article 59.13**.
- (e) Within fifteen (15) business days of receipt of such a request pursuant to **Article 22.2** the Company Secretary will notify the Member of the outcome of the request, and if accepted, shall notify the Member of the date and time that the Member may attend the next Board meeting to address the matter and be dealt with pursuant to **Article 59.13**. The date of the meeting must be no more than forty (40) business days from the date of receipt of the request.

FEES AND OTHER PAYMENTS

23. SETTING OF FEES

23.1 The Company may, by resolution of the Board, from time to time:

- (a) require the payment of fees or levies by Members in the amount, on any terms and at any times as the Board resolves, including payment by instalments.
- (b) make fees payable, when admitting Members, for one or more category of Members for different amounts and at different times.
- (c) revoke or postpone a fee or extend the time for payment of a fee, at any time prior to the date payment of that fee is due.

24. NOTICE OF FEES

24.1 The Company must give notice of fees to the Members who are required to pay the fees at least ten (10) business days before the due date for payment. The notice must specify the time or times and place and manner of payment and any other information as the Board from time to time resolves.

24.2 The late delivery or non-receipt of a notice of a fee by, or the accidental omission to give notice of a fee to, any Member does not invalidate the fee.

25. PAYMENT OF FEES

25.1 Each Member must pay to the Company the amount of each fee payable by the Member in the manner, at the time and at the place specified in the notice of the fee.

25.2 If a Member fails to pay a Fee within three (3) months of it falling due, their Membership will automatically be suspended with immediate effect until the Fee is paid or the suspension is lifted by a resolution of the Board. If a Member fails to pay a Fee within six (6) months of it falling due, their Membership may be terminated with immediate effect, and no right of appeal, by a resolution of the Board.

25.3 In a proceeding to recover a fee, or an amount payable due to the failure to pay or late payment of a fee, proof that:

- (a) the name of the Member is entered in the Register as a Member;
- (b) the Member is in the category of Members liable to pay the fee;
- (c) there is a record in the minute books of the Company of the resolution of the Board determining the fee or the terms of membership of a category of Members requiring the payment of the fee pursuant to **Article 24**; and
- (d) notice of the fee was given or taken to be given to the Member in accordance with this Constitution,

is conclusive evidence of the obligation of that Member to pay the fee.

26. INTEREST PAYABLE

26.1 If an amount payable to the Company as a fee is not paid before or on the time for payment, the Member who owes the amount must pay to the Company:

- (a) interest on the unpaid part of the amount from the date payment is due to the date of payment at the rate (if any) the Board from time to time resolves; and
- (b) all costs and expenses the Company incurs due to the failure to pay or the late payment.

26.2 Interest under **Article 26.1(a)** accrues daily and may be capitalised at any interval that the Board from time to time resolves.

26.3 The Company may by resolution of the Board from time to time waive payment of some or all of the interest, costs or expenses payable under **Article 26.1**.

27. COMPANY PAYMENTS

27.1 A Member or the Personal Representative of a deceased Member must pay to the Company on written demand an amount equal to all payments the Company makes to a government or taxation authority in respect of the Member or the death of the Member, where the Company is either:

- (a) obliged by law to make the relevant payment; or
- (b) advised by a lawyer qualified to practice in the jurisdiction of the relevant government or taxation authority that the Company is obliged by law to make the relevant payment.

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- 27.2 The Company is not obliged to notify a Member in advance of its intention to make a payment under **Article 27.1**.
- 27.3 An amount payable by a Member to the Company under **Article 27.1** is treated under this Constitution as if it is a fee properly made by the Board of which notice has been given on the date on which the written demand is given by the Company to the Member or the Personal Representative of a deceased Member.
- 27.4 Nothing in this Article affects any right or remedy which any law confers on the Company.

GENERAL MEETINGS

28. ANNUAL GENERAL MEETINGS

- 28.1 An Annual General Meeting must be held in accordance with the provisions of the Corporations Act.

29. CALLING OF GENERAL MEETINGS

29.1 General Meetings Called by Directors

- (a) The Company may, by resolution of the Board, call a general meeting of the Company to be held at the time and place (including 2 or more locations using technology which gives eligible attending Members as a whole a reasonable opportunity to participate) and in the manner the Board from time to time may resolve.
- (b) A general meeting of the Company shall be convened by the Board on such requisition by at least 5% of the total number of Voting Members. The request must:
- (i) be in writing; and
 - (ii) state any resolution to be proposed at the meeting; and
 - (iii) be signed by the members making the request; and
 - (iv) be given to the company.
- (c) Once an adequate requisition has been received under **Article 29.1(b)**, the Board must:
- (i) call the meeting within twenty-one (21) days after the request is given to them; and
 - (ii) the meeting is to be held not later than two (2) months after the request is received by the Company.

29.2 General Meetings Called by Members

- (a) Voting Members with at least 50% of the votes who make a requisition under **Article 29.1(b)** may call and arrange to hold a general meeting of the Company if the Board do not do so within twenty-one (21) days after the request is given to the Board to be held not later than three (3) months after the request is given to the Company.

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- (b) To call and hold a meeting under **Article 29.2(a)** the members must:
 - (i) call the meeting using the list of members on the company's member register, which the Company must provide to the members making the request at no cost, and
 - (ii) hold the general meeting within three months after the request was given to the Company.
 - (c) The Company must pay the reasonable expenses the Voting Members incurred in convening and holding a meeting under **Article 29.2(b)(ii)** because the Board failed to call and arrange to hold the meeting pursuant to **Article 29.2(b)(i)**;
 - (d) The Company may recover the amount of the expenses incurred pursuant to **Article 29.2(b)(ii)** from the Directors. However, a director is not liable for the amount if they prove that they took all reasonable steps to comply with **Article 29.2(b)(i)**. The Directors who are liable are jointly and individually liable for the amount.
 - (e) Voting Members with at least 5% of the votes may call, and arrange to hold, a general meeting. The members calling the meeting must pay the expenses of calling and holding the meeting.
 - (f) To call and hold a meeting under **Articles 29.2(a)** and **29.2(e)**:
 - (i) the members must, as far as possible, follow the procedures for general meetings set out in this constitution; and
 - (ii) the percentage of votes that members have is to be worked out as at the midnight before the meeting is called.

30. NOTICE OF GENERAL MEETINGS

30.1 Where the Company has called a general meeting of the Company, at least twenty-one (21) days' notice of the meeting must be given to the Members and Directors, except in circumstances set out in **Article 30.2**.

30.2 The Company may call on short notice:

- (a) an AGM, if all the members entitled to attend and vote at the AGM agree beforehand; or
- (b) any other general meeting, if members with at least 95% of the votes that may be cast at the meeting agree beforehand.

The Company cannot call an AGM on short notice if a resolution will be moved to remove a director, appoint a director in place of a director removed, or remove an auditor.

30.3 A person may waive notice of any general meeting of the Company by written notice to the Company.

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- 30.4 Subject to the Corporations Act, anything done (including the passing of a resolution) at a general meeting of the Company is not invalid because:
- (a) a person does not receive either or both notice of the meeting or a proxy form; or
 - (b) the Company accidentally does not give notice of the meeting or a proxy form to a person.
- 30.5 The Company must give its auditor:
- (a) notice of general meetings of the Company in the same way that a Member is entitled to receive notice under **Article 30.1**; and
 - (b) any other communication relating to the general meeting of the Company that a Member is entitled to receive.
- 30.6 A notice of a general meeting of the Company must:
- (a) set out the place, date and time for the meeting (and, if the meeting is to be held in two (2) or more places, the technology that will be used to facilitate this); and
 - (b) state the general nature of the meeting's business; and
 - (c) if a resolution is to be proposed at the meeting, set out an intention to do so either as a resolution or a special resolution and state that resolution; and
 - (d) in the case of an election of Directors, state the names of the candidates for election; and
 - (e) contain a statement setting out the following information:
 - (i) that Voting Members have the right to appoint a proxy; and
 - (ii) that the proxy must be a natural person; and
 - (iii) any proxy form for the meeting may be given in the form pursuant to **Article 42.5**.

31. BUSINESS OF GENERAL MEETINGS

- 31.1 All business will be *special business* that is transacted at a general meeting of the Company, not being an Annual General Meeting, or at an Annual General Meeting with the exception of the business pursuant to **Article 31.3** and shall include items of business submitted by:
- (a) the Board;
 - (b) Voting Members with at least 5% of the votes that may be cast on the resolution;
- 31.2 The notice of the item of business submitted by Members pursuant to **Article 31.1(b)** must:
- (a) be in writing; and:

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- (b) set out the wording of any proposed resolution; and
 - (c) be signed by the Voting Members proposing to move the resolution.

Separate copies of a document setting out the notice may be used for signing by Voting Members if the wording of the notice is identical in each copy.

31.3 In addition to any special business pursuant to **Articles 31.1** and **31.2**, the business that may be transacted at an Annual General Meeting is:

- (a) the confirmation of the minutes of the preceding Annual General Meeting;
- (b) the consideration of the annual:
 - (i) Financial report;
 - (ii) Directors' report; and
 - (iii) Auditor's report.
- (c) the election of Directors;
- (d) if required at that particular AGM, the appointment of auditor and the fixing of their remuneration.

31.4 Except with the approval of the Board or with the permission of the Chair of the meeting, no person may move at any general meeting of the Company:

- (a) any resolution except in the form set out in the notice of meeting pursuant to **Articles 30.6(c)** and **31.2**; or
- (b) any amendment that substantially changes the intent of any resolution or of a document which relates to any resolution. Any objection raised under this **Article 31.4(b)** in relation to the question of the validity of the amendment of the resolution must be decided by the Chair of the general meeting of the Company, whose decision, made in good faith, is final and conclusive.

32. QUORUM OF GENERAL MEETINGS

32.1 No business may be transacted at a general meeting of the Company except, subject to **Article 33**, the election of the Chair of the meeting and the adjournment of the meeting, unless a quorum for a general meeting of the Company is present at the time when the meeting commences and for the duration of the meeting.

32.2 A quorum for a general meeting of the Company shall be constituted by not less than five (5) Voting Members present in person or by proxy (or by technological means subject to Board consent) or if there are less than 10 Voting Members of the Company, fifty per cent (50%), rounded to the nearest whole number, of those Voting Members.

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- 32.3 Where there is only one Member then a quorum is that Member attending or otherwise resolving in writing any matter required to be decided by that Member.
- 32.4 If a quorum is not present within thirty (30) minutes after the time appointed for the commencement of a general meeting of the Company, the meeting is dissolved unless the Chair of the meeting adjourns the meeting to a date, time and place determined by that Chair.
- 32.5 If a quorum is not present within thirty (30) minutes after the time appointed for the commencement of an adjourned general meeting of the Company, the Voting Members present in person or by proxy (or by technological means subject to Board consent) constitute a quorum.

33. CHAIR OF GENERAL MEETINGS

33.1 Subject to **Articles 33.2** and **33.3**, the President shall preside at, and chair, each general meeting of the Company or in the President's absence; the Deputy President may preside as President at every general meeting of the Company.

33.2 If at a general meeting of the Company:

- (a) there is no President or Deputy President; or
- (b) the President or Deputy President is not present within 15 minutes after the time appointed for the commencement of a general meeting of the Company or either is not willing to chair all or part of the meeting;
 - (i) the Directors present may (by majority vote) elect one of their number; or
 - (ii) in the absence of all the Directors or if none of the Directors present is willing to act, the Voting Members of the Company present in person or by proxy (or by technological means subject to Board consent) may elect one of their number,

to preside at, and chair, that meeting.

33.3 A Chair of a general meeting of the Company may, for any item of business at that meeting or for any part of that meeting, vacate the chair in favour of another person nominated by him or her (**Acting Chair**). Where an instrument of proxy appoints the Chair as proxy for part of proceedings for which an Acting Chair has been nominated, the instrument of proxy is taken to be in favour of the Acting Chair for the relevant part of the proceedings.

34. CONDUCT OF GENERAL MEETINGS

34.1 The Chair of a general meeting of the Company is responsible for the general conduct of that meeting and for the procedures to be adopted at that meeting.

34.2 The Chair of a general meeting of the Company may:

- (a) make rulings without putting the question (or any question) to the vote if that action is required to ensure the orderly conduct of the meeting;

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- (b) determine the procedures to be adopted for proper and orderly discussion or debate at the meeting;
 - (c) determine, in the absence of such pursuant to **Article 38.2**, the rules and procedures in relation to a poll to be adopted for the casting of votes, the circumstances in which such a vote will be valid and the recording of votes at the meeting;
 - (d) be guided in their determination of the rulings, procedures and conduct of general meetings of the Company by any Standing Orders that the Board may determine, that are not inconsistent with this Constitution that it considers as a readily accessible guide to influence the proper conduct of all Company meetings. It should be noted that any ruling of the Chair pursuant to **Articles 34.2(a) - 34.2(d)** or any decision made by a validly constituted meeting shall not be void by reason only of a departure from such Standing Orders.

34.3 The Chair of a general meeting of the Company may:

- (a) at his/her discretion and with his/her assent, permit interested persons (other than Members) to attend general meetings of the Company but who, subject to **Article 35.3**, have no right to speak at or otherwise participate in the meeting and must follow any directions of the Chair;
- (b) where they deem necessary to maintain a safe, respectful and professional environment, refuse to admit a person, or require them to leave and not return to a general meeting of the Company if the person:
 - (i) refuses to permit examination of any article in the person's possession; or
 - (ii) is in possession of any electronic or recording device; placard or banner; or other similar sign or other inappropriate article which the Chair considers in "good faith" (i.e. a sincere intention to deal fairly with others and without any malice) to be dangerous, offensive or liable to cause disruption or distress; or
 - (iii) acts or behaves or uses abusive language in a manner unbecoming of appropriate decorum or in conflict with or disregard for the Chair's rulings.
- (c) The Chair of a general meeting of the Company may determine any dispute concerning the admission, validity or rejection of a vote or proxy at the meeting.
- (d) The Chair of a general meeting of the Company may, subject to any relevant and applicable sections of the Act, at any time terminate discussion or debate on any matter being considered at the meeting and require that matter be put to a vote.
- (e) The Chair of a general meeting of the Company may refuse to allow debate or discussion on any matter which is not business referred to in the notice of that meeting or is not business of the meeting permitted under any relevant and applicable sections of the Corporations Act without being referred to in the notice of meeting.

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- (f) If (at a meeting held in one physical location) the Chair of a general meeting of the Company considers that there are too many persons present at the meeting to fit into the venue where the meeting is to be held, the Chair may nominate a separate meeting place using any technology that gives eligible attending Members as a whole a reasonable opportunity to participate.
 - (g) The Chair of a general meeting of the Company may delegate any power conferred by this **Article 34** to any person.
 - (h) Nothing contained in this **Article 34** limits the powers conferred by law on the Chair of a general meeting of the Company.

35. ATTENDANCE AT GENERAL MEETINGS

- 35.1 The Chair of a general meeting of the Company may require a person acting as a proxy or attorney at that meeting to establish to the Chair's satisfaction that the person is the person duly appointed to act. If the person fails to satisfy this requirement, the Chair may exclude the person from attending or voting at the meeting.
- 35.2 A Director is entitled to receive notice of all general meetings of the Company, pursuant to **Article 30.1**, and to attend all general meetings of the Company and is entitled to speak at those meetings.
- 35.3 A person, whether a Member or not, requested by the Board to attend a general meeting of the Company is entitled, with the permission of the Chair of the meeting, to attend that meeting and to speak at that meeting pursuant to **Article 34.3(a)**.
- 35.4 The Company's auditor is entitled to attend any general meeting of the Company.

36. ADJOURNMENTS OF A GENERAL MEETING

- 36.1 The Chair of a general meeting of the Company may at any time during the meeting adjourn the meeting or any business, motion, question or resolution being considered or remaining to be considered at the meeting or any discussion or debate, either to a later time at the same meeting or to an adjourned meeting to be held at the time and place determined by the Chair.
- 36.2 If the Chair of a general meeting of the Company exercises the right to adjourn that meeting under **Article 36.1**, the Chair may (but is not obliged to) obtain the approval of those present at the meeting entitled to vote to the adjournment.
- 36.3 No person other than the Chair of a general meeting of the Company may adjourn that meeting.
- 36.4 The Company may give notice of a general meeting of the Company resumed from an adjourned meeting as the Board resolves. Failure to give notice of an adjournment of a general meeting of the Company or the failure to receive any notice of the meeting does not invalidate the adjournment or anything done (including the passing of a resolution) at a resumed meeting.
- 36.5 Only business left unfinished is to be transacted at a general meeting of the Company resumed after an adjournment.

37. CANCELLATIONS AND POSTPONEMENTS OF A GENERAL MEETING

- 37.1 The Company may by resolution of the Board cancel or postpone a general meeting of the Company called in accordance with this Constitution by the Board or change the place for the meeting, prior to the date on which the meeting is to be held.
- 37.2 **Article 37.1** does not apply to a meeting called by Members or by the Board on the request of Members, unless those Members consent to the cancellation or postponement.
- 37.3 The Company may give notice of a cancellation or postponement or change of place of a general meeting of the Company as the Board resolves. Failure to give notice of a cancellation or postponement or change of place of a general meeting of the Company or the failure to receive any notice of the meeting does not invalidate the cancellation, postponement or change of place of a meeting or anything done (including the passing of a resolution) at a postponed meeting or the meeting at the new place.
- 37.4 The only business that may be transacted at a general meeting of the Company the holding of which is postponed is the business specified in the original notice calling the meeting.

38. VOTING AT GENERAL MEETINGS

- 38.1 A resolution put to the vote at a general meeting of the Company at a meeting held in:
- (a) one physical location must be decided on a show of hands, unless a poll is demanded pursuant to **Article 41** and that demand is not withdrawn.
 - (b) two (2) or more places that uses technology that gives eligible attending Voting Members as a whole a reasonable opportunity to participate, a poll will be held that relies on either a vocal "yes" or "no" response with each voter counted separately or otherwise some electronic means of casting and counting votes as determined by the Board.
- 38.2 The Board may determine the rules and procedures in relation to a poll to be adopted for the casting of, the circumstances in which such a vote will be valid and the recording of votes at the meeting.
- 38.3 Each Voting Member has one vote.
- 38.4 An objection to a right to vote at a general meeting of the Company or to a determination to allow or disregard a vote at the meeting may only be made at that meeting (or any resumed meeting if that meeting is adjourned). Any objection under this **Article 38.4** must be decided by the Chair of the general meeting of the Company, whose decision, made in good faith, is final and conclusive.
- 38.5 Except where a resolution at a general meeting of the Company is a special resolution that requires a special majority, the resolution is passed if more votes are cast by Voting Members in favour of the resolution than against it.

38.6 In the case of a tied vote on a resolution at a general meeting of the Company, the Chair of that meeting, if they are a Voting Member, has a right to their deliberative vote in respect of that resolution but **does not have a casting vote** on that resolution and, pursuant to **Article 38.5**, the resolution is not passed.

38.7 Unless a poll is demanded and the demand is not withdrawn, a determination by the Chair of a general meeting of the Company following a vote on a show of hands that a resolution has been passed or not passed is conclusive, and an entry to that effect in the book containing the minutes of the proceedings of the Company signed by the Chair will be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour or against the resolution.

39. VOTING BY PROXY OR ATTORNEY

39.1 The validity of any resolution passed at a general meeting of the Company is not affected by the failure of any proxy or attorney to vote in accordance with directions (if any) of the appointing Voting Member.

39.2 If a proxy of a Voting Member purports to vote in a way or circumstances that contravene the Corporations Act, on a show of hands the vote of that proxy is invalid, and the Company must not count it. If a poll is demanded, votes which the Corporations Act requires a proxy of a Voting Member to be cast in a given way, must be treated as cast in that way.

39.3 Subject to this Constitution and the Corporations Act, a vote cast at a general meeting of the Company by a person appointed by a Voting Member as a proxy or attorney is valid despite the revocation of the appointment (or the authority under which the appointment was executed), if no notice in writing of that matter has been received by the Company at least 48 hours before the commencement of that meeting.

40. RESTRICTIONS ON VOTING RIGHTS

40.1 The authority of a proxy or attorney for a Voting Member to speak or vote at a general meeting of the Company to which the authority relates is suspended while the appointing Voting Member is present in person at that meeting.

40.2 A Voting Member is not entitled to vote on any resolution on which any fee or other amount due and payable to the Company in respect of that Member's membership of the Company has not been paid.

40.3 A Voting Member is not entitled to vote on a resolution at a general meeting of the Company where that vote is prohibited by the Corporations Act or an order of a court of competent jurisdiction.

40.4 The Company must disregard any vote on a resolution at a general meeting of the Company purported to be cast by a Voting Member, proxy or attorney where that person is not entitled to vote on that resolution. A failure by the Company to disregard a vote on a resolution as required by this **Article 40** does not invalidate that resolution or any act, matter or thing done at the meeting, unless that failure occurred by wilful default of the Company or of the Chair of that meeting.

41. POLLS

- 41.1 A poll on a resolution at a general meeting of the Company may be demanded by:
- (a) at least five (5) Voting Members; or
 - (b) Members with at least 5% of the votes that may be cast on the resolution on a poll; or
 - (c) the Chair of that meeting.
- 41.2 No poll may be demanded at a general meeting of the Company on:
- (a) the election of a Chair of that meeting; or
 - (b) (unless the Chair of the meeting otherwise determines) the adjournment of that meeting.
- 41.3 A demand for a poll may be withdrawn.
- 41.4 A poll demanded on a resolution at a general meeting of the Company for the adjournment of that meeting (subject to **Article 41.2(b)**) must be taken immediately. A poll demanded on any other resolution at a general meeting of the Company must be taken in the manner and at the time and place the Chair of the meeting directs.
- 41.5 The result of a poll demanded on a resolution of a general meeting of the Company is a resolution of that meeting.
- 41.6 A demand for a poll on a resolution of a general meeting of the Company does not prevent the continuance of that meeting or that meeting dealing with any other business.

42. PROXIES

- 42.1 A Voting Member may appoint another natural person to attend and vote at that general meeting of the Company, as proxy for the Voting Member but not otherwise.
- 42.2 In respect of any one general meeting of the Company, a person may not be appointed as proxy for more than two Voting Members other than the Chair who may be appointed as proxy for any number of Voting Members.
- 42.3 If the name of the proxy in a form of appointment of proxy is not filled in, the proxy of that Voting Member is:
- (a) the person specified by the Company in the form of appointment of proxy in the case the Voting Member does not choose; or
 - (b) if no person is so specified, the Chair of that meeting.
- 42.4 A proxy appointed in accordance with this Constitution to attend and vote may only exercise the rights of the Voting Member on the basis and subject to the restrictions provided in this Constitution.

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- 42.5 A form of appointment of proxy is valid if it:
- (a) is in writing(including electronic);
 - (b) is signed or otherwise authenticated; and
 - (c) contains:
 - (i) the Member's name;
 - (ii) the proxy's name or the name of office held by the proxy; and
 - (iii) the meeting at which the appointment may be used.
- 42.6 An appointment of proxy or attorney for a general meeting of the Company is effective only if the Company receives the appointment (and any authority under which the appointment was signed or a certified copy of the authority) not less than 48 hours before the time appointed for the meeting to commence or (in the case of an adjourned meeting) resume.
- 42.7 Where a notice of meeting specifies an electronic address or other electronic means by which a Voting Member may give the Company a proxy appointment (and any authority under which the appointment is signed), a proxy given at that electronic address or by that other electronic means is taken to have been given by the Voting Member and received by the Company if the requirements set out in the notice of meeting are complied with.
- 42.8 If more than one proxy or attorney appointed by a Voting Member is present at a general meeting of the Company and the Company has not received notice of any revocation of any of the appointments:
- (a) a proxy or attorney appointed to act at that particular meeting may act to the exclusion of a proxy or attorney appointed under a standing appointment; and
 - (b) subject to **Article 42.8(a)**, a proxy or attorney appointed under the most recent appointment may act to the exclusion of a proxy or attorney appointed earlier in time.
- 42.9 An appointment of a proxy of a Voting Member is revoked (or, in the case of a standing appointment, suspended for that particular general meeting of the Company) if the Company receives a further appointment of a proxy from that Member which would result in there being more than one proxy of that Member entitled to act at the meeting. The appointment of proxy made first in time is the first to be treated as revoked or suspended by this Article.
- 42.10 The appointment of a proxy for a Voting Member is not revoked by an attorney for that Member attending and taking part in a general meeting of the Company to which the appointment relates, but if that attorney votes on a resolution at that meeting, the proxy is not entitled to vote, and must not vote, as the Member's proxy on that resolution.
- 43. RESOLUTIONS DETERMINED WITHOUT GENERAL MEETINGS**
- 43.1 The company may pass a resolution of Voting Members without a general meeting being held if all the members entitled to vote on the resolution sign a document containing a statement that

they are in favour of the resolution set out in the document and that resolution is as valid and effectual as a resolution duly passed at a general meeting of the Company.

43.2 Any such written resolution under **Article 43.1** may consist of:

- (a) several copies of a document each signed by one or more Voting Members and takes effect at the date and time on which the last Voting Member necessary for the resolution to be passed, signs a copy of the resolution; or
- (b) a record of several messages by electronic means each indicating the identity of the sender, the text of the resolution and the sender's agreement to the resolution and such a resolution takes effect on the date on which the last Voting Member's message necessary for the resolution to be passed is received.

THE BOARD

44. DIRECTORS

44.1 Number of Directors

- (a) There shall be not less than three (3) (Member) Directors and not more than ten (10) Directors of the Company which shall consist of:
 - (i) Not less than three (3) and not more than eight (8) (Member) Directors appointed or elected by Voting Members pursuant to **Articles 44.4 and 44.5**; and
 - (ii) Not more than two (2) (Board Appointed) Directors appointed at the Board's discretion pursuant to **Article 44.3**; and
- (b) The Board shall endeavour to have an odd number of Directors holding office at all times, only so far as is convenient having regard to forthcoming elections.

44.2 Board Appointed Directors

- (a) Up to two (2) natural persons may be appointed to the position of (Board Appointed) Director at any time by resolution of, and at the discretion of the Board. The Board may exercise this power, in its absolute discretion, to assist the Board to have:
 - (i) a mix of governance skills and attributes, that are commensurate with those skills and attributes expected of a board to adequately govern an entity of similar size and complexity as that of the Company;
 - (ii) at least one Enrolled Nurse or Registered Nurse;
 - (iii) at least one Midwife; and
 - (iv) Directors from a wide geographical coverage of the Australian States and Territories.

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- (b) For clarity, the Board cannot be compelled to exercise this power, nor is an appointment made under this power subject to review unless exercised other than in the interests of the Company.

44.3 A (Board Appointed) Director:

- (a) may be a Member but must not be a paid employee and must not have been, in the past two years, a paid employee (whether full-time or part-time) of, or hold (or held) paid employment in, the Company or of any related body corporate of the Company;
- (b) holds office for a term that ends:
 - (i) at the conclusion of the AGM next following their appointment, at which time they must retire but remain eligible to be re-appointed by the Board;; or
 - (ii) the person ceases to be Director pursuant to **Article 46.1(a)**.

44.4 Member Directors

- (a) Only Voting Members who are natural persons may hold office as a (Member) Director under Article **44.1(a)(i)(i)**.
- (b) A (Member) Director must not be a paid employee and must not have been, in the past two years, a paid employee (whether full-time or part-time) of, or hold (or held) paid employment in the Company or of any related body corporate of the Company.
- (c) A person becomes a (Member) Director when either:
 - (i) the Board appoints a (Member) Director to fill a casual vacancy pursuant to **Article 44.6(a)**; or
 - (ii) the Company elects that person as a (Member) Director:
 - A. at an Annual General Meeting; or
 - B. at a general meeting of the Company if there are less than three (Member) Directors.

44.5 Nomination and Appointment of (Member) Directors

- (a) The Board may make and amend By-laws to set out:
 - (i) nomination, election and procedural requirements for the nomination and appointment (including election) of (Member) Directors; and
 - (ii) criteria for appointment to and conduct of the “Director Selection Committee”, if any, established under **Article 44.5(b)**.
- (b) The Board may:
 - (i) establish a “Director Selection Committee” whose role shall be to:

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- A. identify and encourage nominees to stand for office as a (Member) Director under **Article 44.1(a)(i)** and to fill a casual vacancy pursuant to Article to apply and implement By-laws made by the Board according to **Article 44.5(a)**:
- B. so far as practicable, promote persons for election by the Members so that the resulting Board shall:
- 1) have a mix of governance skills and attributes, that are commensurate with those skills and attributes expected of a board to adequately govern an entity of similar size and complexity as that of the Company; and
 - 2) have at least one Enrolled Nurse or Registered Nurse;
 - 3) have at least one Midwife; and
 - 4) have Directors from across a wide geographical coverage of the Australian states and territories.
- (ii) not appoint any person to the Director Selection Committee:
- A. who is a current director or a current employee of the Company; and
- B. unless they have not less than 4 years' experience as a Director of a Company or senior manager of a Corporation.
- (c) If the Board determine that there is a vacancy to be fulfilled on the Board by the Voting Members, then the Members may nominate one or more Voting Members for election at the AGM. No person may be nominated as a (Member) Director unless a (Member) Director Nomination in the form determined by the Board from time to time is:
- (i) signed by two (2) Voting Members endorsing the nominee's eligibility and accompanied by the consent of the nominee to act (which may be endorsed on the form of nomination); and
 - (ii) delivered to the Company Secretary at least fifteen (15) business days (or such other time as is allowed for by the Board) before the date fixed for the holding of the meeting at which the election is being held.
- (b) Each Nomination must give detail regarding the nominated candidate as prescribed in the By-laws, including the following:
- (i) governance skills and attributes held by the nominee sufficient to demonstrate that the nominee can be expected to adequately govern an entity of similar size and complexity as that of the Company and to exercise the duties of directorship;

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- (ii) whether they are or were qualified as any an Enrolled Nurse, Registered Nurse or Midwife and
 - (iii) to the extent practicable, geographical coverage from the Australian states and territories
 - (c) If on the close of nominations, the number of nominating candidates for election as (Member) Directors is:
 - (i) *equal to* the number of vacancies, all the nominating candidates shall be declared elected at the general meeting of the Company.
 - (ii) *less* than the number of vacancies, the Board may fill any remaining positions (or sufficient a number required to form a quorum required by this Constitution) as set out in **Article 44.5**.
 - (d) If the number of nominating candidates for election as Directors is *greater* than the number of vacancies, a ballot must be held for the election of (Member) Directors at the general meeting of the Company conducted in such manner as the Board may direct.
 - (e) If a ballot is required, balloting lists must be prepared by the Company Secretary listing the names of the nominating candidates in the order drawn by lot.
 - (f) Each Voting Member entitled to vote may cast the number of votes equal to the number of vacancies, provided that no person so voting may cast more than 1 vote in favour of each candidate.
 - (g) The nominating candidates receiving the greatest number of votes in their favour must be declared by the Chair of the meeting to be elected as (Member) Directors
 - (h) In the event of a tied vote for a (Member) Director position the result will be decided by lot.

44.6 Board may appoint a (Member) Director to fill a casual vacancy:

- (a) Where a (Member) Director retires or otherwise ceases to be a Director prior to their term of office expiring the Board may appoint a Voting Member to fill the casual vacancy, provided that the person appointed to fill the vacancy meets the eligibility requirements.
- (a) A person appointed by the Board to fill a vacancy under this **Article 44.6** holds office for a duration determined by the Board, but no longer than the term of office of the person 's office they have been appointed to fill.

45. TENURE OF (MEMBER) DIRECTORS

- 45.1 A (Member) Director appointed pursuant to **Article 44.4**, must retire from office three (3) AGMs following that Director's last election or appointment and is eligible to **re-nominate**, pursuant to **Article 44.5** for re-appointment but subject to the following

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- (a) Such a retirement/re-nomination/re-appointment may occur three consecutive times (i.e. on a 3yr + 3yr + 3yr tenure) at which point, the Director may not be eligible to nominate again as a (Member) Director for a minimum period of two years at which point they may be eligible to nominate for the position of Director and hold office again pursuant to this Constitution.
- (b) Notwithstanding that a (Member) Director completes three consecutive times pursuant to **Article 45.1(a)**, that person may be appointed by the Board pursuant to **Article 44.2** as a (Board Appointed) Director subject to eligibility requirements of that position.
- 45.2 A (Member) Director who retires under **Article 45.1** holds office as Director until the end of the meeting at which the Director retires.
- 45.3 The Board may, on application of a (Member) Director, grant that Director leave of absence from the Board that is likely to exceed three (3) months in duration, but not beyond their designated tenure pursuant to **Article 45.1** (i.e. three (3) AGMs following that Director's last election or appointment). As Director leave of absence is not a formal casual vacancy, the Director cannot be replaced during the term of the leave of absence.

46. CESSATION OF DIRECTORSHIP

- 46.1 A person ceases to be a Director if the person:
- (a) fails to attend two (2) consecutive Board meetings without the consent of the Board;
- (b) resigns by notice in writing to the Company;
- (c) is removed from office under the Corporations Act;
- (d) is, or becomes a paid employee or has been in the past two years a paid employee (whether full-time or part-time) of, or holds (or held) paid employment in the Company or of any related body corporate of the Company;
- (e) is or becomes an undischarged bankrupt, or insolvent;
- (f) becomes a person whose person or estate is liable to be dealt with under any law relating to mental health;
- (g) is or becomes disqualified from managing a corporation under the Corporations Act or the ACNC Act;
- (h) retires pursuant to **Article 45.1**;
- (i) holds office as a (Member) Director under **Article 44.1(a)(i)** and fails to pay the membership fee under **Article 25** within 3 months of it falling due; or
- (j) is removed from office by resolution of the Members entitled to attend and vote in general meeting of the Company.

46.2 The Board may, by resolution of not less than a $\frac{3}{4}$ (75%) majority (of the total number of Directors) of the Board, suspend a (Member) Director from their position as a Director with immediate effect, provided that:

- (i) in their opinion they establish sufficient legitimate grounds for them to determine a breach of the Act or the conduct of a Director is in persistent breach of this Constitution or the governing policies of the Company or such that continuance in office would be prejudicial to the interests of the Company;
- (ii) they then call a general meeting of the Company within twenty-one (21) days of that suspension to be held within twenty (20) business days of the suspension taking effect to consider whether the (Member) Director should be removed.

47. DIRECTOR DUTIES

47.1 The directors must comply with their duties as directors under legislation and common law (judge-made law), and with the duties described in governance standard 5 of the regulations made under the ACNC Act which are to:

- (a) act with reasonable care and diligence in the exercise of their powers;
- (b) act honestly and fairly, in the best interest of the Company and for its charitable purpose;
- (c) not misuse their position or information they may gain as a director;
- (d) disclose any perceived or actual material conflicts of interest in the manner set out in **Article 48**;
- (e) ensure that the financial affairs of the Company are managed responsibly;
- (f) not allow the Company to operate while it is insolvent.

48. INTERESTS OF DIRECTORS

48.1 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 directors (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.

48.2 A Director is not disqualified from:

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

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- (b) being a Member, creditor or otherwise be interested in any body corporate (including the Company), partnership or entity, except auditor of the Company;
 - (c) contracting or entering into any agreement or arrangement with the Company; or
 - (d) acting in a professional capacity (or being a Member of a firm, which acts in a professional capacity) for the Company, except as auditor of the Company.
- 48.3 A Director who has a material personal interest in a matter that is being considered at a Board meeting must not be present while the matter is being considered at the meeting nor vote on the matter, except that the director may be present and vote if directors who do not have a material personal interest in the matter have passed a resolution that:
- (a) identifies the director, the nature and extent of the director's interest in the matter and its relation to the affairs of the company; and
 - (b) states that those directors are satisfied that the interest should not disqualify the director from voting or being present.
- 48.4 If a Director has an interest in a matter, then subject to the director having complied with **Article 48.3** in advance of the matter being considered by the Board then:
- (a) that Director may be counted in a quorum at the Board meeting that considers matters that relate to the interest provided that Director is entitled to vote on at least one of the resolutions to be proposed at that Board meeting;
 - (b) that Director may participate in and vote on matters that relate to the interest subject to **Article 48.3**;
 - (c) the Company may proceed with any transaction that relates to the interest and the Director may participate in the execution of any relevant document by or on behalf of the Company;
 - (d) the Director may retain the benefits under any transaction that relates to the interest even though the Director has the interest; and
 - (e) the Company cannot avoid any transaction that relates to the interest merely because of the existence of the interest.

49. COMPOSITION AND ROLE OF BOARD

- 49.1 The Board will comprise of the Directors of the Company appointed pursuant to **Article 44.6(a)**, **Article 44.4(c)** and, if so appointed, any Directors pursuant to **Article 44.2**.
- 49.2 Without limiting the general powers of the Board pursuant to **Article 54** and as otherwise stated in this Constitution, the role, functions and activities of the Board include (in the main, but not necessarily limited to):
- (a) formulating the Company's strategic direction that is consistent with furthering the Objects;

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- (b) determining the Company's governance policies;
 - (c) appointing and working with and through the CEO (pursuant to **Article 52**);
 - (d) monitoring, overseeing and supervising the Company's CEO's strategic, organisational and financial performance and risk and compliance management processes; and
 - (e) providing accountability to the Members and complying with the ACNC governance standards.

50. PRESIDENT

- 50.1 At the first meeting of the Board after the Annual General Meeting in each year, the Board *shall* appoint one of the Directors from among their number to the office of President.
- 50.2 The President will hold office until the conclusion of the next Annual General Meeting but is eligible for re-appointment as President by the Board if the person is a validly appointed Director, notwithstanding that the Board may, at any time, terminate the appointment of a President, with or without cause and appoint another of the Directors from among their number to the office of President who will hold office for the remainder of the term but is eligible for re-appointment.
- 50.3 A person who is appointed President is, for the purposes of this Constitution, first and foremost a Director who has the same tenure as any other Director pursuant to **Articles 44.3** and **45**. If the President:
- (a) retires as a Director or otherwise ceases to be a Director, the person ceases to be the President at which time the Board shall elect one of the Directors from among their number to the office of President pursuant to **Article 50.1**;
 - (b) retires as President or otherwise ceases to be the President, the person may continue as a Director.
- 50.4 The person appointed President, in addition to their Director role, has all the corresponding authorities delegated in this Constitution and those further delegated by the Board pursuant to **Articles 50.5, 50.6 and 50.7**.
- 50.5 The Board may, subject to this Constitution, determine, or vary any determination of, the functions, responsibilities, powers, authorities of (and any constraints, related processes and protocols and relevant accountability obligations applying to), and subject to **Article 6**, the remuneration of the President.
- 50.6 The Board may delegate any of its powers to the President for any period and on any terms (including the power to further delegate) as the Board resolves. The Board may add to, revoke or vary any power delegated to the President.
- 50.7 The President must exercise the powers delegated to him or her in accordance with any directions of the Board pursuant to **Article 55**.

51. DEPUTY PRESIDENT

51.1 At the first meeting of the Board after the Annual General Meeting in each year, the Board *may* appoint one of the Directors from among their number to the office of Deputy President.

51.2 The Deputy President will hold office until the conclusion of the next Annual General Meeting but is eligible for re-appointment by the Board if the person is a validly appointed Director, notwithstanding that the Board may, at any time, terminate the appointment of a Deputy President, with or without cause and appoint another of the Directors from among their number to the office of Deputy President who will hold office for the remainder of the term but is eligible for re-election.

51.3 A person who is appointed Deputy President is for the purposes of this Constitution first and foremost a Director who has the same tenure as any other Director pursuant to **Article 44.3**. If the Deputy President:

- (a) retires as a Director or otherwise ceases to be a Director, the person ceases to be the Deputy President at which time the Board shall elect one of the Directors from among their number to the office of Deputy President pursuant to **Article 51.1**;
- (b) retires as Deputy President or otherwise ceases to be the Deputy Chair, the person may continue as a Director pursuant to **Article 46**;
- (c) The person elected Deputy President, in addition to their Director role, has all the corresponding authorities delegated in this Constitution and those further delegated by the Board pursuant to **Article 55**;
- (d) The Board may, subject to this Constitution, determine, or vary any determination of, the functions, responsibilities, powers, authorities of (and any constraints, related processes and protocols and relevant accountability obligations applying to), and subject to **Article 6**, the remuneration of, the Deputy President;
- (e) The Board may delegate any of its powers to the Deputy President for any period and on any terms (including the power to further delegate) as the Board resolves. The Board may revoke or vary any power delegated to the Deputy President;
- (f) The Deputy President must exercise the powers delegated to him or her in accordance with any directions of the Board pursuant to **Article 55.1**.

52. CHIEF EXECUTIVE OFFICER

52.1 The CEO is appointed by the Board on terms and conditions (including as to remuneration) as determined by the Board and, subject to any agreement or contract of employment between the Company and the CEO, the Board may vary or terminate the appointment of a CEO at any time, with or without cause with due regard to the law and the process of natural justice and procedural fairness.

52.2 The Board may, subject to this Constitution, determine, or vary any determination of, the functions, responsibilities, powers, authorities of (and any constraints, related processes and

protocols and relevant accountability obligations applying to) the CEO who may perform any such function or exercise any other power specified or delegated by the Board.

52.3 The CEO may (subject to any other direction of the Board) delegate to an employee of the Company a function or power delegated to the CEO under **Article 52.1**, but that power or function may not be further delegated.

52.4 The CEO must exercise the powers delegated to him or her in accordance with any directions of the Board pursuant to **Article 55.1**.

53. COMPANY SECRETARY

53.1 The Board shall appoint a Company Secretary (who may be an employee, a Member, or alternatively may not have any association with any Member or the Company and could include - but preferably not - a Director), who shall hold office for any period and on such terms and conditions (including as to remuneration) as the Board determines. The Board may vary or revoke any determination of, the functions, responsibilities, powers, and authorities of (and any constraints, related processes and protocols and relevant accountability obligations applying to) the Company Secretary.

53.2 Subject to any agreement between the Company and the Company Secretary, the Board may vary or terminate the appointment of a Company Secretary at any time, with or without cause with due regard to the law and the process of natural justice and procedural fairness.

53.3 The person appointed Company Secretary has all the corresponding authorities delegated in this Constitution and those further delegated by the Board pursuant to **Article 55**.

53.4 The Board may, by resolution, delegate some or all of the above duties to another person pursuant to **Article 55.1** not acting formally as the Company Secretary of the Company. The Company Secretary may also, delegate some or all of the above duties to another person from time to time.

54. POWERS OF DIRECTORS

54.1 The directors are responsible for managing and directing the activities of the Company to achieve the purpose set out in **Article 1**.

54.2 The directors may use all the powers of the Company except for powers that, under the Corporations Act or this Constitution, may only be used by members.

54.3 The directors cannot remove a director or auditor. Directors and auditors may only be removed by a members' resolution at a general meeting.

54.4 The Board shall have authority to interpret the meaning of the Articles in this Constitution and any other matter relating to the Company on which this Constitution is silent, subject to any amendment of the Constitution made pursuant to **Article 66**.

55. DELEGATION OF DIRECTORS POWERS

55.1 The Board may, by instrument in writing, delegate the exercise of the functions of the Board or any of its powers for any period and on any terms (including the power to further delegate), as the Board resolves, to:

- (a) a committee of the Board made up of any reliable and competent persons as determined at the Board's discretion;
- (b) a Director or officer bearer;
- (c) an employee of the Company; or;
- (d) any other person, group or body;

as are deemed as reliable and competent by the Board to exercise the power and as are specified in the instrument of delegation and/or any directions of the Board, other than:

- (e) this power of delegation; and
- (f) a function which is a duty imposed specifically on the Board by the Corporations Act or by any other law.

55.2 A committee or delegate must exercise the powers delegated in accordance with any directions of the Board.

55.3 A function, the exercise of which has been delegated under this rule, may, while the delegation remains unrevoked, be exercised from time to time by the delegated person, persons, or committee pursuant to the terms of the delegation.

55.4 A delegation under this rule may be made subject to such conditions or limitations as to the exercise of any function the subject thereof, or as to the period, terms, time or circumstances as may be specified in the instrument of delegation by the Board.

55.5 The Board may, subject to this Constitution, by instrument in writing, determine, or vary any determination of, the functions, responsibilities, powers, authorities of (and any constraints, related processes and protocols and relevant accountability obligations applying to) the delegated person, persons, or committee at any time.

55.6 The Board may, by instrument in writing, add to, revoke wholly or in part or vary any delegation under this Article.

55.7 Notwithstanding any delegation under this Article, the Board may continue to exercise any function delegated.

55.8 Any act or thing done or suffered by the delegated person, persons, or committee acting in the exercise of a delegation under this Article has the same force and effect as it would have if it had been done or suffered by the Board and noting that the exercise of the power by the delegate is as effective as if the Directors themselves had exercised it.

55.9 Any person, persons or committee appointed under this Article shall report in writing to the Board on the exercise of the delegated functions or powers as and when and by a method and at a frequency the Board shall determine from time to time.

55.10 Subject to the Terms of Reference of a committee, **Article 59** [except for the provisions of **Articles 59.10, 59.11 and 59.12**] applies, with the necessary changes, to meetings of a committee of the Board.

56. EXECUTION OF DOCUMENTS

56.1 If the Company has a common seal, the Company may execute a document if that seal is fixed to the document and the fixing of that seal is witnessed by either of:

- (a) two (2) Board authorised Directors; or
- (b) one (1) Board authorised Director and the Company Secretary; or
- (c) two (2) persons as the Board may authorise for that purpose;

and that witnessing is sufficient for all purposes that was affixed by those signatures by authority of the Board.

56.2 The Company may execute a document without a common seal provided the document is signed and attested by the signatures either of:

- (a) two (2) Board authorised Directors; or
- (b) one (1) Board authorised Director and the Company Secretary; or
- (c) two (2) persons as the Board may authorise for that purpose;

and that attestation is sufficient for all purposes that was affixed by those signatures by authority of the Board.

56.3 The Board shall ensure that:

- (a) all cheques, drafts, bills of exchange, promissory notes and other financial, negotiable or transferable instruments; and
- (b) all payments (which may include electronic fund transfers, writing cheques, use of credit cards, payment of cash and any other lawful means of disbursement of funds) by the Company; and
- (c) receipts for money paid to the Company;

are specifically authorised by (and in the case where physical signatures are required, attested by the signatures of) one or more persons as authorised by the Board and are signed, drawn, accepted, endorsed or otherwise executed in a manner and in accordance and consistent with:

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- (i) their delegated and authorised powers from the Board;
 - (ii) any directions of the Board; or
 - (iii) the governing policies of the Company as determined by the Board,

and nothing in this provision shall prevent the use of petty cash from time to time once funds have been disbursed for that purpose and all other provisions of this Constitution have been complied with.

57. ATTORNEY OR AGENT

57.1 The Board may appoint any person to be attorney or agent of the Company for any purpose, for any period and on any terms (including as to remuneration) as the Board resolves. Subject to the terms of appointment of an attorney or agent of the Company, the Board may revoke or vary that appointment at any time, with or without cause.

57.2 The Board may delegate any of their powers (including the power to delegate) to an attorney or agent. The Board may add to, revoke or vary any power delegated to an attorney or agent at any time.

PROCEEDINGS OF DIRECTORS

58. WRITTEN RESOLUTIONS OF DIRECTORS

58.1 The Board may pass a resolution without a Board meeting being held if notice in writing of the resolution is given to all Directors and a majority of all Directors entitled to vote on the resolution (not being less than the number required for a quorum at a meeting of Directors) sign a document containing a statement that they are in favour of the resolution set out in the document.

58.2 A resolution under **Article 58.1** may consist of several documents in the same form each signed by one or more Directors and is effective when signed by the last of the Directors constituting the majority. A document produced by electronic means under the name of a Director with the Director's authority is taken to be a document signed by the Director for the purposes of **Article 58.1** and is taken to be signed when received by the Company in legible form.

59. BOARD MEETINGS

59.1 The Board must meet at least twice each year but may otherwise meet, adjourn and otherwise regulate their meetings as it thinks fit on dates and at a location and by a method and at a frequency the Board shall determine from time to time.

59.2 The President or any three (3) Directors may call a Board meeting at any time. On request of the President or any three (3) Directors, the Company Secretary must call a meeting of the Directors.

59.3 Notice of a Board meeting must be given to each Director (except a Director on leave of absence approved by the Board pursuant to **Article 45.3**) and the Chief Executive Officer within seven (7) days or such period as may be unanimously agreed by the Board before the time appointed for

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- the holding of the meeting. Notice of a Board meeting may be given in person, in writing or by post or by electronic means.
- 59.4 A Director may waive notice of a Board meeting by giving written notice to that effect to the Company in person, in writing or by post or by electronic means.
- 59.5 A Director who attends a Board meeting waives any objection that person may have to a failure to give notice of the meeting.
- 59.6 Anything done (including the passing of a resolution) at a Board meeting is not invalid because either, or both, a person does not receive notice of the meeting or the Company accidentally does not give notice of the meeting to a person.
- 59.7 For the purposes of the relevant and applicable sections of the Corporations Act, each Director, by consenting to be a Director, or by reason of the adoption of this Constitution, consents to the use of technology which permits each Director to communicate with every other participating Director or any combination of technologies for the holding of a Board meeting.
- (a) A Director may withdraw the consent given under this Article.
- 59.8 If a Board meeting is held in 2 or more places linked together by any technology:
- (a) a Director present at one of the places is taken to be present at the meeting unless and until the Director states to the Chair of the meeting that the Director is discontinuing her or her participation in the meeting; and
- (b) the Chair of that meeting may determine at which of those places the meeting will be taken to have been held.
- 59.9 A quorum for a Board meeting is fifty-one per cent (51%) [rounded to the nearest whole number] of the total number of Directors (or such greater number as may be fixed by the Board from time to time). A quorum for a Board meeting must be present at all times during the meeting. Each individual present may only be counted once towards a quorum.
- (a) No formal business shall be transacted, or resolutions passed by the Board unless a quorum is present and if within half an hour of the time appointed for the meeting a quorum is not present the meeting stands adjourned to the same place and at the same hour of the same day in the following week.
- (b) If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting shall be dissolved.
- (c) The attending Directors may act notwithstanding any vacancy in the Board as long as there is the number required to form a quorum required by this Constitution.
- (d) If the number of Directors in office at any time falls below the minimum number of Directors required by this Constitution pursuant to **Article 44.1(a)(i)**, the remaining Directors shall not act in the affairs of the Company, other than to:

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- (i) appoint suitable and eligible persons to fill casual Director vacancies pursuant to **Article 44.6** up to at least the minimum number required by this Constitution pursuant to **Article 45.1**; or otherwise
 - (ii) appoint suitable and eligible persons to fill any (Board Appointed) Director vacancies pursuant to **Article 44.3** to help make up the minimum number required by this Constitution pursuant to **Article 44.1**; or otherwise
 - (iii) call a general meeting pursuant to **Article 30.1** for the purpose of the election of additional Directors until the number of Directors is made up to at least the minimum number required by this Constitution pursuant to **Article 44.1**.

59.10 The Chief Executive Officer:

- (a) shall, unless otherwise excused or directed by the Board, attend all Board meetings; and
- (b) does not have any right to vote at Board meetings.

59.11 The Company Secretary (or their delegate) [unless the Company Secretary is also a formally appointed Director]

- (a) shall, unless otherwise excused or directed by the Board, attend all Board meetings to fulfil their delegated governance administrative functions pursuant to **Article 53.1**; and
- (b) does not have any right to vote at Board meetings.

59.12 Anything done (including the passing of a resolution) at a Board meeting is not invalid because of non-attendance by the Chief Executive Officer or Company Secretary.

59.13 Subject to the provisions of **Articles 59.10** and **59.11**, the Board shall ordinarily hold all Board meetings as *in camera* sessions, but may invite, at their own discretion, any person or persons to attend for any part of the Board meeting as either:

- (a) attendees to make representations or, by permission of the Chair, speak (either in person or via telecommunication means if thought most practical and appropriate) on agenda items to provide reports, advice, counsel, guidance and information or answer questions on matters as requested by Directors; or as
- (b) observers who may, by permission of the Chair, speak for the sole purpose to raise questions in relation to and gain insights into the Board's meeting and decision-making processes to gain an instructional understanding of governance practice and methods.

60. CHAIR OF THE BOARD

60.1 Subject to **Article 60.2** the President must preside as Chair at each Board meeting or in the President's absence, the Deputy President may preside as Chair at each Board meeting.

60.2 If at a Board meeting:

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- (a) there is no President or Deputy President; or
 - (b) the President or Deputy President is not present within 15 minutes after the time appointed for the holding of a Board meeting or is not willing to preside at all or part of that meeting,

the Directors present must elect one of their number to preside at that meeting or part of the meeting.

60.3 Subject to **Article 50.1**, a person does not cease to be a Chair of the Board if that person retires as a Director at a general meeting of the Company and is re-elected as a Director at that meeting (or any adjournment of that meeting).

60.4 A person ceases to be a Chair of the Board if that person retires as a Director at a general meeting of the Company and is not re-elected as a Director at that meeting (or any adjournment of that meeting).

61. BOARD RESOLUTIONS

61.1 A resolution of the Board is passed if more votes are cast by Directors entitled to vote in favour of the resolution than against it.

61.2 Subject to **Article 48** and this **Article 61**, each Director present in person has one vote on a matter arising at a Board meeting.

- (a) A Director may not appoint an alternate, deputy, substitute or proxy director to act or vote on their behalf.

61.3 In case of a tied vote on a resolution at a Board meeting, the Chair of that meeting has a deliberative vote in his or her capacity as a Director in respect of that resolution but does not have a casting vote on that resolution and the resolution is decided in the negative.

62. VALID PROCEEDINGS

62.1 An act at any Board meeting or a committee of the Board or an act of any person acting as a Director is not invalidated by:

- (a) a defect in the appointment or continuance in office of a person as a Director, a Member of the committee or of the person so acting; or
- (b) a person so appointed being disqualified or not being entitled to vote if that circumstance was not known by the Board, committee or person (as the case may be) when the act was done.

63. PATRON

63.1 One or more patrons may be appointed by resolution of the Board. Such appointment must be by unanimous vote of all Directors.

63.2 A patron of the Company is a person who, having accepted an invitation from the Board, willingly and publicly supports the Objects. A patron may make public statements on behalf of the Company at functions that have been pre- approved by the Board for the patron to attend.

63.3 The term of patronage will be determined by resolution of the Board. A term of patronage may be terminated without notice with due regard to the law and the process of natural justice and procedural fairness, by resolution of the Board.

63.4 The role of a patron is to act as an “ambassador” of the Company to increase the public profile of the Company in such a way as to promote the Objects and good standing of the Company and may be called upon to act in a representative capacity on behalf of the Company at public functions and in particular to promulgate and proselytise the Company’s merits.

64. MINUTES

64.1 The Board shall cause minutes to be kept and entered up in accordance with the Law:

- (a) of the names of the Directors present at each meeting of the Directors and of any Committee; and
- (b) of all resolutions and proceedings of general meeting of the Company and of meetings of Directors and of Committees.

64.2 The minutes are to be signed by the Chair of the meeting at which the proceedings were held or by the Chair of the next succeeding meeting.

65. INDEMNITY AND INSURANCE

65.1 To the extent permitted by law, the Company may indemnify each relevant officer against a liability of that person incurred by that person in or arising out of the discharge of duties as an officer of the Company or in or arising out of the conduct of the business of the Company and the legal costs of that person.

65.2 Where an indemnity is provided by the Company under **Article 65.1**, that indemnity:

- (a) is enforceable without the relevant officer having first to incur any expense or make any payment;
- (b) is a continuing obligation and is enforceable by the relevant officer even though the relevant officer may have ceased to be an Officer of the Company; and
- (c) applies to liabilities and legal costs incurred both before and after this Article became effective.

65.3 To the extent permitted by law, the Company may make a payment (whether by way of advance, loan or otherwise) to a relevant officer in respect of legal costs of that person.

65.4 To the extent permitted by law, the Company may:

- (a) enter into, or agree to enter into; or

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

a contract insuring a relevant officer against a Liability of that person and the legal costs of that person. Any such premium in relation to an Officer is in addition to, and not regarded as part of, any remuneration approved by Members under this Constitution.

65.5 To the extent permitted by law, the Company may enter into an agreement or deed with a relevant officer or a person who is, or has been, an Officer of the Company or a subsidiary of the Company, under which the Company must do all or any of the following:

- (a) keep books of the Company and allow either or both that person and that person's advisers access to those books on the terms agreed;
- (b) indemnify that person against any liability and legal costs of that person;
- (c) make a payment (whether by way of advance, loan or otherwise) to that person in respect of legal costs of that person; and
- (d) keep that person insured in respect of any act or omission by that person while a relevant officer or an Officer of the Company or a subsidiary of the Company, on the terms agreed (including as to payment of all or part of the premium for the contract of insurance).

66. AMENDMENT OF CONSTITUTION

66.1 This Constitution, including the statement of Objects in **Article 4**, may be altered, rescinded and/or added to only by a Special Resolution passed by Voting Members at a general meeting of the Company. The change must be consistent with any relevant and applicable section of the Corporations Act and the ACNC Act and this Constitution.

66.2 No alteration or amendment which may affect the tax-exempt status of the income of the Company shall be made to or in the Constitution unless not less than twenty-eight (28) days' prior written notice specifying the alterations proposed to be made shall have been given to the Commissioner of Taxation.

66.3 The Company must, within twenty-eight (28) days of the Special Resolution notify and send a copy of the amended Constitution to the ACNC or provide a reference to where the ACNC can access the amended Constitution.

67. NOTICES TO MEMBERS

67.1 The Company may give notice to a Member by any of the following means at the Board's discretion:

- (a) delivering it to that Member or person;
- (b) leaving it at, or sending it by post to, the address of the Member in the Register or the alternative address (if any) nominated by that Member or person for that purpose;

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- (c) sending it to the fax number or electronic address (if any) nominated by that Member or person for that purpose;
 - (d) if permitted by any relevant and applicable section of the Corporations Act, notifying that Member of the notice's availability by an electronic means nominated by the Member for that purpose; or
 - (e) any other means permitted by any relevant and applicable section of the Corporations Act.

67.2 Where a Member does not have an address in the Register or where the Board believes that a Member is not at the address in the Register, the Company may give Notice to that Member by exhibiting the Notice at the registered office of the Company for a period of 48 hours, unless and until the Member gives the Company written notice of an address for the giving of Notices.

67.3 The Company must send all documents to a Member whose address for Notices is not within Australia by air-mail, air courier or electronic means.

67.4 Any Notice required or allowed to be given by the Company to one or more Members by advertisement is, unless otherwise stipulated, sufficiently advertised if advertised once in a daily newspaper circulating in the states and territories of Australia.

68. NOTICE TO DIRECTORS

68.1 The Company may give notice to a Director by:

- (a) delivering it to that person;
- (b) sending it by post to the usual residential address of that person or the alternative address (if any) nominated by that person for that purpose;
- (c) sending it to the fax number or electronic address (if any) nominated by that person for that purpose; or
- (d) any other means agreed between the Company and that person.

69. NOTICE TO THE COMPANY

69.1 A person may give notice to the Company by:

- (a) leaving it at, or by sending by post to, the registered office of the Company;
- (b) leaving it at, or by sending it by post to, a place nominated by the Company for that purpose;
- (c) sending it to the fax number at the registered office of the Company nominated by the Company for that purpose;
- (d) sending it to the electronic address (if any) nominated by the Company for that purpose; or

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- (e) any other means permitted by any relevant and applicable section of the Corporations Act.

70. TIME OF SERVICE

- 70.1 A notice sent by post is taken to be given five (5) business days from the date it is posted.
- 70.2 A notice sent by fax or other electronic transmission is taken to be given when the transmission is sent provided that in the case of notice to the Company or a Director, the sender meets any action required by the recipient to verify the receipt of the document by the recipient.
- 70.3 A notice given pursuant to **Article 67.1(d)** is taken to be given on the day after the date on which the Member is notified that the Notice is available.
- 70.4 A notice given pursuant to **Article 67.2** is taken to be given at the commencement of the 48-hour period referred to in that Article.
- 70.5 A certificate by a Director or Company Secretary to the effect that a notice by the Company has been given in accordance with this Constitution is conclusive evidence of that fact.

71. NOTICE REQUIREMENTS

- 71.1 The Board may specify, generally or in a particular case, requirements in relation to notices given by any electronic means, including requirements as to:
 - (a) the classes of, and circumstances in which, Notices may be sent;
 - (b) verification (whether by encryption code or otherwise); and
 - (c) the circumstances in which, and the time when, the notice is taken to be given.

72. FINANCIAL AND ACCOUNTING AND INSPECTION OF RECORDS

72.1 Financial and Accounting

- (a) The Board shall cause proper and accurate written financial and accounting records to be kept:
 - (i) of all money received and spent by the Company and the matter in respect of which such receipt and expenditure takes place, and of the assets and liabilities of the Company and of all relevant activities involving the Company;
 - (ii) in such a manner as will enable true and fair financial statements to be prepared and audited;
 - (iii) for at least seven (7) years after the transactions covered by the records are completed.

72.2 Member Inspection of Records

- (a) The Board shall from time to time determine at what times and places and under what conditions, arrangements or regulations the records, books and other documents of the Company (other than legal documents related to Court action or current litigation, personnel files and documents and other privileged, legally restricted or commercial-in-confidence information) and including minutes of all board meetings and general meetings of the Company shall be open to inspection by a Member of the Company (who must be up to date with all financial obligations to the Company at the time of request) as permitted pursuant to the Corporations Act;

72.3 Director Inspection of Records

- (a) Each Director of the Company has the right of access personally, to the records, books and all other documents (financial or otherwise) of the Company at all reasonable times for the purposes of their duties pursuant to **Article 47**, and may ask those records, books or documents to be tabled at a Board meeting if necessary;
- (b) The Director may make copies of those records and other documents for the purposes of a legal proceeding to which the person is a party; or that the person proposes in good faith to bring; or that the person has reason to believe will be brought against them.

73. WINDING UP

73.1 If on the winding up or the dissolution of the Company and after satisfaction of all its debts and liabilities there remains any property whatever, it may not be paid to or distributed among the Members of the Company. The property must be given or transferred to another corporation or corporations as defined in the Corporations Act which:

- (a) is approved by the members in general meeting as the recipient of the property; and
- (b) has objects in its Constitution which are principally for the benefit of the public and the advancement of the field of human nutrition and health;
- (c) in the case of the receiving any part of the Gift Fund, conforms to the requirements of **Article 7.3**; and
- (d) limits the recipient in applying its profits (if any) or other income or in promoting its Constitution to substantially the same extent as is provided for in this Constitution.

73.2 If the Voting Members of the Company fail to approve a recipient of any surplus property in accordance with **Article 23.1**, such a body may be determined by a judge who has or acquired jurisdiction in the matter.

By Law Director Selection Committee made pursuant to Article 44.5(a)

1. The Director Selection Committee shall comprise six (6) persons nominated by the Board.
2. The Directors Selections Committee shall be entitled to:
 - (a) canvas Members to service as Member Elected Directors;
 - (b) canvas other persons to serve as Board Appointed Directors;
 - (c) report to the Members prior to an election its recommendations for candidates for election as a Member elected Director.
3. In making any recommendations for candidates for election as a Member elected Director, the Director Selection Committee must seek to establish a Board with the following attributes (including having regard to the current serving Directors):
 - (a) at least one Enrolled Nurse or Registered Nurse;
 - (b) at least one Midwife; and
 - (c) Directors from a wide geographical coverage of the Australian States and Territories.
4. The Director Selection Committee shall:
 - (a) Review each nomination for election as a Member elected Director to determine whether the nomination conforms to the requirements under this Company's Constitution;
 - (b) Notify the Company Secretary of the results of its review.

End