



Queensland

TOGETHER
WE WILL

CONSTITUTION OF MULTIPLE SCLEROSIS QUEENSLAND LTD

Corporations Act 2001 (Cth)
A Company Limited by Guarantee

This constitution was adopted on the
incorporation of the Company as a
company limited by guarantee.

Table of Contents

1.	Introduction	1
1.1	Definitions	1
1.2	Interpretation.....	3
1.3	Business Days	3
1.4	Application of the Corporations Act.....	3
1.5	Application of the ACNC Legislation.....	4
2.	Name and Objects.....	4
2.1	Name.....	4
2.2	Objects.....	4
2.3	Separate objects.....	4
2.4	Exercise of powers to achieve Objects.....	5
3.	Not for profit.....	5
3.1	Promotion of the Objects	5
3.2	Application of income and property	5
3.3	Payments to Directors	5
4.	Membership	5
4.1	Members.....	5
4.2	Categories of membership	6
4.3	Admission of Members	6
4.4	Register of Members	6
4.5	General	7
4.6	Limited Liability.....	7
5.	Cessation of Membership.....	7
5.1	Cessation.....	7
5.2	Resignation	8
5.3	Forfeiture of Rights.....	8
6.	Dispute resolution and Discipline of Members.....	8
6.1	Dispute resolution.....	8
6.2	Discipline.....	9
7.	Membership Fees	10
7.1	Membership Fees.....	10
7.2	Non-Payment of Fees.....	10
7.3	Deferral or reduction of subscriptions.....	10
8.	Annual General Meeting	10
8.1	Annual general meeting.....	10
8.2	Business at Annual General Meeting.....	11
8.3	Provisions about General Meetings apply to Annual General Meetings.....	11
9.	General Meetings	11
9.1	Power to convene a General Meeting	11
9.2	Notice of General Meeting.....	11
9.3	Cancellation or postponement of General Meeting	12
9.4	Non-receipt of notice	13
9.5	Right to appoint representative.....	13
9.6	Right to appoint proxy	13
9.7	Authority given by appointment	14
10.	Proceedings at General Meetings.....	15
10.1	Quorum at General Meetings.....	15
10.2	Chairman to preside over General Meetings.....	15
10.3	Acting Chairman	16
10.4	Conduct of General Meetings	16
10.5	Adjournments of Meetings.....	16
10.6	Voting rights of Members.....	16
10.7	Casting vote for Chairman	17
10.8	Circulating resolutions of Members.....	17
10.9	Procedure for polls.....	18
10.10	Telecommunications Meeting.....	18

Table of Contents

- 11. The Board of Directors..... 18
 - 11.1 Initial Directors 18
 - 11.2 Directors..... 18
 - 11.3 Appointment of Chairman 19
 - 11.4 Resignation 19
 - 11.5 Removal..... 19
 - 11.6 Election of Directors 19
 - 11.7 Casual Vacancies 20
 - 11.8 Vacation of office of Director..... 20
 - 11.9 Directors who are unable to fulfil their duties due to illness or incapacity..... 21
 - 11.10 Directors’ interests..... 21
- 12. Powers and duties of Directors 23
 - 12.1 Directors to manage the Company..... 23
 - 12.2 Specific powers of Directors..... 23
 - 12.3 Delegation of powers..... 24
 - 12.4 Delegation to Committees..... 24
 - 12.5 Appointment of advisory group 25
 - 12.6 Code of Conduct..... 25
- 13. Proceedings of Directors..... 25
 - 13.1 Directors’ meetings 25
 - 13.2 Questions decided by majority 25
 - 13.3 Chairman’s casting vote 25
 - 13.4 Quorum..... 26
 - 13.5 Convening meetings 26
 - 13.6 Election of Chairman 26
 - 13.7 Circulating resolutions of Directors 26
 - 13.8 Defective appointment of Directors..... 27
 - 13.9 Interested Directors..... 27
 - 13.10 Minutes of meetings..... 27
- 14. Telecommunication Meetings..... 28
 - 14.1 Telecommunication Meeting 28
 - 14.2 Conduct of Telecommunication Meeting..... 28
- 15. General Administration 28
 - 15.1 Secretary..... 28
 - 15.2 Public Officers 29
 - 15.3 Execution..... 29
 - 15.4 Accounts and financial records..... 29
 - 15.5 Appointment of auditor or reviewer..... 30
 - 15.6 Inspection of records..... 30
- 16. Notices..... 30
 - 16.1 Methods of service under this Constitution..... 30
 - 16.2 Time..... 30
- 17. Indemnity and liability of Directors and other Officers..... 31
 - 17.1 Indemnity 31
 - 17.2 Insurance premium 31
- 18. Winding up 31
 - 18.1 Winding up..... 31
 - 18.2 Contributions of Members on winding up..... 31
 - 18.3 Excess property on winding up..... 32
- 19. National Regulatory System for Community Housing Winding Up Requirements..... 32
- 20. Amendment to the Constitution 33

Constitution

1. Introduction

1.1 Definitions

In this Constitution:

ACNC Legislation means the *Australian Charities and Not-for-profits Commission Act 2012* (Cth) and *Australian Charities and Not-for-profits Commission Regulation 2013* (Cth).

Acting Chairman means a person nominated under rule 10.3.

Annual General Meeting means an annual General Meeting held by the Company in accordance with rule 8.

ASIC means the Australian Securities and Investments Commission.

Board of Directors means the whole or any number of the Directors of the Company for the time being assembled at a meeting of Directors, being not less than a quorum, or such one or more of them as shall have authority to act for the Company and **Board** will have a corresponding meaning.

Business Day means:

- (a) if determining when a notice, consent or other communication is given, a day that is not a Saturday, Sunday or public holiday in the place to which the notice, consent or other communication is sent; and
- (b) for any other purpose, a day (other than a Saturday, Sunday or public holiday) on which banks are open for general banking business in Brisbane.

Chairman means the person elected as the Chairman of the Board of Directors in accordance with rule 13.6 or, as the context permits, the person presiding as the chairman of a General Meeting in accordance with rule 10.2(b) or the person presiding as the chairman of a meeting of Directors in accordance with rule 13.6(c).

Committee means a committee established by the Directors under rule 12.4.

Community Housing Asset has the meaning given to that term in the *Housing Act 2003* (Qld).

Company means Multiple Sclerosis Queensland Ltd.

Constitution means the Constitution of the Company for the time being in force and a reference to a particular rule is a reference to a particular rule in this Constitution.

Corporations Act means the *Corporations Act 2001* (Cth).

Corresponding Law has the meaning given to that term in the *Housing Act 2003* (Qld).

Deductible Gift Recipient means a fund, authority or institution which can receive deductible gifts under item 1 of the table in section 30-15 of the *Income Tax Assessment Act 1997* (Cth).

Director means any person acting as a director of the Company pursuant to the provisions of this Constitution.

Constitution

Eligible Nominee means a person who can demonstrate, to the satisfaction of the Board, that they are, at the time of their nomination in accordance with rules 11.2(e) and 11.2(f):

- (a) a Member or Representative;
- (b) in the opinion of the Board, supportive of the Objects of the Company; and
- (c) not a paid employee of the Company.

Financial Year means the financial year of the Company determined in accordance with rule 15.4(a).

General Meeting means a general meeting of Members and includes the Annual General Meeting.

Governance Standards means the Governance Standards established under the ACNC Legislation.

Housing Agency has the meaning given to that term in the *Housing Act 2003* (Qld).

Initial Directors has the meaning that term is given in rule 11.1.

Member means a natural person, body corporate, incorporated association or other entity admitted to membership of the Company in accordance with rule 4.

Objects means the objects of the Company as set out in rule 2.2 of this Constitution.

Office means the registered office for the time being of the Company.

Officer has the meaning given to that term in Section 9 of the Corporations Act.

Ordinary Member has the meaning given to it in **Error! Reference source not found..**

Participating Jurisdiction has the meaning given to that term in the *Housing Act 2003* (Qld).

Public Officer has the meaning given to it in rule 15.2.

Registered Provider has the meaning given to that term in the *Housing Act 2003* (Qld).

Register of Members means the register of members kept in accordance with rule 4.4.

Representative means, for a member which is body corporate, a person authorised by the body corporate to act as its representative in the Company in accordance with rule 9.5.

Rules means the Rules of the Company, approved and adopted from time to time by the Board of Directors of the Company pursuant to rule 12.1(b) of this Constitution.

Secretary means any person appointed by the Board of Directors to perform the duties, or any of the duties, of Secretary of the Company from time to time.

Special Resolution means a resolution that must be passed by a majority of at least 75% of the total number of votes cast by Voting Members entitled to vote at the relevant General Meeting.

State Provider has the meaning given to that term in the *Housing Act 2003* (Qld).

Constitution

Telecommunications Meeting means a meeting held by telephone, video, any other technology (or any combination of these technologies), which permits each Director at a meeting of Directors or each Voting Member at a General Meeting to communicate with any other participant.

Voting Member means, in relation to a General Meeting, those Members present and entitled to vote in accordance with the rights of Members set out in **Error! Reference source not found.**

1.2 Interpretation

- (a) Unless the contrary intention appears, a reference in this Constitution to:
 - (1) one gender includes the others;
 - (2) the singular includes the plural and the plural includes the singular;
 - (3) a person, partnership, corporation, trust, association, joint venture, unincorporated body, government body or other entity includes any other of them;
 - (4) an item, recital, clause, subclause, paragraph, schedule or attachment is to an item, recital, clause, subclause, paragraph of, or schedule or attachment to, this Constitution and a reference to this Constitution includes any schedule or attachment;
 - (5) any statute, ordinance, code or other law includes regulations and other instruments under any of them and consolidations, amendments, re-enactments or replacements of any of them.
- (b) The words include, including, such as, for example and similar expressions are not to be construed as words of limitation.
- (c) Where a word or expression is given a particular meaning, other parts of speech and grammatical forms of that word or expression have a corresponding meaning.
- (d) Headings, any table of contents or index and drafting notes are for convenience only and do not affect the interpretation of this Constitution.

1.3 Business Days

- (a) If anything under this Constitution must be done on a day that is not a Business Day, it must be done instead on the next Business Day.
- (b) If an act is required to be done on a particular day, it must be done before 5.00pm (Australian Eastern Standard Time) on that day or it will be considered to have been done on the following day.

1.4 Application of the Corporations Act

- (a) The replaceable rules in the Corporations Act do not apply to the Company.
- (b) Any mandatory provision of the Corporations Act shall be incorporated into and, in the event of any conflict, apply instead of any provision of this Constitution.

Constitution

1.5 Application of the ACNC Legislation

The Company must only comply with the ACNC Legislation and any reference to the ACNC Legislation in this Constitution, including the Governance Standards, to the extent that it is registered by the Australian Charities and Not-for-profits Commission.

2. Name and Objects

2.1 Name

The name of the company is Multiple Sclerosis Queensland Ltd.

2.2 Objects

(a) The objects of the Company are:

(1) to provide direct assistance to people who have been diagnosed with multiple sclerosis and/or other chronic neurological conditions, including:

(A) the provision of services to those people, their families and carers; and

(B) the removal of barriers preventing their participation in the community,

(2) to promote and provide education amongst those people and the general public about the conditions and their effects;

(3) to encourage and support scientific research into the cause, diagnosis, treatment and cure of the conditions; and

(4) to do all such other lawful things as are incidental or conducive to the attainment of the objects of the Company.

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

(1) harness the resources of the community in support of the objects in rule 2.2(a);

(2) establish and maintain affiliations and information exchange with other organisations having similar objects to those in rule 2.2(a);

(3) act as trustee of any trust the purpose of which relates to the objects in rule 2.2(a);

(4) promote the objects in rule 2.2(a); and

(5) do all things incidental or conducive to the attainment of the objects in rule 2.2(a).

2.3 Separate objects

Each of the Objects in rule 2.2(a) is a separate object of the Company and must not be construed by reference to any other object.

Constitution

2.4 Exercise of powers to achieve Objects

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

3. Not for profit

3.1 Promotion of the Objects

The income and property of the Company must only be applied towards promoting the Company's Objects set out in this Constitution.

3.2 Application of income and property

No income or property of the Company may be paid or transferred, directly or indirectly, to a Member except as provided under rule 18.3 or for payments to a Member:

- (a) in carrying out the Company's charitable purpose;
- (b) in return for services rendered by, or goods supplied, by the Member to the Company in the ordinary and usual course of business;
- (c) for reasonable and proper rent for premises leased by a Member to the Company;
- (d) as principal payments on money lent by the Member, and interest payments if the interest is at a commercial rate.

3.3 Payments to Directors

- (a) Rule 3.2 does not prohibit indemnification of, or payment of premiums on contracts of insurance for, any Director to the extent permitted by law and this Constitution. .
- (b) All other payments to Directors must be approved by the Directors including, but not limited to:
 - (1) out of pocket expenses incurred by a Director in performing a duty as a Director;
 - (2) remuneration for services as a Director; and
 - (3) a service rendered to the Company by a Director in a professional or technical capacity where:
 - (A) the provision of the service has the prior approval of the Directors; and
 - (B) the amount payable is not more than an amount which commercially would be reasonable payment for the service.

4. Membership

4.1 Members

- (a) The Members are:

Constitution

- (1) the persons named as members with their consent in the application for registration of the Company; and
 - (2) any other persons the Directors admit to membership under this Constitution.
- (b) The number of Ordinary Members of the Company is unlimited.
 - (c) The number of Life Members, Honorary Life Members and Honorary Members is limited to those persons named as these classes of membership in the application for registration of the Company.
 - (d) For the avoidance of doubt, all applications made under this Constitution must be for membership as an Ordinary Member and the Directors are unable to admit a person as a member of any other membership class.

4.2 Categories of membership

Members of the Company shall fall into:

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

4.3 Admission of Members

- (a) An application for membership must be:
 - (1) in writing in a form approved by the Directors and maintained by the Secretary;
 - (2) signed by the applicant or an authorised delegate of the applicant; and
 - (3) accompanied by any other documents, evidence or other items as to the qualification for membership, or a particular class of membership, which the Directors may require including any application fee determined by the Directors.
- (b) Every application for membership of the Company shall be submitted to the Board which may approve or refuse such application in its absolute discretion without assigning any reason for such approval or refusal.
- (c) On approval of the applicant to membership, the Secretary shall cause the applicant's name and such other particulars as may be required to be entered into the Register of Members. An applicant will become a Member when they are entered on the Register of Members.

4.4 Register of Members

- (a) The Company must keep a Register of Members.
- (b) The Company must record in the Register of Members:
 - (1) the full names of all Members;

Constitution

- (2) the date of admission to, and cessation of, membership of all Members;
 - (3) the street address of the Members;
 - (4) the electronic mail address (if any) of the Members;
 - (5) the class of membership held by each Member; and
 - (6) such other information as the Board may from time to time determine.
- (c) Each Member must notify the Secretary in writing of any change in that Member's name, street address or electronic mail address, if any, within seven (7) Business Days after the change.
- (d) The Company must keep the Register of Members at the Office and may keep a copy of the Register of Members at such other places as the Board may from time to time approve.

4.5 General

- (a) No Member shall, or purport to, assign or transfer the rights comprising or associated with membership to any other person or entity and any attempt to do so shall be void.
- (b) No Member whose membership ceases has any claim against the Company or the Directors for damages or otherwise arising from cessation or termination of membership.
- (c) A Member must treat all staff, contractors and representatives of the Company with respect and courtesy at all times.

4.6 Limited Liability

Members have no liability in their capacity as Members except as set out in rule 18.2.

5. Cessation of Membership

5.1 Cessation

A member ceases to be a Member on:

- (a) resignation;
- (b) death;
- (c) the termination of their membership according to this Constitution or the Rules;
- (d) a body corporate being dissolved or otherwise ceasing to exist;
- (e) the date on which the Member ceases to maintain any of the qualifications for membership, or a particular class of membership; and
- (f) the date the person ceases to be a Member in accordance with rule 7.2(b).

Constitution

5.2 Resignation

For the purposes of rule 5.1(a) a Member may resign as a member of the Company by giving 14 days' written notice to the Directors.

5.3 Forfeiture of Rights

A Member that ceases to be a Member shall forfeit all right in and claim upon the Company or the Directors for damages or otherwise, including any claim upon its property including its intellectual property rights.

6. Dispute resolution and Discipline of Members

6.1 Dispute resolution

- (a) The dispute resolution procedure in this rule applies to disputes under this Constitution (**Disputes**) between a Member or Director and:
- (1) one or more Members;
 - (2) one or more Directors; or
 - (3) the Company.
- (b) A Member must not start a dispute resolution procedure in accordance with this rule in relation to a matter which is the subject of a disciplinary procedure under rule 6.2 until the disciplinary procedure is completed.
- (c) In the event of a Dispute, a party (**Dispute Notice Provider**) may give to another party (**Recipient**) written notice (**Dispute Notice**) adequately identifying the matters which are the subject of that Dispute.
- (d) Within ten Business Days of the Dispute Notice Provider giving a Dispute Notice, the parties must meet informally and attempt to resolve the Dispute.
- (e) If the parties are unable to reach a resolution of the Dispute within ten Business Days of the giving of a Dispute Notice, any party may, by notice in writing (**Mediation Notice**), inform each other party that it seeks to have the Dispute resolved by mediation.
- (f) On the giving of a Mediation Notice, the parties may refer the Dispute to a mediator agreed by them. If no agreement is reached on an appropriate mediator within ten Business Days of the giving of a Mediation Notice, any party may ask:
- (1) in relation to a Dispute between Members, the Directors to choose a mediator; and
 - (2) for all other disputes, a person nominated by the President of the Queensland Law Society.
- (g) A mediator chosen by the Directors under rule 6.1(f)(1):
- (1) may be a Member or former member of the Company;
 - (2) must not have a personal interest in the Dispute; and

Constitution

- (3) must not be biased towards or against anyone involved in the Dispute.
- (h) A mediator appointed in relation to a Dispute:
 - (1) has the right to determine:
 - (A) the time, place and procedures for the mediation; and
 - (B) whether to allow the appearance of lawyers on behalf of the parties; and
 - (2) may engage other expert assistance to assist in the mediation.
- (i) Each party must attend the mediation and make a determined and genuine effort to resolve the Dispute.
- (j) Proceedings of the mediator will be as informal as is consistent with the proper conduct of the matter and will allow the mediator to communicate privately with the parties or with their lawyers.
- (k) The parties agree that:
 - (1) everything that occurs before the mediator will be in confidence;
 - (2) no documents brought into existence specifically for the purpose of the mediation process will be called into evidence in any subsequent litigation by any party;
 - (3) it will be the role of the mediator to act fairly, in good faith and without bias with the purpose of seeking a resolution of the Dispute and to treat all matters in confidence;
 - (4) the parties to the mediation will bear the mediation costs on an equal basis and grant immunity from liability to the mediator;
 - (5) no party will have any cause of action against the mediator or arising out of the conduct of the mediation; and
 - (6) the mediator will not have any power to make any decision, determination or recommendation binding on the parties to resolve the Dispute.

6.2 Discipline

Without limiting rule 6.1, the Board has the power to:

- (a) discipline a Member for any incident it considers damaging to the interests of the Company including any breach of this Constitution or any Rules, guidelines or determinations made by the Board from time to time;
- (b) terminate the membership of the Member;
- (c) suspend the membership of the Member for any period as the Board sees fit;
- (d) impose any other form of sanction as the Board sees fit; or
- (e) impose any combination of the above disciplinary measures.

Constitution

7. Membership Fees

7.1 Membership Fees

- (a) The Directors must determine from time to time:
 - (1) the amount (if any) payable by an applicant for membership;
 - (2) the amount of the annual subscription fee payable by each Member, or any category of Members;
 - (3) any other amount to be paid by each Member, or any category of Members, whether of a recurrent or any other nature; and
 - (4) the payment method and the due date for payment.
- (b) Each Member must pay to the Company the amounts determined under this rule 7.1 in accordance with rule 7.1(a)(4).

7.2 Non-Payment of Fees

- (a) The right of a Member to attend and vote at a General Meeting is suspended while the payment of any subscription or other amount determined under rule 7.1 is in arrears for a period greater than 30 days.
- (b) On the date that any subscription or other amount as determined by the Board under rule 7.1 has been owed by a Member for a period greater than 60 days, the relevant Member ceases to be a Member.

7.3 Deferral or reduction of subscriptions

- (a) The Directors may defer the obligations of a Member to pay a subscription or other amount, or reduce (including to zero) the subscription or other amount payable by a Member, if the Directors are satisfied that:
 - (1) there are reasonable grounds for doing so;
 - (2) the Company will not be materially disadvantaged as a result; and
 - (3) the Member agrees to pay the deferred or (if greater than zero) the reduced subscription or other amount within a time fixed by the Directors.
- (b) If the Directors defer or reduce a subscription or other amount payable by a Member under this rule 7.3, that Member will retain their rights to attend and vote at a General Meeting, unless otherwise specified by the Directors.

8. Annual General Meeting

8.1 Annual general meeting

Despite section 111L of the Corporations Act, the Company must hold a General Meeting, to be called the Annual General Meeting, at least once in every calendar year (after the end of the first Financial Year).

Constitution

8.2 Business at Annual General Meeting

- (a) The business of an Annual General Meeting referred to in rule 8.1 is:
 - (1) to provide the opportunity for the Board to account to and report to the Members as required by the ACNC Legislation;
 - (2) for the Members to receive and consider the annual financial reports of the Company;
 - (3) to elect directors; and
 - (4) to transact any other business which, under the ACNC Legislation or this Constitution, is required to be transacted at an Annual General Meeting.
- (b) All business (other than that referred to in rule 8.2(a)) transacted at an Annual General Meeting and all business transacted at other General Meetings is special business.
- (c) The auditor and its representative may attend and be heard on any part of the business of a meeting concerning the auditor. The auditor or its representative, if present at the meeting, may be questioned by the Members, as a whole, about the audit.
- (d) Before or at the Annual General Meeting, the Directors must give information to the Members on the Company's activities and finances during the period since the last Annual General Meeting.
- (e) The chairperson of the Annual General Meeting must give Members as a whole a reasonable opportunity at the meeting to ask questions or make comments about the management of the Company.

8.3 Provisions about General Meetings apply to Annual General Meetings

The provisions of this Constitution about General Meetings apply, with necessary changes, to Annual General Meetings.

9. General Meetings

9.1 Power to convene a General Meeting

- (a) The Board may, by ordinary resolution, call a General Meeting.
- (b) The Board must call and arrange to hold a General Meeting on the written request of 25% of the Members of the Company (which request must set out the nature of the business to be put to the Members).
- (c) A meeting of the Company's Members must be held for a proper purpose.

9.2 Notice of General Meeting

- (a) Notice of a General Meeting must be given to each person who at the time of giving the notice is a Member, Director or auditor of the Company.
- (b) The Directors may decide the content of a notice of a General Meeting, but the notice must include:

Constitution

- (1) the place, date and time of the meeting (and if the meeting is to be held in two or more places, the technology that will be used to facilitate this in accordance with rule 14);
 - (2) the general nature of the business to be transacted at the meeting;
 - (3) if a Special Resolution is proposed, the words of the special resolution; and
 - (4) a statement that members have the right to appoint a proxy and information about the Company's proxy requirements.
- (c) Unless the Members resolve otherwise:
- (1) no business may be transacted at a General Meeting unless the general nature of the business is stated in the notice calling the meeting; and
 - (2) except with the approval of the Directors or the Chairman, no person may move any amendment to a proposed resolution the terms of which are set out in the notice calling the meeting or to a document which relates to that resolution and a copy of which has been made available to Members to inspect or obtain.
- (d) A person may waive notice of any General Meeting by written notice to the Company.
- (e) Subject to rule 9.2(f), at least 21 days' notice must be given of a meeting of Members.
- (f) The Company may call a meeting on shorter notice:
- (1) if an Annual General Meeting, when all the Members entitled to attend and vote at the Annual General Meeting agree beforehand; and
 - (2) if any other General Meeting: when Members with at least 95% of the votes that may be cast at the meeting agree beforehand.
- (g) A company cannot call an Annual General Meeting or other General Meeting on shorter notice if it is a meeting at which a resolution will be moved to:
- (1) remove a director or appoint a director in place of a director removed under that section; or
 - (2) remove an auditor.

9.3 Cancellation or postponement of General Meeting

- (a) The Directors may:
- (1) postpone a meeting of Members;
 - (2) cancel a meeting of Members; or
 - (3) change the place for a General Meeting,
- if they consider that the meeting has become unnecessary, or the venue would be unreasonable or impractical or a change is necessary in the interests of conducting the meeting efficiently.

Constitution

- (b) A meeting which is called under a Members' requisition referred to in rule 9.1(b) may not be postponed or cancelled without the prior written consent of the members who called or requisitioned the meeting.

9.4 Non-receipt of notice

- (a) The:
 - (1) non-receipt of a notice of any General Meeting by; or
 - (2) accidental omission to give notice to,
 - any person entitled to notice does not invalidate anything done (including the passing of a resolution) at that meeting.
- (b) A person's attendance at a General Meeting waives any objection that person may have to:
 - (1) a failure to give notice, or the giving of a defective notice, of the meeting unless the person at the beginning of the meeting objects to the holding of the meeting; and
 - (2) the consideration of a particular matter at the meeting which is not within the business referred to in the notice of the meeting, unless the person objects to considering the matter when it is presented.

9.5 Right to appoint representative

- (a) Each Member that is a body corporate is entitled to appoint an individual as their Representative to:
 - (1) attend General Meetings, provided that the Member has not appointed a proxy under rule 9.6; and
 - (2) exercise the powers of the Member in relation to resolutions to be passed without meetings.
- (b) A Member that is a body corporate may appoint more than one Representative but only one Representative may exercise the Member's powers at any one time.

9.6 Right to appoint proxy

- (a) Any Member entitled to vote at a General Meeting may appoint one proxy.
- (b) A proxy may be a Member who is not entitled in their own right to vote on a particular resolution.
- (c) The document appointing a proxy must:
 - (1) be in the form approved by the Board;
 - (2) be signed by the appointor or his attorney;
 - (3) set out the name of the person to be appointed as proxy;
 - (4) allow the Member to direct the proxy to vote for or against (or abstain from voting on) any proposed resolution;

Constitution

- (5) set out the period of appointment including whether it is valid only for stipulated meetings; and
 - (6) be received by the Company at least 48 hours (or a lesser period as the board may decide and stipulate in the notice of meeting) before the time for holding the meeting or poll at which the person named in the document proposes to vote.
- (d) Unless otherwise specified or revoked a proxy appointment is valid:
- (1) for 12 months after the date of its execution; and
 - (2) for any adjournment of the meeting, as well as for the meeting to which it relates.
- (e) The proxy document is deemed to include the right to demand or join in demanding a poll and (except to the extent to which the proxy is specifically directed to vote for or against any proposal) the power to act generally at the meeting for the person giving the proxy.

9.7 Authority given by appointment

- (a) Unless the terms of the appointment specify to the contrary, an appointment by a Member confers authority on a proxy or Representative:
- (1) to agree to a General Meeting being convened by shorter notice than is required by the Corporations Act, the ACNC Legislation or by this Constitution;
 - (2) to speak to any proposed resolution; and
 - (3) to demand or join in demanding a poll on any resolution.
- (b) Unless the terms of the appointment specify to the contrary, even if the instrument of appointment refers to specific resolutions and directs the proxy or Representative on how to vote on those resolutions, the appointment is taken to confer authority:
- (1) to vote on any amendment moved to the proposed resolutions and on any motion that the proposed resolutions not be put or any similar motion;
 - (2) to vote on any procedural motion; and
 - (3) to act generally at the meeting.
- (c) Unless the terms of the appointment specify to the contrary, if the instrument of appointment refers to a specific meeting to be held at a specified time or venue and the meeting is postponed or adjourned or changed to another venue, then the appointment confers authority to attend and vote:
- (1) at the postponed or adjourned meeting; or
 - (2) at the new venue.
- (d) An appointment of a proxy may be a standing proxy - that is, the appointment under the proxy remains valid until it is revoked by the Member that made the appointment.

Constitution

- (e) The instrument appointing a proxy may provide for the Chairperson to act as proxy in the absence of any other appointment or if the person or persons nominated fails or fail to attend the meeting.
- (f) The instrument appointing a proxy may direct the manner in which the proxy is to vote in respect of a particular resolution.
- (g) If a proxy is appointed to vote on a particular resolution by more than one Member and the instruments appointing the proxy direct the proxy to vote on the resolution in different ways, then the proxy must not vote on a show of hands taken on the resolution.

10. Proceedings at General Meetings

10.1 Quorum at General Meetings

- (a) No business may be transacted at a General Meeting, except the election of a Chairman and the adjournment of the meeting, unless a quorum of Members is present when the meeting proceeds to business.
- (b) A quorum is satisfied where the number of Members present and entitled to vote is the number of Directors of the Company plus one.
- (c) If a quorum is not present within 30 minutes after the time appointed for the General Meeting:
 - (1) where the meeting was called at the request of Members, the meeting must be dissolved; or
 - (2) in any other case:
 - (A) the meeting stands adjourned to the day, and at the time and place, the Directors present decide; or
 - (B) if they do not make a decision, to the same day in the next week at the same time and place.
- (d) At an adjourned meeting, if a quorum is not present within 30 minutes after the time appointed for the meeting, the meeting must be dissolved.

10.2 Chairman to preside over General Meetings

- (a) The Chairman is entitled to preside as the chairman at General Meetings.
- (b) If a General Meeting is convened and the Chairman is not present within 15 minutes after the time appointed for the meeting, or is unable or unwilling to act, the following person may preside as the chairman of the General Meeting (in order of entitlement):
 - (1) a Director (or other person) chosen by a majority of the Directors present;
 - (2) the only Director present; or
 - (3) a Member who is an individual or a Representative of a Member who is a body corporate who is entitled to vote and is chosen by a majority of the Members present.

Constitution

10.3 Acting Chairman

- (a) A Chairman of a General Meeting may, for any item of business or discrete part of the meeting, vacate the chair in favour of another person nominated by him or her.
- (b) Where an instrument of proxy appoints the Chairman as proxy for part of the proceedings for which an Acting Chairman has been nominated, the instrument of proxy is taken to be in favour of the Acting Chairman for the relevant part of the proceedings.

10.4 Conduct of General Meetings

- (a) The Chairman:
 - (1) has charge of the general conduct of the meeting and of the procedures to be adopted;
 - (2) may require the adoption of any procedure which, in their opinion, is necessary or desirable for proper and orderly debate or discussion or the proper and orderly casting or recording of votes; and
 - (3) may terminate discussion or debate on any matter whenever he or she considers it necessary or desirable for the proper conduct of the meeting.
- (b) A decision by the Chairman under this rule 10.3 is final.

10.5 Adjournments of Meetings

- (a) The Chairman may, with the consent by a simple majority of any General Meeting at which a quorum is present, and must if so directed by the General Meeting, adjourn the General Meeting or any business, motion, question, resolution, debate or discussion being considered or remaining to be considered by the meeting.
- (b) The adjournment may be either to a later time at the same meeting or to an adjourned meeting at any time and place agreed by vote of the Members present.
- (c) Only unfinished business is to be transacted at a meeting resumed after an adjournment.
- (d) When a General Meeting is adjourned for 30 days or more, notice of the adjourned General Meeting shall be given as in the case of an original General Meeting.
- (e) Except as provided by this Constitution, it is not necessary to give any notice of an adjournment or of the business to be transacted at an adjourned General Meeting.

10.6 Voting rights of Members

- (a) Only Members shall be entitled to vote at General Meetings or participate in a circular resolution of Members under rule 10.8.
- (b) Subject to this Constitution and to any rights or restrictions attached to any class of membership, at a General Meeting:
 - (1) on a show of hands, each Member present has one vote;
 - (2) where a person is entitled to vote by virtue of rule 9.6 in more than one capacity, that person is entitled only to one vote on a show of hands;

Constitution

- (3) if the person appointed as proxy has two or more appointments that specify different ways to vote on a resolution, the proxy must not vote on a show of hands; and
 - (4) on a poll, each Member present has one vote.
- (c) Where any of the membership fee or other amount payable to the company has not been duly paid that Member is not entitled to vote.
- (d) A Member is not entitled to vote on a resolution if the notice which called the meeting specified that:
 - (1) The Member must not vote or must abstain from voting on the resolution; or
 - (2) a vote on the resolution by the Member must be disregarded for any purposes.
- (e) If the Member referred to in rule 10.6(d) or a person acting as proxy or attorney of that Member does tender a vote on that resolution, their vote must not be counted.
- (f) An objection to the validity of a vote tendered at a General Meeting must be:
 - (1) raised before or immediately after the result of the vote is declared; and
 - (2) referred to the Chairman of the meeting, whose decision is final.
- (g) A vote tendered, but not disallowed by the Chairman of a meeting under rule 10.6(f) is valid for all purposes, even if it would not otherwise have been valid.
- (h) The Chairman may decide any difficulty or dispute which arises as to the number of votes which may be cast by or on behalf of any Member and the decision of the Chairman is final.
- (i) A declaration by the Chairman that a resolution has been:
 - (1) carried;
 - (2) carried unanimously;
 - (3) carried by a particular majority; or
 - (4) lost,and an entry to that effect in the Company's minute book is prima facie evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

10.7 Casting vote for Chairman

In the event of an equality of votes on a show of hands or on a poll the Chairman of the General Meeting will have a casting vote in addition to any deliberative vote to which the Chairman may be entitled.

10.8 Circulating resolutions of Members

- (a) A resolution in writing which is signed and dated by all Members for the time being, shall be as valid and effectual as if it had been duly passed at a General Meeting duly

Constitution

convened and constituted. Any such circular resolution may consist of several documents in like form each signed by one or more Members.

- (b) A resolution pursuant to rule 10.8(a) of this Constitution shall be deemed to have been passed on the day (according to the dates of signing) when the resolution shall have been signed by all the Members for the time being. If a signed copy of the resolution shall be returned to the Secretary undated, the Secretary shall fill in the date on which it was received and the same shall be deemed to have been signed on that day.

10.9 Procedure for polls

- (a) A poll may be demanded by:
 - (1) the Chairman, at any time;
 - (2) at least five Members having the right to vote on the resolution; or
 - (3) Members with at least 5% of the votes that may be cast on the resolution on a poll.
- (b) The result of the poll shall be a resolution of the meeting at which the poll was requested.
- (c) The request for a poll shall not prevent a meeting from continuing with the transaction of any business other than that on which a poll has been requested.

10.10 Telecommunications Meeting

General Meetings may be conducted by way of Telecommunications Meeting in accordance with rule 14.

11. The Board of Directors

11.1 Initial Directors

The Directors appointed on the incorporation of the Company shall be the initial Directors of the Company (**Initial Directors**).

11.2 Directors

- (a) Unless and until otherwise resolved by Special Resolution of the Members, the number of Directors shall not be less than six and not more than ten.
- (b) The term of appointment for each Director who is elected in accordance with this Constitution is three years. Each Director can serve up to three consecutive terms (maximum of nine years). After Directors have served a consecutive period of nine years, they may be elected for further terms of one year each.
- (c) For a Director that is required to retire as a result of their term coming to an end in accordance with rule 11.2(b):
 - (1) the Director shall retain office until their successor is elected at the next Annual General Meeting; and
 - (2) the Director shall be eligible for re-election, subject to rule 11.2(b).

Constitution

- (d) At least two months prior to the next Annual General Meeting of the Company:
 - (1) at which a Director is required to retire; or
 - (2) at the commencement of which there will be a vacancy in the office of a Director,

the Secretary will call for nominations from Members (which comply with this rule) for applicants to fill positions falling vacant, which must be received no less than 21 days prior to the Annual General Meeting.
- (e) A nomination must be:
 - (1) in relation only to an Eligible Nominee; and
 - (2) in the form required by the Directors.
- (f) At the next Annual General Meeting:
 - (1) at which a Director retires; or
 - (2) at the commencement of which there is a vacancy in the office of a Director,

there will be a vote of the Members conducted in accordance with rule 11.6 to fill the vacancy by electing someone to that office.

11.3 Appointment of Chairman

The Directors may appoint, for any period they decide:

- (a) a Director as the Chairman of Directors; and
- (b) one or more Directors to the office of Deputy Chairman of Directors.

11.4 Resignation

A Director may resign from the Board by giving 14 days written notice to the Secretary.

11.5 Removal

- (a) A Director may be removed from office by resolution of the Members at a General Meeting of the Company convened for that purpose. At the meeting the Director must be given the opportunity to present his or her case orally or in writing.
- (b) A Director removed under rule 11.5(a) retains office until the dissolution or adjournment of the General Meeting at which he or she is removed.

11.6 Election of Directors

- (a) Elections for Directors shall be by ballot in accordance with this rule 11.6 at or before the relevant General Meeting on papers prepared by the Secretary or under the direction of the Secretary.
- (b) The ballot for an election to fill one or more Director positions will be conducted in accordance with the following procedure:
 - (1) if at the close of nominations for an election to fill one or more Director positions the number of Eligible Nominees is equal to or less than the

Constitution

number of positions to be filled, then no election is to take place and those Eligible Nominees will be taken to be elected to fill one or more of the Director positions; and

- (2) if at the close of nominations for an election to fill one or more Director positions there are more Eligible Nominees than the number of positions to be filled, a ballot will be conducted, as determined by the Board, either:
 - (A) in accordance with Rules for the conduct and procedure of elections determined by the Board from time to time; or
 - (B) as a poll at the relevant General Meeting and, for those Members that do not attend the General Meeting, by returning the ballot papers with the proxy form for the relevant General Meeting,

and the Eligible Nominee(s) who receives the highest number of votes will be elected to fill the Director positions. If two or more nominees get the same number of votes and at the relevant time there is only one Director position to be filled then the Secretary is to draw the name of one of those nominees by lot. That nominee is to be elected as a Director.

11.7 Casual Vacancies

- (a) The Directors may at any time appoint a person to fill a casual vacancy (as defined in rule 11.8).
- (b) A person appointed under rule 11.7(a) holds office until the earlier of:
 - (1) the next Annual General Meeting at which time they can offer themselves for re-election; or
 - (2) the date an extraordinary General Meeting is called for the purpose of undertaking an election to fill the vacancy.

11.8 Vacation of office of Director

In addition to the circumstances prescribed by the Corporations Act, ACNC Legislation, and this Constitution (as applicable), the office of a director becomes vacant if the Director:

- (a) ceases to be a Member;
- (b) becomes an insolvent under administration, suspends payment generally to creditors or compounds with or assigns the director's estate for the benefit of creditors;
- (c) becomes a person of unsound mind or a person who is a patient under laws relating to mental health or whose estate is administered under laws about mental health;
- (d) is absent from meetings of the directors during a period of three consecutive calendar months without leave of absence from the directors where the Directors have not, within 14 days of having been served by the Secretary with a notice giving particulars of the absence, resolved that leave of absence be granted;
- (e) resigns office by written notice to the Company;
- (f) is removed from office under the Corporations Act, ACNC Legislation, or any other relevant legislation;

Constitution

- (g) is prohibited from being a Director by reason of the operation of the Corporations Act, ACNC Legislation, or any other relevant legislation;
- (h) is convicted on indictment of an offence and the Directors do not within one month after that conviction resolve to confirm the Director's appointment or election (as the case may be) to the office of director.

11.9 Directors who are unable to fulfil their duties due to illness or incapacity

- (a) A Director may be removed from office by the Board if the Board resolves under its policy that the Director is unable to fulfil their duties due to physical or mental illness or other incapacity.
- (b) The Board will implement a policy about Directors who are unable to fulfil their duties due to physical or mental illness or other incapacity for the purpose of making a determination under rule 11.9(a).

11.10 Directors' interests

- (a) The Company may enter into contracts or arrangements with other companies or bodies in which a Director has an interest, provided it does so according to the usual commercial terms and conditions which apply to such contracts or arrangements.
- (b) A Director is not disqualified by reason only of being a Director (or the fiduciary obligations arising from that office) from:
 - (1) holding an office (except auditor) or place of profit or employment in the Company or a related body corporate of the Company;
 - (2) 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 interest;
 - (3) being a Member, creditor or otherwise being interested in any body corporate (including the Company), partnership or entity, except as auditor of the Company;
 - (4) entering into any agreement or arrangement with the Company; or
 - (5) 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.
- (d) Notwithstanding section 111L of the Corporations Act, each Director must comply with the Corporations Act on the disclosure of the Director's interests.
- (e) The Directors may make regulations requiring the disclosure of interests that a Director, and any person taken by the Directors to be related to or associated with the Director, may have in any matter concerning the Company or a related body corporate. Any regulations made under this constitution bind all Directors.
- (f) No act, transaction, agreement, instrument, resolution or other thing is invalid or voidable only because a person fails to comply with any regulation made under rule 11.10(e).
- (g) Subject to rule 11.10(h), if a Director has an interest in a matter:
 - (1) that Director may not be counted in a quorum at the Board meeting that considers the matter that relates to the interest;

Constitution

- (2) that Director may not participate in and vote on matters that relate to the interest;
 - (3) the Company can proceed with any transaction that relates to the interest and the Director may participate in the execution of any relevant document by or on behalf of the Company;
 - (4) the Director may retain the benefits under the transaction that relates to the interest even though the Director has the interest; and
 - (5) the Company cannot avoid any transaction that relates to the interest merely because of the existence of the interest.
- (h) A Director may still be present and vote if:
- (1) their interest arises because they are a Member of the Company, and the other Members have the same interest;
 - (2) their interest relates to an insurance contract that insures, or would insure, the Director against liabilities that the Director incurs as a Director of the Company;
 - (3) their interest relates to a payment by the Company under rule 12 (indemnity), or any contract relating to an indemnity that is allowed under the Corporations Act;
 - (4) the ASIC makes an order allowing the Director to vote on the matter; or
 - (5) the Directors who do not have a material personal interest in the matter pass a resolution that:
 - (A) identifies the Director, the nature and extent of the Director's interest in the matter and how it relates to the affairs of the Company; and
 - (B) says that those Directors are satisfied that the interest should not stop the Director from voting or being present.
- (i) A contract or arrangement entered into by or on behalf of the Company in which a Director is in any way interested is not invalid or voidable merely because the Director holds office as a Director or because of the fiduciary obligations arising from that office.
- (j) A Director who is interested in any arrangement involving the company is not liable to account to the Company for any profit realised under the arrangement merely because the Director holds office as a Director or because of the fiduciary obligations arising from that office, if the Director complies with the disclosure requirements applicable to the director under rule 11.10(d) and under the Corporations Act or, if applicable, the ACNC Legislation, about that interest.
- (k) A Director who is interested in any contract or arrangement may, despite that interest, witness the fixing of the Company Seal to any document evidencing or otherwise connected with that contract or arrangement.

Constitution

12. Powers and duties of Directors

12.1 Directors to manage the Company

- (a) The management and control of the business and affairs of the Company shall be vested in the Directors who may exercise all such powers and do all such acts and things as the Company is, by its Constitution or otherwise, authorised to exercise and do and are not by this Constitution, the Corporations Act or, if applicable, the ACNC Legislation, directed or required to be exercised or done by the Company in General Meeting.
- (b) The Board may by way of ordinary resolution from time to time:
 - (1) prescribe such Rules of the Company as it sees fit; and
 - (2) may amend, modify, add to, delete from or cancel any Rule at any time as it sees fit. Such Rules shall not be inconsistent with this Constitution, the Corporations Act or, if applicable, the ACNC Legislation.
- (c) The powers of the Directors under this Constitution shall be subject to the following:
 - (1) the provisions of the Corporations Act;
 - (2) if applicable, the ACNC Legislation;
 - (3) this Constitution;
 - (4) any Rules promulgated by the Board from time to time; and
 - (5) any resolutions made by the Company in a General Meeting,provided that no Rules or resolutions made by the Company shall invalidate any prior act of the Directors.
- (d) So far as shall be practicable and not inconsistent with the provisions of this Constitution, any power authority or discretion vested in the Directors may be exercised at any time and from time to time as they shall think fit.

12.2 Specific powers of Directors

- (a) The Directors may exercise all the Company's powers to borrow or raise money, to charge any property or business or give any other security for a debt, liability or obligation of the Company.
- (b) Without limiting the generality of rule 12.2(a) the Board may raise or borrow any money in any manner whatsoever either alone or jointly with another or others (including but without limitation by way of overdraft account, letters of credit or bill acceptance and discounting facility) and to secure the payment or repayment of such moneys in such manner and upon such terms and conditions in all respects as the Board may think fit either without security or secured by deposit or pledge of the securities or properties of the Company or by mortgages, bills of exchange or promissory notes or other instruments or in any other manner and if considered advisable for such purposes the Board may charge, assign and convey as security all or any of the Company's property and assets both present and future including its uncalled capital (if any) for the time being.

Constitution

12.3 Delegation of powers

- (a) The Directors may, by resolution or by power of attorney, delegate any of their powers to any employee of the Company or any other person as they think fit.
- (b) Any delegation by the Directors of their powers:
 - (1) must specify the powers delegated, any restrictions on, and conditions attaching to, the exercise of those powers and the period during which that delegation is to be in force;
 - (2) may be either general or limited in any way provided in the terms of the delegation;
 - (3) need not be to a specified person but may be to any person holding, occupying or performing the duties of a specified office or position; and
 - (4) may include the power to delegate.
- (c) If exercising a power depends on a person's opinion, belief or state of mind, then that power may be exercised by the delegate on the delegate's opinion, belief or state of mind about that matter.
- (d) Any power exercised by a delegate is as effective as if it had been exercised by the Directors.

12.4 Delegation to Committees

- (a) The Directors may delegate any of their powers to Committees consisting of such persons as they think fit (including Directors, individuals and consultants), and may vary or revoke any delegation. The chairperson of each Committee must be a member of the Board.
- (b) Any Committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on them by the Directors.
- (c) Members of any duly appointed Committees may be removed or suspended if they fail to conform to their delegated authority.
- (d) A Committee to which any powers have been so delegated shall exercise the powers delegated in accordance with any directions of the Board of Directors. A power so exercised shall be taken to have been exercised by the Board of Directors.
- (e) The Committee may meet and adjourn as it thinks proper, questions arising at any meeting shall be determined by a majority of votes of the members present, and in the case of an equality of votes the resolution shall be determined in the negative.
- (f) The number of members whose presence at a meeting of the Committee is necessary to constitute a quorum is the number determined by the Board of Directors and, if not so determined, is two. Unless the Board of Directors determine otherwise, the quorum need only be present at the time when the meeting proceeds to business.
- (g) Minutes of all the proceedings of every Committee shall be made, entered and signed in the same manner in all respects as minutes of proceedings of the Board of Directors are required by law to be made, entered and signed.

Constitution

- (h) Recommendations of each Committee shall be made in accordance with the terms of reference of that Committee and shall be forwarded to the Board for ratification prior to implementation.

12.5 Appointment of advisory group

- (a) The Directors may establish an advisory group. The Directors may appoint and remove members of the advisory group and terminate an advisory group at any time.
- (b) The functions of the advisory group will be decided by the Directors.
- (c) The Directors may specify:
 - (1) the manner in which proceedings of an advisory group are conducted;
 - (2) the matters which the advisory group must consider in carrying out its functions; and
 - (3) any other matters concerning the advisory group or its functions that the Directors decide.
- (d) For the avoidance of doubt, an advisory group established under rule 12.5(a) will not be delegated with any power of the Board.

12.6 Code of Conduct

The Directors must:

- (a) adopt a code of conduct for Directors; and
- (b) periodically review the code of conduct in light of the general principles of good corporate governance.

13. Proceedings of Directors

13.1 Directors' meetings

- (a) Subject to rule 13.1(b), the Directors may meet together for conducting business, adjourn and otherwise regulate their meetings as they think fit.
- (b) Meetings of Directors shall occur not less than six times per Financial Year.
- (c) Meetings of Directors may be conducted by way of Telecommunications Meeting in accordance with rule 14.

13.2 Questions decided by majority

A question arising at a Directors' meeting is to be decided by a majority of votes of the Directors present in person and entitled to vote. Each Director present has one vote on a matter arising for decision by Directors.

13.3 Chairman's casting vote

The Chairman will have a casting vote.

Constitution

13.4 Quorum

- (a) No business shall be transacted at any Directors' meeting unless a quorum of Directors is present at the time when the meeting proceeds to business.
- (b) The quorum necessary for a Directors' meeting shall be 50% or more Directors of the Company entitled to attend and vote on any item of business included in the notice of that meeting.
- (c) For the avoidance of doubt, Directors using methods contemplated in accordance with rule 14 to participate in a Directors' Meeting shall be included in the quorum for the meeting.

13.5 Convening meetings

- (a) A Director may, and the Secretary on the request of a Director must, convene a Directors' meeting.
- (b) Unless otherwise decided by the Directors, seven (7) days' notice of every meeting of the Board of Directors shall be given in accordance with rule 16 of this Constitution and the notice should include an agenda for the meeting.
- (c) A person who attends a meeting of Directors waives any objection that person may have in relation to a failure to give notice of the meeting.
- (d) The non-receipt of a notice of a meeting of the Directors or the accidental omission to give notice of a meeting to a person entitled to receive notice does not invalidate anything done (including the passing of a resolution) at a meeting of Directors.

13.6 Election of Chairman

- (a) The Directors may elect one of their number to be the Chairman by a majority vote.
- (b) The Director elected to be Chairman under rule 13.6(a) will remain Chairman for the duration of their term of office as Director and shall chair any meeting of Directors unless the resolution electing a person as the Chairman specifies a fixed term for the appointment.
- (c) Despite rule 13.6(b), if:
 - (1) there is no person elected as Chairman; or
 - (2) the Chairman is not present within 15 minutes after the time appointed for the holding of the meeting; or
 - (3) the Chairman is unwilling to act,the Directors present may elect one of their number to be Chairman of the meeting.

13.7 Circulating resolutions of Directors

- (a) A resolution in writing which is signed and dated by all the Directors for the time being, shall be as valid and effectual as if it had been duly passed at a meeting of Directors duly convened and constituted. Any such circular resolution may consist of several documents in like form each signed by one or more Directors.
- (b) A resolution pursuant to rule 13.7(a) of this Constitution shall be deemed to have been passed on the day (according to the dates of signing) when the resolution shall

Constitution

have been signed by all the Directors for the time being. If a signed copy of the resolution shall be returned to the Secretary undated, the Secretary shall fill in the date on which it was received and the same shall be deemed to have been signed on that day.

- (c) For the purposes of this Constitution:
 - (1) an electronic or other form of visible communication issued by a Director shall be deemed to be signed and dated by such Director; and
 - (2) a reference to all the Directors for the time being does not include a reference to a Director who, at a meeting of Directors, would not be entitled to vote on the resolution.

13.8 Defective appointment of Directors

All acts done at a meeting of the Directors or of a committee of the Directors or by any person acting bona fide as a Director shall be as valid as if every such person had been duly appointed or had duly continued in office and was qualified and had continued to be a Director, notwithstanding that it may be afterwards discovered that there was some defect in the appointment or continuance in office of any of such Directors or persons acting as aforesaid or that any of them were disqualified or had vacated office.

13.9 Interested Directors

- (a) A Director shall declare to the Directors any material personal interest or related party transaction, as defined by the Corporations Act, as soon as practicable after that Director becomes aware of their interest in the matter.
- (b) Where a Director declares a material personal interest or in the event of a related party transaction, that Director must absent himself or herself from discussion of such matter and shall not be entitled to vote in respect of such matter unless otherwise determined by the Directors.
- (c) In the event of any uncertainty in this regard, the issue shall immediately be determined by a vote of the Directors or, if this is not possible, the matter shall be adjourned or deferred to the next meeting.
- (d) The Secretary shall maintain a register of declared interests.

13.10 Minutes of meetings

- (a) The Directors shall cause minutes to be made and be faithfully entered into the relevant books, electronic documents or like medium provided for that purpose and shall ensure that any form of recording is securely stored and available for perusal of Directors. Minutes must be kept of all:
 - (1) appointments of Officers;
 - (2) names of Directors present at all meetings of the Board;
 - (3) proceedings at all meetings of the Board;
 - (4) proceedings at all General Meetings.
- (b) Such minutes shall be signed by the Chairman of the meeting at which the proceedings were held or by the Chairperson of the next succeeding meeting.

Constitution

- (c) The minutes of a meeting signed by the Chairman shall be sufficient evidence without further proof of the facts therein stated.

14. Telecommunication Meetings

14.1 Telecommunication Meeting

- (a) A General Meeting or a meeting of Directors may be held by means of a Telecommunication Meeting, provided that:
 - (1) the number of Members or Directors (as applicable) participating is not less than a quorum required for a General Meeting or meeting of Directors (as applicable); and
 - (2) the meeting is convened and held in accordance with this Constitution.
- (b) All provisions of this Constitution relating to a meeting apply to a Telecommunication Meeting in so far as they are not inconsistent with the provisions of this rule 14.

14.2 Conduct of Telecommunication Meeting

The following provisions apply to a Telecommunication Meeting:

- (a) all persons participating in the meeting must be linked by telephone, audio-visual or other instantaneous means for the purpose of the meeting;
- (b) each of the persons taking part in the meeting must be able to hear and be heard by each of the other persons taking part at the commencement of the meeting and each person so taking part is deemed for the purposes of this Constitution to be present at the meeting;
- (c) at the commencement of the meeting each person must announce their presence to all other persons taking part in the meeting;
- (d) a person may not leave a Telecommunication Meeting by disconnecting their telephone, audio-visual or other communication equipment unless that person has previously notified the Chairman;
- (e) a person may conclusively be presumed to have been present and to have formed part of a quorum at all times during a Telecommunication Meeting unless that person has previously notified the Chairman of leaving the meeting; and
- (f) a minute of proceedings of a Telecommunication Meeting is sufficient evidence of the proceedings and of the observance of all necessary formalities if the minute is certified to be a correct minute by the Chairman.

15. General Administration

15.1 Secretary

- (a) There must be at least one Secretary who is to be appointed by the Directors.
- (b) The Directors may suspend or remove a Secretary from that office.

Constitution

- (c) A Secretary holds office on the terms and conditions (including as to remuneration) and with the powers, duties and authorities, delegated to them by the Directors.
- (d) The Secretary shall:
 - (1) act as secretary or cause an appropriate person to act as secretary of the Board for any meeting of the Board or other meeting;
 - (2) receive reports from and communicate to members information on matters of common interest as provided;
 - (3) as far as practicable keep himself or herself fully informed and apprised of developments in the Company and in particular of other bodies whose objects and functions are comparable with the Company;
 - (4) maintain personal contact with all Directors;
 - (5) render such other services as may be proper under the direction of the Board;
 - (6) ensure that all cheques, negotiable instruments and money received by the Company shall be paid as soon as practicable to the Company's account or accounts at the offices of such bankers as shall from time to time be nominated by the Board; and
 - (7) ensure that appropriate accounts are maintained of all Company assets, property and income and of all disbursements by the Company.

15.2 Public Officers

- (a) In accordance with the requirements of the *Taxation Administration Act 1953* (Cth) and other relevant regulations of the Australian Taxation Office, the Directors shall appoint a public officer of the Company (**Public Officer**) and may, if they think fit, remove such person from office and appoint another in their place.
- (b) The Secretary shall advise the Australian Taxation Office of all such appointments and retirements referred to above.

15.3 Execution

- (a) No document, writing or other material shall be executed by the Company except pursuant to the authority of the Directors or Committee as authorised by the Board.
- (b) The Company does not, and is not required to, have a Common Seal.
- (c) Any agreement, deed or other document which is executed on behalf of the Company shall be signed by at least one Director, a Director and Secretary or a Director and another person specifically authorised by the Directors for that purpose.
- (d) A Director may execute any document or instrument notwithstanding that the Director is interested in the contract or arrangement to which the document or instrument relates provided the Director has complied with rule 13.9.

15.4 Accounts and financial records

- (a) The financial year of the company begins on 1 July and ends on 30 June each year.

Constitution

- (b) Proper books and financial records must be kept recording the financial affairs of the company. The Company must comply with the relevant accounting, financial reporting, review and audit requirements of the Corporations Act and, if applicable, the ACNC Legislation and any other legislation which applies to the company.
- (c) The Board must:
 - (1) notify all Members at the end of each financial year of their entitlement to receive copies of the financial report prepared by the Company including a copy of the auditor's report, if any, and any other documentation as determined by the Board or required by relevant legislation; and
 - (2) lay before the Members at each Annual General Meeting the financial statements.

15.5 Appointment of auditor or reviewer

If required by relevant legislation, the Company must appoint a qualified auditor or reviewer. No Member may act as auditor or reviewer of the Company.

15.6 Inspection of records

- (a) The books of account and records shall be kept at the Office or at such other place or places as the Directors think fit and shall at all times be open to inspection by the Directors.
- (b) Except as provided by law, this constitution or as authorised by a Directors' resolution, a person who is not a Director does not have the right to inspect any of the board papers, books, records or documents of the Company.

16. Notices

16.1 Methods of service under this Constitution

Any notice to be given by the Company under or in reference to this Constitution may be served on the person to be notified either:

- (a) personally;
- (b) by sending it by post by prepaid ordinary mail or if the address is outside Australia by prepaid airmail to the address for the Member in the Register of Members or, for any other person to be notified, the address notified to the Company;
- (c) by email to the electronic mail address for the Member in the Register of Members if any or applicable) or, otherwise, the address notified to the Company.

16.2 Time

If a notice is sent or delivered in the manner provided in rule 16.1 it must be treated as received by the addressee in the case of:

- (a) delivery in person, when delivered;

Constitution

- (b) delivery by post, the day following that on which the letter envelope or wrapper containing the same was posted;
- (c) electronic mail, when the sender's computer reports that the message has been delivered to the electronic mail address of the addressee,

but if delivery is made after 5.00pm on a Business Day it must be treated as received on the next Business Day in that place.

17. Indemnity and liability of Directors and other Officers

17.1 Indemnity

To the extent permitted by law, the Company shall indemnify a person who is or has been an Officer of the Company against:

- (a) liability incurred by the person as an Officer of the Company or of a related body corporate of the Company; and
- (b) costs and expenses incurred by the person in defending proceedings, whether civil or criminal or of an administrative or investigatory nature, in which the person becomes involved as an Officer of the Company of a related body corporate of the Company.

17.2 Insurance premium

The Company may pay, or agree to pay, at the discretion of the Directors, a premium in respect of a contract insuring a person who is or has been an Officer of the Company against the liability incurred by the person as such an Officer, except for a liability arising out of conduct involving a wilful breach of duty in relation to the Company or a contravention of the Corporations Act or, if applicable, the ACNC Legislation.

18. Winding up

18.1 Winding up

The Company may be wound up in accordance with the provisions of the Corporations Act.

18.2 Contributions of Members on winding up

- (a) Each Member must contribute to the Company's property if the Company is wound up while they are a Member or within one year after their membership ceases.
- (b) The contribution is for:
 - (1) payment of the Company's debts and liabilities contracted before their membership ceased;
 - (2) the costs of winding up;and the guarantee amount is not to exceed \$10.00 AUD.
- (c) No other Member must contribute to the Company's property if the Company is wound up.

Constitution

18.3 Excess property on winding up

- (a) If the Company is wound up, any surplus assets must not be distributed to a Member or a former member of the Company, unless that Member or former member is a body or bodies described in rule 18.3(b).
- (b) Subject to rule 18.3(c), if on the winding up or dissolution of the Company, and after satisfaction of all its debts and liabilities, any property remains, that property must be given or transferred to another charitable fund, authority or institution:
 - (1) having objects similar to those of the Company; and
 - (2) whose constitution prohibits the distribution of its income and property among its or their members to an extent at least as great as is imposed under this Constitution.
- (c) If the company is endorsed as a Deductible Gift Recipient, then:
 - (1) upon the revocation of its endorsement as a Deductible Gift Recipient; or
 - (2) upon its winding up,
 - any surplus assets must be transferred to another charitable fund, authority or institution:
 - (3) with objects similar to the objects of the Company;
 - (4) whose constitution prohibits the distribution of its income and property among its members to an extent at least as great as is imposed on the Company under this Constitution; and
 - (5) to which income tax deductible gifts can be made.
- (d) The charitable fund, authority or institution to receive property under rule 18.3(b) or 18.3(c) must be decided by the Directors at or before the time of the winding-up or dissolution. If the Directors do not wish to decide, or do not decide, the Members by ordinary resolution must decide. If the Members do not decide, the decision must be referred to the Supreme Court of the state or territory in which the Company's Office is located.

19. National Regulatory System for Community Housing Winding Up Requirements

- (a) This rule 19 does not affect any other rule relating to winding up or dissolution and relates only to Community Housing Assets.
- (b) In this rule "Community Housing Asset", "Corresponding Law", "Housing Agency", "Participating Jurisdiction", "Registered Provider" and "State Provider" have the same meaning as in the *Housing Act 2003* (Qld).
- (c) Despite rule 18.3, each Community Housing Asset of the Company remaining after satisfaction of the Company's liabilities, but excluding liabilities owed to the state in relation to the Community Housing Assets responsibility for which is assumed by the transferee of those Community Housing Assets under rule 19(c)(1) or 19(c)(2), must be transferred as follows:

Constitution

- (1) each remaining Community Housing Asset of the Company in Queensland must be transferred under section 37H(2)(a) and section 37H(3) of the *Housing Act 2003* (Qld) to a Registered Provider which is also a State Provider and which is also endorsed as a public benevolent institution and as a Deductible Gift Recipient; and
- (2) each remaining Community Housing Asset of the Company located in a Participating Jurisdiction must be transferred under the Corresponding Law of that Particular Jurisdiction to another Registered Provider in the Participating Jurisdiction which is also endorsed as a public benevolent institution and as a Deductible Gift Recipient.

20. Amendment to the Constitution

Any amendment to this Constitution must be approved by:

- (a) a special resolution at a meeting of the Members; or
- (b) a circular resolution signed by all Members.

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