



Constitution of
Aboriginal Family
Support Services Limited

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Preamble

Aboriginal Family Support Services Limited believe Aboriginal children should always live with their parents, uncles, aunts, brothers, sisters, cousins or grandparents. We recognise the importance of relatives by virtue of 'kinship' or 'skin' who are considered to be immediate family, not because of blood ties but by virtue of skin, a feature more prevalent among aboriginal people living in semi to traditional lifestyles. Aboriginal children need to live with their relatives. Sometimes this may not be possible. Then, other Aboriginal people must look after these children so that they do not lose their identity, culture and beliefs. We do not exclude non-Aboriginal caregivers. We assert that this should happen only where caregivers are committed to raising children and nurturing them in such a way that they will belong and feel part of the wider aboriginal community. We maintain that our Aboriginal heritage is beyond value and no child should be deprived of its richness. We will strive to ensure that all Aboriginal children are safe in a caring and secure environment.

1. Name

The name of the Company is 'Aboriginal Family Support Services Limited'.

2. Definitions and interpretation

2.1 Definitions

In this Constitution:

'**Act**' means the *Corporations Act 2001* (Cth) and any successor Act;

'**Annual General Meeting**' means a meeting of the Members of the Company held once each year at which the Company's accounts are presented to the Members and other business is conducted;

'**Board**' means the Board of Directors of the Company;

'**Business Day**' means a day other than a Saturday, Sunday, or a public holiday in South Australia;

'**Chairperson**' means the chairperson of the Company;

'**Company**' means Aboriginal Family Support Services Limited;

'**Constitution**' means this document;

'**Deputy Chairperson**' means the deputy chairperson of the Company;

'**Director**' means a person who has been appointed to the Board in accordance with this Constitution;

'**Member**' means a member of the Company;

'**Secretary**' means the secretary of the Company;

'**Special General Meeting**' means a meeting held by the Members in accordance with this Constitution, other than an Annual General Meeting;

'**Special Resolution**' means a resolution that must be passed by a majority of 75% of those voting on the resolution.

2.2 Interpretation

In this Constitution, unless it is stated to the contrary:

- 2.2.1 the singular includes the plural and conversely;
- 2.2.2 a reference to one gender includes all genders;
- 2.2.3 if a word or phrase is defined, its other grammatical forms have a corresponding meaning;
- 2.2.4 a reference to a clause, schedule or annexure is a reference to a clause of, a schedule annexure to, this Constitution;
- 2.2.5 a reference to writing include any method of representing or reproducing words, figures, drawings, or symbols in a visible form;
- 2.2.6 a reference to legislation or to a provision of legislation include a modification or reenactment of it, a legislative provision substituted for it and a regulation or statutory instrument issued under it;
- 2.2.7 a reference to conduct includes, an omission, statement, or undertaking, whether or not in writing;
- 2.2.8 a reference to a right or obligation of any two or more persons confers that right, or imposes that obligation, as the case maybe, jointly and severally;
- 2.2.9 a reference to a person, corporation, trust, partnership, unincorporated body or other entity includes any of them;
- 2.2.10 the meaning of general words is not limited by specific examples introduced by "including", or "for example", or similar expressions;
- 2.2.11 references to agree, approve or consent are references to agreement, approval or consent (as the case maybe) in writing;
- 2.2.12 any term defined in the Act shall have the same meaning in this Constitution;
- 2.2.13 in the event of any ambiguity in this Constitution, the interpretation that is most consistent with the Preamble shall be preferred; and
- 2.2.14 headings do not affect the interpretation of this Constitution.

3. Objects and Guiding Principles

- 3.1 The objects of the Company are to:
 - 3.1.1 identify Aboriginal children and young people at risk, and to assist and provide support wherever possible;
 - 3.1.2 strengthen and build capacity in Aboriginal family groups;
 - 3.1.3 recruit suitable caregivers;
 - 3.1.4 identify and provide suitable and appropriate placements for Aboriginal children and young people, including those at risk;

- 3.1.5 provide support and services to;
 - (a) Aboriginal children and young people;
 - (b) Aboriginal families; and
 - (c) families caring for Aboriginal children and young people.
- 3.1.6 advocate for culturally relevant legislation and government policy on the wellbeing of Aboriginal children, young people and families;
- 3.1.7 provide services to Torres Strait Islander children, families and young people where appropriate.
- 3.1.8 support young Aboriginal people in independent living;
- 3.1.9 do all such other lawful acts as may be incidental or conducive to the carrying out of the objects and purposes of the Company; and
- 3.1.10 provide culturally inclusive advice and advocacy for and in relation to Aboriginal children and young people.

3.2 The Company will be guided by the following principles:

- 3.2.1 to work towards the elimination of the separation of Aboriginal children from the wider Aboriginal community;
- 3.2.2 the reunification of Aboriginal families is a primary goal where possible and appropriate; and
- 3.2.3 enhancing a sense of belonging to an Aboriginal community is to always be a primary consideration.

4. Powers

- 4.1 Subject to the Act, the Company has the rights, powers and privileges of a natural person.
- 4.2 Without limiting clause 4.1, the Company has the following powers:
 - 4.2.1 the power to confer, cooperate and/or be affiliated with, or be a member of, any other association, company, body or society, having objects the same as, or similar to, those of the Company; and
 - 4.2.2 the power to do all such other things and acts as are incidental or conducive to, or convenient for the attaining of, the objects and guiding principles of the Company.

5. Property

- 5.1. The income, property and funds of the Company shall be used and applied solely towards the promotion of the objects of the Company, and no part thereof shall be paid or transferred directly or indirectly by way of dividend, bonus, ex gratia payment or otherwise by way of providing pecuniary benefit to Members, providing that nothing herein contained shall prevent payment in good faith of remuneration or other benefits to or reimbursements or expenses incurred by any Director, officer or employee of the Company or any Member of the Company in return for services or goods actually rendered to the Company and as authorised by the Board.

6. Membership

6.1. Liability

6.1.1. The Liability of the Members is limited as set out in clause 6.

6.2. Guarantee

6.2.1. The Company is a company limited by guarantee.

6.2.2. If the Company is wound up and the property of the Company is insufficient to meet its liabilities, then the Members will each contribute an amount not exceeding \$10 to meet the deficiency.

6.2.3. A reference to a Member in this clause 6.2 includes a person who was a Full Member within one year of the Company being wound up.

6.2.4. For the purposes of clause 6.2, only liabilities incurred by the Company when the Member was a Member are taken into account.

6.3. Winding up or dissolution

6.3.1. In the event of the Company being wound up or dissolved, the assets that remain after such dissolution and the satisfaction of all debts and liabilities shall be transferred to an organisation with similar purposes which is not carried on for the profit or gain of its individual members.

6.4. Classes of Membership

6.4.1. The Company will have two classes of Members:

- (a) Full Members; and
- (b) Associate Members.

6.4.2. Full Members shall be entitled to attend, speak and vote at meetings of Members, and to stand for election or appointment to the Board.

6.4.3. Associate Members shall be entitled to attend and speak at meetings of Members, but will have no voting rights, and will not be entitled to be elected or appointed to the Board.

6.5. Membership eligibility

6.5.1. Full membership of the Company is only available to individuals. To be eligible to be a Full Member, an individual must:

- (a) be accepted in the community as being of Aboriginal descent;
- (b) have attained 18 years of age;
- (c) support and understand the Company's objectives;
- (d) have normal residency in South Australia; and
- (e) be accepted as a Member by the Board.

- 6.5.2. An individual is eligible to be an Associate Member if they are a caregiver actively caring for Aboriginal children and young people, and apply for such membership.

6.6. **Membership Applications**

- 6.6.1. Applications to become a Full Member and Associate Membership must be made in writing and be addressed to the Chief Executive of the Company, specifying the type of membership sought, and confirming eligibility for that membership.
- 6.6.2. Applications for membership shall be considered by the Board in the order in which they are received.
- 6.6.3. The Board may reject an application for membership, notwithstanding the applicant meeting the eligibility requirements specified in clause 6.5, provided that the Board provides written reasons for the rejection of the application to the applicant within 14 days of their application being rejected.
- 6.6.4. The Board must not consider applications for memberships received after a meeting of Members has been called until after that meeting has occurred.
- 6.6.5. Successful membership applications must be noted on the register of Members within 14 days of the application being approved by the Board.

6.7. **Suspension of Membership**

- 6.7.1. A Member will be suspended with immediate effect if they cease to meet the membership criteria or breach the code of conduct.
- 6.7.2. Suspension of a Member shall continue until a resolution is passed by the Board ending the suspension, or until the suspended Member's membership of the Company is terminated.
- 6.7.3. A suspended Member is not entitled to attend meetings of Members without written invitation by the Board unless the purpose of the meeting is to discuss the Member's suspension or termination of that individual's membership.
- 6.7.4. A suspended Member is not entitled to vote at meetings of Members, and shall not be included in any calculation for the quorum for such a meeting.

6.8. **Termination of Membership**

- 6.8.1. A Member may resign from membership of the Company at any time by giving notice in writing to the Board to that effect. Upon delivery of such notice the Member shall immediately cease to be a Member.
- 6.8.2. A Member shall cease to be a Member in the event of their death or permanent incapacity, as adjudged by an appropriate medical practitioner.
- 6.8.3. The Members may resolve to terminate the membership of a person if that person has:
 - (a) ceased to be eligible for membership in accordance with clause 6.5;

- (b) acted inconsistently with this Constitution or any code of conduct endorsed by the Board; or
- (c) acted in a manner that the Board reasonably considers prejudices the interests of the Company.

- 6.8.4. A vote to terminate the membership of an individual (**Affected Member**) must be passed by a Special Resolution of the Members.
- 6.8.5. The Affected Member must be given a minimum of 21 days' notice of the meeting of Members considering the termination of their membership.
- 6.8.6. An Affected Member must be given the opportunity to be heard by the Members, either in writing, or if the Board deems it appropriate, in person at the meeting of Members.
- 6.8.7. The Members must be given an opportunity to consider the termination of the Affected Member's membership in absence of the Affected Member.
- 6.8.8. Upon the termination of a person's membership, that person's name must be removed from the register of Members, and must be entered into the register of former Members within 14 days.

6.9. **Review of a decision to suspend Membership**

- 6.9.1. A Member who has been suspended in accordance with this clause 6 (**Suspended Member**) may, by written notice (**Review Notice**) to the Chief Executive within seven days of the suspension, request a review of their suspension by the Members of the Company.
- 6.9.2. Upon receipt of a Review Notice in relation to a suspension or termination:
 - (a) the Chief Executive will accept written submissions made by the Suspended Member as to why their suspension should be ended, which are to be forwarded to the Secretary within 14 days of the Review Notice being received;
 - (b) the Company must call a meeting of the Members to consider the suspension within 21 days of sending out the Review Notice;
 - (c) the Members, at their discretion, may provide the Suspended Member with an opportunity to be heard at the meeting of Members, together with a support person, in addition to any written submissions put forward by the Member; and
 - (d) the Members must consider the review request in absence of the Suspended Member.
- 6.9.3. The Members may, by resolution, following a review, reverse the decision to suspend the Suspended Member's membership, continue the Suspension, or terminate the Suspended Member's membership.

6.10. **Honorary Life Members**

- 6.10.1. The Members may, by resolution at a meeting of Members, bestow Honorary Life Membership to recognise a special contribution made by an individual.

6.10.2. Honorary Life Members are:

- (a) not entitled to vote on any matter by virtue of their Honorary Life Membership; and
- (b) entitled to attend and speak at meetings of Members.

6.11. **Membership Fees**

The Board may not impose fees for membership of the Company.

6.12. **Obligations and Rights of Members**

6.12.1. Each Member has such rights and obligations as are set out in the Act.

6.12.2. By applying for membership of the Company, each Member agrees to:

- (a) comply with the provisions of the Act and this Constitution;
- (b) notify the Company of any change in their address within 28 days;
- (c) comply with any code of conduct adopted by the Company;
- (d) treat other Members and the Board with respect and dignity; and
- (e) notify the Company within 28 days if they are no longer eligible for membership of the Company.

6.12.3. Members do not have the right to share in the profits of the Company or take part in the distribution of the Company's assets if it is wound up.

7. **Board of Directors**

7.1. **Composition of the Board**

7.1.1. The management of the affairs of the Company shall be under the control of the Board which will act in accordance with the objects and guiding principles of this Constitution.

7.1.2. The Directors will be elected from amongst the Members at the Annual General Meeting of the Company.

7.1.3. The Board shall be comprised of seven Directors who must:

- (a) be a natural person;
- (b) be a Member;
- (c) not be disqualified from being a director by operation of law, or this Constitution; and
- (d) normally reside within a service area serviced by the Company.

7.1.4. A Director shall continue to be considered a Director of the Company until such time as:

- (a) their terms expire;

- (b) they die or are incapacitated;
- (c) they resign by notice in writing to the Chief Executive; or
- (d) the person is disqualified from being a Director by operation of law or removed from their position as Director by a provision of this Constitution.

7.1.2 Directors shall hold their position as a Director for a term of two years, or until the first Annual General Meeting held after the expiry of that two year period, whichever is later (**Term**).

7.1.3 Directors may stand for re-election for a total of four Terms, being a maximum of eight years as a Director.

7.2. **Powers of the Board**

Subject to this Constitution, the Board shall have the following functions, powers and responsibilities:

- 7.2.1. to determine policy with respect to and to operate and manage the Company in all facilities as are owned and operated by the Company;
- 7.2.2. to manage the affairs of the Company;
- 7.2.3. to keep minutes and deal with correspondence of the Company;
- 7.2.4. to raise or borrow money for the sole purposes of the Company and to secure repayment thereof in such manner as the Board thinks fit or to secure the repayment or performance of any debt, liability, contract, guarantee, indemnity, or other engagement entered into by the Board on behalf of the Company in any way and to secure any of the Company's obligations under such arrangement by way of mortgage or charge over any or all of the Company's property including a general security agreement over all its real and personal property;
- 7.2.5. to draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments;
- 7.2.6. to conduct overdraft accounts;
- 7.2.7. to enter into any arrangement for the purpose of managing financial risks relating to risks arising from changes in foreign currency exchange rates, interest rates or discount rates subject to such transactions not being used for speculative purposes;
- 7.2.8. subject to this Constitution, to make regulations for the proper management of the Company which regulations shall be binding on the Board, employees and Members;
- 7.2.9. to delegate the carrying out of such powers and duties of the Board as the Board may determine to such sub-committees as the Board may determine; and
- 7.2.10. to do all such other things as are within the powers of the Company that are not vested in the Members in general meeting.

7.3. Suspension of Directors

7.3.1. A Director will be suspended immediately from their role if:

- (a) they breach any code of conduct endorsed by the Board;
- (b) they take any action which could reasonably be seen to damage the reputation, objects or purposes of the Company;
- (c) they are disqualified by any governmental authority from serving on the Board of an incorporated association or corporation;
- (d) they fail to attend three consecutive meetings, or 75% of meetings they are due to attend within a 12 month period without reasonable excuse;
- (e) the Board passes an ordinary resolution that they be suspended.

7.3.2. Failure to attend the majority of the duration of a meeting will be considered a failure to attend a meeting for the purposes of clause 7.3.1 (d).

7.3.3. The Secretary must notify the Director of the suspension within seven days of the suspension coming into effect.

7.3.4. The suspension of a Director shall continue until the Board passes a resolution reinstating the Director.

7.3.5. A suspended Director is not entitled to attend or speak at meetings of the Board or at a meeting of Members other than in accordance with a process set out in this Constitution, unless invited to do by the Board.

7.4. Removal of Directors

A Director may be removed by the Board provided that:

- 7.4.1. the reasons for the proposed removal of the Director have been communicated to the Director no later than 14 days before the Board meeting considering the removal is to be held;
- 7.4.2. the Director in question is given a reasonable opportunity to be heard either in person or in writing, as determined by the Board, at the Board meeting;
- 7.4.3. the Board has been given an opportunity to consider the removal of the Director in the absence of the Director; and
- 7.4.4. the resolution is passed by 75% of Directors present in person or by proxy at the meeting of the Board considering the removal.

8 Review of decision to suspend or remove a Director or Executive officer

8.1 A Director who has been suspended or removed from their position as Director or office bearing role, as the case may be, (**Affected Director**) may by written notice to the Secretary within seven days of the suspension or removal, request a review of their suspension or removal by the Members of the Company, unless they have been removed due to operation of law.

8.2 Upon receipt of a request for a review of a suspension or removal:

- 8.2.1 the Affected Director is entitled to make written submissions to the Members as to why their suspension should be ended or why they should be reinstated as a Director or office bearer, which are to be forwarded to the Secretary within 14 days of the request to review the suspension or removal is made;
 - 8.2.2 the Company must call a meeting of the Members to consider the suspension or removal within 21 days of receiving such notice;
 - 8.2.3 the Company may, at the discretion of the Members, provide the Affected Director with an opportunity to be heard at the meeting of Members; and
 - 8.2.4 the Members must consider the review request in absence of the Affected Director.
- 8.3 The Members may, by resolution, following a review, reverse the decision to suspend or remove a Director or Executive officer.

9 Office Bearers

9.1 Election of Office Bearers

The Board shall select the Chairperson, Deputy Chairperson, Secretary and Treasurer (**Office Bearers**) from amongst the Directors at the first Board meeting held after the Annual General Meeting.

9.2 Terms of Office Bearers

Office Bearers shall hold office for a period of 2 years, or until the first Board meeting held after the expiring of that 2 year period, whichever is later.

9.3 Chairperson

9.3.1 The primary duty of the Chairperson is to ensure the successful functioning of the Company and the Board. He or she shall endeavor to assist in the achievements of the object and purposes of the Company.

- (a) The Chairperson shall:
 - (i) uphold the rules of the Company
 - (ii) preside at meetings of the Board and general meetings of the Company
 - (iii) represent and act, subject to the instruction of the Board or the Members of the Company, on behalf of the Company in the interval between meetings.

9.3.2 Deputy Chairperson

- (a) The Deputy Chairperson shall:
 - (i) act as the deputy of the Chairperson and shall take his or her place when the Chairperson is absent or unable to undertake the duties of his or her office; and
 - (ii) at the request of the Chairperson, chair meetings of the Board or general meetings of the Company if the Chairperson withdraws from the meeting or is for some

other reason unable to continue in the chair during a meeting.

9.3.3 Secretary

- (a) The Secretary shall:
 - (i) maintain a register of all Members, showing any such details such as dates of birth, addresses, dates of acceptance as Members, and any other information that the Board or the Act may from time to time prescribe;
 - (ii) maintain a file of all applications for membership received by the Company; and
 - (iii) maintain a record of the financial status of all Members.
- (b) The Secretary shall also:
 - (i) ensure that a proper notice for all meetings is given by the Directors in accordance with this Constitution;
 - (ii) maintain the Company's minute books and ensure the minutes of the proceedings of the Board and of general meetings of the Company are entered into the minute book within one month after the relevant meetings.
 - (iii) prepare an agenda, in consultation with the Chairperson and the Directors prior to each meeting;
 - (iv) conduct any official correspondence to and from the Company on behalf of the Company and regularly inform the Board of any such correspondence; and
 - (v) keep the Company's common seal in safe custody.

9.3.4 Treasurer

- (a) The Treasurer shall:
 - (i) ensure proper accounts and records of all transactions relating to the affairs of the Company are maintained;
 - (ii) ensure all money received is deposited (no later than three working days following the receipt or as soon as possible thereafter) in the Company's bank account;
 - (iii) submit to each meeting of the Board a brief report written in conjunction with the manager, administrative services or other employee or agency responsible for the Company's finances. This report shall reflect the financial status of the Company for the proceeding period;
 - (iv) assist the auditor(s) of the Company by providing full and free access to financial records in the Treasurer's possession or those held by persons administering the Company's finances;

- (v) submit a Treasurer's report so as to inform the Members of the financial status of the Company at each Annual General Meeting.

9.4 **Meetings of the Board and Executive**

- 9.4.1 The Board shall meet on at least four occasions each financial year at such time and place as the Board shall determine.
- 9.4.2 Notice in writing of the time and place of every meeting of the Board shall be posted, e-mailed or otherwise notified by reasonably appropriate means to each Director together with an agenda at least seven days prior to the time appointed for the meeting.
- 9.4.3 Questions arising at any meeting of the Board will be decided by a majority of the votes cast at the meeting, allowed under the rules of the Constitution, unless a Special Resolution is required by the Constitution or a by-law of the Company.
- 9.4.4 A resolution or declaration in writing will be as valid and effectual as if it had been passed at a meeting duly called and held if all Directors entitled to receive notice of a Board meeting receive notice of the resolution and it is agreed to in writing by a majority of the Directors for the time being who are entitled to vote (not being less than a quorum).

9.5 **General Meetings**

9.5.1 **Annual General Meetings**

- (a) The Annual General Meeting shall be held by no later than 30 November in each year, and shall:
 - (i) consider and receive the minutes of the last Annual General Meeting and any Special General Meeting(s) held since the last Annual General Meeting;
 - (ii) consider and receive the reports of the Chairperson, Treasurer and Chief Executive of the Company;
 - (iii) consider and receive the accounts of the Company and auditor's report; and
 - (iv) when necessary, elect Directors following the expiry of any Director's Term.
- (b) Notice of the Annual General Meeting shall be given to all Members of the Company in writing, not less than 21 days before the meeting is due to be held.

9.5.2 **Special General Meetings**

- (a) A Special General Meeting of the Company shall be held by resolution to this effect by the Board or within 30 days of receipt of a request made by no less than 10% of Members of the Company, made in writing to the Secretary stating the purpose for which such a meeting is to be called.

- (b) Written notice of any Special General Meeting shall be given to all Members no less than 21 days prior to the meeting outlining the purpose of the meeting, the location and time of the meeting, and why it was called.
- (c) Special General Meetings may consider any matter deemed appropriate by the Board in addition to the original purpose of that meeting, provided that those matters have been included in the notice of meeting.

9.6 Meetings generally

9.6.1 Quorum

- (a) The quorum for a meeting of the Board or Members of the Company shall be half their number plus one, rounded up to the nearest full number, or 5, whichever is less.
- (b) No business will be transacted at any meeting unless a quorum is present, including by the use of technology, at the time the meeting proceeds to business.
- (c) If within 30 minutes of the time appointed for a meeting a quorum is not present, such meeting shall be adjourned for one hour.
- (d) Those present at such an adjourned meeting shall constitute a quorum, provided that notice of the original meeting had been provided to all persons entitled to attend the meeting.

9.6.2 Voting at meetings

- (a) Voting at meetings shall be conducted by show of hands, unless:
 - (i) the matter voted on relates to the election of an Office Bearer;
 - (ii) the matter relates to the suspension or removal of a Member, Director or Office Bearer; or
 - (iii) a resolution is passed by the meeting for voting to be by secret ballot.

in which case the method of voting shall be by secret ballot in the manner the Chairperson directs, subject to any vote being secret and verified by scrutineers.

- (b) Each Director is entitled to a single vote at meetings of the Board.
- (c) Each Full Member is entitled to a single vote at meetings of Members.

9.6.3 Chairing of meetings

- (a) Subject to this clause 9.6.3, meetings shall be chaired by the Chairperson.
- (b) Where the Chairperson holds a conflict of interest in relation to a matter, or is otherwise unavailable, the Deputy Chairperson shall

chair the meeting where the Chairperson is unavailable or for those matters that are subject to the conflict of interest.

- (c) Where the Deputy Chairperson also holds a conflict of interest in relation to a matter, the meeting shall elect a person to chair the part of the meeting dealing with that matter.
- (d) The Chairperson may nominate a third party to chair a section of the meeting where the Chairperson considers that person to have particular expertise that is required for the discussion of a particular matter.

9.6.4 **Use of technology**

- (a) If approved by the Board in each case, individuals may participate in meetings through the use of any form of audio or audio visual technology approved by the Board, provided that it allows for that person to both hear what is occurring at the meeting, and to make contributions to the meeting.
- (b) Participation through the use of technology will be counted towards the calculation of a quorum for that meeting.
- (c) A person seeking to attend a meeting through the use of technology will be entitled to vote, and count for the purposes of quorum, on the question of whether or not their use of technology should be approved.

9.6.5 **Minutes**

- (a) Proper minutes of all proceedings of meetings of the Company shall be prepared and kept by the Secretary of the Company, or an alternative person or persons nominated by the Secretary.
- (b) The minutes must be confirmed by the Members of the Company, the Board at the next subsequent meeting.
- (c) Minutes shall be signed by the Chairperson or acting Chairperson once they have been confirmed.
- (d) Where minutes are entered and signed they shall, until the contrary is proved, be evidence that the meeting was convened and duly held, that all proceedings held at the meeting have duly occurred as minuted, and that all appointments made at a meeting are valid.

9.6.6 **Circulating resolution**

The Board may pass a resolution out of a Board via any form of written correspondence, including via email or facsimile, if signed or otherwise approved or consented to by 75% or more of those Directors entitled to vote on the resolution, and such a resolution shall be valid and binding as if passed at a Board meeting.

9.6.7 **Conflicts of interest**

At each meeting, every person present shall declare any conflicts of interest that exist in relation to the business of that meeting. Where a conflict of

interest is identified in relation to a matter, the relevant persons shall absent themselves from the meeting during the discussion of that matter, and shall not be entitled to vote upon that matter.

10 Register of Members

- 10.1 A register of Members must be kept at the registered office of the Company and contain:
- 10.1.1 the name and address of each Member;
 - 10.1.2 the date on which each Member became a Member
 - 10.1.3 the nominated representative of the Member; and
 - 10.1.4 if applicable, the date of termination of Membership.
- 10.2 Members are entitled to inspect the register of Members during business hours by giving not less than 2 Business Days' notice of their intention to make such an inspection.

11 Membership of other boards and the establishment of sub-committees

11.1 Sub-Committees and Standing Committees

- 11.1.1 The Board may establish sub-committees and standing committees for such purposes, and with such powers and terms of reference as it determines from time to time.
- 11.1.2 Sub-committee and standing committee members do not need to be Directors of the Company.
- 11.1.3 Members of sub-committees shall not be entitled to vote on any determination of the sub-committee unless they are a Director of the Company.
- 11.1.4 No decision of a sub-committee will come into effect until approved by a resolution of the Board.
- 11.1.5 Members of standing committees may vote on matters that are within their terms of reference, provided that doing so would not conflict with any law, or any other provision of this Constitution.

12 Financial Reporting

- 12.1 The financial year for the Company begins on 1 July in each year and ends on the following 30 June.
- 12.2 The Company shall keep and retain such accounting records as are necessary to correctly record and explain the financial transactions and financial position of the Company in accordance with all legal requirements.

13 Appointment of Auditor

- 13.1 At each Annual General Meeting, the Members shall appoint a person to be auditor of the Company. Applications for the auditor role will be undertaken through a tender process.

- 13.2 Notwithstanding clause 13.1, where a long-term engagement with an auditor has been established, the Members may vote to continue that engagement, provided that a tender is held for the position of auditor not less than once every five years.
- 13.3 The auditor shall not be an officer, business partner, spouse, employer or employee of an officer; an employee; or business partner, spouse or employee of an employee of the Company.
- 13.4 The auditor shall hold office until the next Annual General Meeting and is eligible for re-appointment.
- 13.5 If an appointment is not made at an Annual General Meeting, the Board shall appoint an auditor for the current financial year.
- 13.6 The auditor, including a retiring auditor, is entitled to attend all meetings of Members.

14 Amendment of the Constitution

- 14.1 This Constitution may be altered by Special Resolution by the Members at a general meeting.
- 14.2 The Constitution shall bind the Company and every Member to the same extent as if they had respectively signed and agreed to be bound individually by the document.
- 14.3 An alteration to the Constitution becomes effective from the time the alteration is passed.

15 By-laws of the Company

- 15.1 The Board may draft by-laws to govern the management, procedure and operations of the Company.
- 15.2 By-laws will come into effect only when ratified by an ordinary resolution passed at a meeting of the Board.
- 15.3 A by-law may be varied by an ordinary resolution passed at a meeting of the Board, and will be effective from the time that the resolution is passed.
- 15.4 Once ratified, a by-law is binding upon all Members and Directors of the Company.
- 15.5 A by-law may not authorise any action or policy that would be beyond the powers in respect of that action or policy granted by this Constitution or the Act, and in the event of a by-law being beyond such powers, it shall to that extent be void and unenforceable.
- 15.6 All by-laws are to be distributed to Members following their ratification by the Board.

Schedule 1:

By-laws