

Date: 1 April 2017

Constitution of:

QUEENSLAND RADIO FOR THE PRINT HANDICAPPED LIMITED

ABN: 22 010 232 934

Incorporation Date: 23 April 1981

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PRELIMINARY

1. Name of the Company

- 1.1. Queensland Radio for the Print Handicapped Limited is a public company limited by guarantee.
- 1.2. The liability of the Members is limited) The Members undertake to contribute \$20 each to the assets of the Company if it is wound up whilst they are Members or within one year afterwards.

2. Objects of the Company

The Company's object is to pursue the following charitable purposes:

- 2.1. To operate radio stations (which may include online streaming, podcasting, satellite, and other broadcast technologies), for the purpose of providing radio programmes of benefit to people with a print disability.
- 2.2. To promote general awareness and understanding of the problems encountered by people with a print disability and the role of information radio in contributing to resolving these problems, and;
- 2.3. To encourage all radio and television stations to broadcast programmes suitable for people with a print disability.

3. Application of income and property

Subject to **rules 4 and 80**, the Company must apply its income solely towards promoting the objects of the Company as stated in **rule 2**. No part of the Company's income may be paid or transferred directly or indirectly to Members.

4. Certain payments allowed

Rule 3 does not prevent any payment in good faith by the Company of:

- (a) reasonable and proper remuneration to any Member for any services actually rendered or goods supplied in the ordinary and usual course of business to the Company when the amount payable does not exceed an amount previously approved by the Board;
- (b) out-of-pocket expenses incurred by a Member on behalf of the Company when the amount payable does not exceed an amount previously approved by the Board;
- (c) interest on money lent by any Member to the Company at a rate not exceeding the rate charged by Australian banks for overdrawn accounts.

5. Interpretation

5.1. Definitions

In this Constitution unless the contrary intention appears, these words will have the following meanings:

- (a) **Act** means the Corporations Act 2001
- (b) **AGM** means the annual general meeting of the Company
- (c) **Board** means the Board of Directors of the Company

- (d) **Body Corporate** means a corporation as defined in the Corporations Act and any other form of organisation, whether or not incorporated, which the Board determines may be treated as Body Corporate.
- (e) **Chair** means the Chairperson of the Board if the context requires, at a meeting of Members, elected from time to time in accordance with the Constitution.
- (f) **Company** means Queensland Radio for the Print Handicapped Limited.
- (g) **Constitution** means the Constitution of the Company as amended from time to time.
- (h) **Director** means a person elected or appointed in accordance with the Constitution to perform the duties of a Director of the Company.
- (i) **Financial Year** means the financial year of the Company commencing on the 1st day of July in each year and expiring on the 30th day of June next following, or such other yearly period as the Board may decide.
- (j) **General Meeting** means any AGM or special meeting.
- (k) **Maximum number of consecutive years of office** means, for a Director, serving Nine (9) consecutive years counting both their term of office immediately before and after adoption of the Constitution.
- (l) **Member** means any financial or honorary Member of the Company as listed in the Register.
- (m) **Ordinary Resolution** means a resolution other than a special resolution.
- (n) **People with a print disability** means any person who has difficulty in reading or understanding or perceiving printed material whether for physical, perceptual, educational or any other reason.
- (o) **Poll** means the process by which Members may vote other than by a show of hands.
- (p) **The Company** means the Company which is Queensland Radio for the Print Handicapped Limited.
- (q) **Register** means the register of Members kept by the Company under the Corporations Act 2001.
- (r) **Seal** means, if the Company has one, the Common Seal of the Company.
- (s) **Secretary** means a person appointed to perform the duties of a Secretary of the Company.
- (t) **Special meeting** means any meeting of the Company other than an AGM.
- (u) **Special resolution** has the same meaning as defined in section 24 of the Act, being a resolution passed by a majority of 75% of the Members who are present in person or by proxy and entitled to vote at a general meeting of the Company, of which notice specifying the intention to propose the resolution as a special resolution has been given in accordance with the Constitution.
- (v) **Vote** means the process by which Directors and/or Members express their preference in favour of, or against, or such other question put to Directors and/or Members.

5.2. Interpretation of these rules

Headings and marginal notes are for convenience only, and do not affect interpretation. The following rules also apply in interpreting these rules, except where the context makes it clear that a rule is not intended to apply.

- (a) A reference to:
 - i legislation (including subordinate legislation) is to that legislation as amended, modified in relation to the Company, re-enacted or replaced, and includes any subordinate legislation issued under it;
 - ii a document or agreement, or a provision of a document or agreement, is to that document, agreement or provision as amended, supplemented, replaced or novated;
 - iii a person includes any type of entity or body of persons, whether or not it is incorporated or has a separate legal identity, and any executor, administrator or successor in law of the person; and
 - iv anything (including a right, obligation or concept) includes each part of it.
- (b) A singular word includes the plural, and vice versa(a)
- (c) A word which suggests one gender includes the other genders.
- (d) If a word is defined, another part of speech has a corresponding meaning.
- (e) If an example is given of anything (including a right, obligation or concept), such as by saying it includes something else, the example does not limit the scope of that thing.
- (f) The word **agreement** includes an undertaking or other binding arrangement or understanding, whether or not in writing.
- (g) A power to do something includes a power, exercisable in the like circumstances, to revoke or undo it.
- (h) A reference to a power is also a reference to authority or discretion.
- (i) A reference to something being written or in writing includes that thing being represented or reproduced in any mode in a visible form.
- (j) A word (other than a word defined in **rule 5.1** which is defined by the *Associations Incorporation Act 1981*) has the same meaning in these rules where it relates to the same matters as the matters for which it is defined in the *Associations Incorporation Act 1981*.

5.3. Severance

If any provision of this constitution or any phrase contained in them is invalid or unenforceable in any jurisdiction, the phrase or provision is to be read down for the purpose of that jurisdiction, if possible, so as to be valid and enforceable. If the rule or phrase cannot be so read down it will be severed to the extent of the invalidity or unenforceability. Such severability will not affect the remaining provisions of this Constitution or affect the validity or enforceability of any provision in any other jurisdiction.

MEMBERSHIP

6. Categories of Members

6.1. The Members of the Company will consist of:

- (a) Ordinary Members
- (b) Corporate Members
- (c) Life Members

6.2. The Number of Ordinary Members is unlimited.

6.3. Every Member shall be entitled to the full use and enjoyment of the privileges and facilities of the Company.

7. Ordinary Members

Eligibility

7.1. To be eligible to apply to become an Ordinary Member, the applicant must be a natural person and interested in furthering the objects of the Company.

Rights of an Ordinary Member

7.2. Ordinary Members will have:

- 7.2.1. one vote in general meetings;
- 7.2.2. the right to receive notice of general meetings;
- 7.2.3. the right to nominate and elect Members to the Board; and
- 7.2.4. the right to nominate and serve as a Director on the Board.

8. Corporate Members

Eligibility

8.1. To be eligible to apply to become a Corporate Member, the applicant must be interested in furthering the objects of the Company.

Rights of a Corporate Member

8.2. Corporate Members will have:

- 8.2.1. one vote in general meetings;
- 8.2.2. the right to receive notice of general meetings;
- 8.2.3. the right to nominate and elect Members to the Board; and
- 8.2.4. the right to nominate and serve as a Director on the Board.

Representative

8.3. Any corporation or organisation which is a Member may by written notice to the Secretary:

- 8.3.1. appoint a natural person to act as its representative in all matters connected with the Company; and
- 8.3.2. remove a representative.

8.4. A representative is entitled to:

- (a) exercise at a general meeting all the powers that the corporation or organisation that appointed him or her could exercise if it were a natural person;

- (b) stand for election as a Board Member; and
 - (c) be counted towards a quorum on the basis that the Corporate Member is to be considered personally present at a general meeting by its representative.
- 8.5 The Chairperson of a general meeting may allow a representative to vote on the condition that he or she subsequently establishes his or her status as a representative within a period prescribed by and to the satisfaction of the Chairperson of the general meeting.
- 8.6 Appointment of a representative may set out restrictions on the representative's powers.
- 8.7 A Corporate Member will be bound by the actions of its representative.
- 8.8 A representative's entitlements under this Constitution cease if the appointed Corporate Member ceases to be a Member.

9. Admission

Application

- 9.1. Applications for Membership of the Company must be in writing, and in a form approved by the Board in their absolute discretion.
- 9.2. An application must be submitted together with the Membership fee to the Company.

Admission and rejection

- 9.3. The Board must consider an application for Membership at the next meeting of the Board held after it receives the application form. In considering an application for Membership, the Board may:
- 9.3.1. accept or reject the application; or
 - 9.3.2. ask the applicant to give more information or evidence of eligibility for Membership.
- 9.4. If the Board ask for more information or evidence under rule 9.3, their determination of the application for Membership is deferred until the next Board meeting after the information or evidence is given.
- 9.5. The Board are not required to give any reason for the rejection of any application to become a Member.
- 9.6. If an application to become a Member is accepted, the Company must:
- 9.6.1. give written notice of the acceptance to the applicant; and
 - 9.6.2. enter the applicant's name in the Register.
- 9.7. If an application to become a Member is rejected, the Company must:
- 9.7.1. give written notice of the rejection to the applicant; and
 - 9.7.2. refund in full any Membership fee paid by the applicant.

Appeal

- 9.8. Any person denied Membership by the Board may require his or her application for Membership to be submitted for consideration by the Members if the person notifies the Secretary within 28 days of the issue of notice that the Board has rejected the application.
- 9.8.1. If the secretary receives a notice of intention to appeal, the secretary must, within 1 month after receiving the notice, call an extraordinary general meeting to decide the appeal.
 - 9.8.2. the extraordinary general meeting to decide an appeal must be held within 3 months after the secretary receives the notice of intention to appeal.
- 9.9. At the extraordinary general meeting of the Members held to discuss the matter, after the meeting of the Board at which the application for Membership was denied:

- 9.9.1. the applicant for Membership will be given an opportunity at the extraordinary general meeting to present the person's case fully, either in person or through a Member nominated for the purpose and a representative of the Board may present the Board's case in response; and
- 9.9.2. the Members at the extraordinary general meeting will vote to confirm or reject the decision of the Board on the application for Membership and the decision of the Members at that extraordinary general meeting is final.
- 9.10 A person whose application is denied in accordance with **rule 9.9.2**, cannot submit a new application within 6 months of the date of the last application.

When a person becomes a Member

- 9.11 An applicant becomes a Member of the Company when the applicant's name is entered in the Register.

10. Life Members

Eligibility

- 10.1. To be eligible to become a Life Member, the person must be:
- 10.1.1. A Member of at least 10 years continuous standing in good stead;
 - 10.1.2. a Member who has rendered special services to the Company; and
 - 10.1.3. be nominated by one Member of the Company and seconded by another Member.

Admission

- 10.2. After consideration of the nominee's eligibility the Board may vote to recommend the nominee as a Life Member at the next AGM.
- 10.3. At the next AGM of the Company the Members present will vote to confirm or reject the decision of the Board to accept the nominee as a Life Member.

Rights of Life Member

- 10.4. Life Members are not required to pay the Membership fee and will have:
- 10.4.1. one vote in general meetings;
 - 10.4.2. the right to receive notice of general meetings;
 - 10.4.3. the right to nominate and elect Members to the Board; and
 - 10.4.4. the right to nominate and serve as a Director on the Board.

11. Register of Members

- 11.1. The Board must keep a register of Members.
- 11.2. The Register must include the following particulars for each Member:
- 11.2.1. the full name of the Member;
 - 11.2.2. the postal or residential address of the Member;
 - 11.2.3. the date of admission as a Member;
 - 11.2.4. the type of Membership admitted;
 - 11.2.5. the date of death or resignation of the Member;
 - 11.2.6. details about the termination or reinstatement of Membership; and
 - 11.2.7. any other particulars the Board or the Members at a general meeting decide.

- 11.3. The Register must be open for inspection at all reasonable times. However, before a Member may inspect the Register, the Member must apply to the Secretary to arrange a mutually convenient time to carry out the inspection.
- 11.4. The Board may, on the application of a Member of the Company, withhold information about the Member (other than the Member's full name) from the Register available for inspection if the Board has reasonable grounds for believing the disclosure of the information would put the Member at risk of harm.
- 11.5. If a Member changes address, it must notify the Secretary in writing of its new address as soon as reasonably practicable.

12. Suspension or Expulsion of a Member

- 12.1. If a Member:
 - 12.1.1. appears to have ceased to take part in the activities of the Company and does not within 3 months after written notice is sent by the Company enquiring if that person intends to remain a Member, inform the Company in writing that they desire to remain a Member;
 - 12.1.2. does not comply with this Constitution;
 - 12.1.3. has committed any act or omission that will, in the opinion of the Board be injurious to the reputation, interests or activities of the Company;
 - 12.1.4. has Membership fees in arrears for at least 3 months;
 - 12.1.5. is or has been convicted of an indictable offence;
 - 12.1.6. violates any of the Company's policies and procedures that apply to the Member;
 - 12.1.7. causes harm or threatens to cause harm to a Board Member, another Member or employee of the Company;
 - 12.1.8. makes false representations to the Company;
 - 12.1.9. makes false representations about the Company, a Board Member, another Member, an employee of the Company or any of the Company's suppliers, contractors or agents;
 - 12.1.10. steals from the Company; or
 - 12.1.11. destroys property belonging to the Company; the Board may resolve to:
 - 12.1.12. suspend the Member's membership for a period of time and may require:
 - 12.1.13. certain conditions are imposed during the period of suspension; and
 - 12.1.14. certain conditions are met for the suspension to be lifted; or
 - 12.1.15. expel the Member from the Company.

Suspension

- 12.2. If the Board resolves to suspend a Member, the Secretary must promptly give written notice of the suspension to the Member.
- 12.3. A Member suspended by the Board may appeal his or her suspension by giving notice to the Secretary within 28 days of the issue of the notice of suspension.
- 12.4. If the secretary receives a notice of intention to appeal, the secretary must, within 1 month after receiving the notice, call an extraordinary general meeting to decide the appeal.
- 12.5. The extraordinary general meeting to decide an appeal must be held within 3 months after the secretary receives the notice of intention to appeal.
- 12.6. At an extraordinary general meeting of the Members held to discuss the matter, after the Member gives notice under **rule 12.3**:
 - 12.6.1. the Member appealing his or her suspension will be given an opportunity at the general meeting to present the Member's case fully, either in person or through another Member nominated for the purpose and a representative of the Board may present the Board's case in response; and
 - 12.6.2. the Members at the extraordinary general meeting will vote to either:

- 12.6.2.1. lift the suspension;
 - 12.6.2.2. affirm the suspension;
 - 12.6.2.3. terminate the Member's Membership; and the decision of the Members at that extraordinary general meeting is final.
- 12.7. A Member will remain suspended until the earlier of:
- 12.7.1. the date the Members resolve to lift the suspension or terminate the Members Membership under **rule 12.6**
 - 12.7.2. if a period of suspension is imposed with no conditions, the date the period of suspension lapses;
 - 12.7.3. if conditions must be satisfied to lift the suspension, the date that the conditions are satisfied; or
 - 12.7.4. when the Member ceases to be a Member pursuant to **rule 12.1**.
- 12.8. Any Member suspended in accordance with this **rule 12**, during suspension is not permitted to:
- 12.8.1. vote at any general meeting;
 - 12.8.2. nominate to serve as a Director of the Board; or
 - 12.8.3. unless working as a volunteer of the Company:
 - (i) use the Company's premises;
 - (ii) use any of the Company's property; or
 - (iii) participate in any of the activities of the Company.

Expulsion

- 12.9. If the Board proposed to expel a Member the Secretary must promptly give written notice of the proposed expulsion to the Member.
- 12.10. The Board must allow the Member to have a full and fair opportunity to present evidence in defence of the proposed expulsion and the Board must consider the evidence presented before resolving to expel the Member and cancel the Member's Membership.
- 12.11. If the Board resolves to expel a Member, the Secretary must promptly give notice of the expulsion to the Member.
- 12.12. Any Member who is expelled by the Board under **rule 12.9** may appeal his or her expulsion by giving notice to the Secretary within 28 days of the issue of notice that the Board has resolved to expel the Member.
- 12.13. If The secretary receives a notice of intention to appeal, the secretary must, within 1 month after receiving the notice, call an extraordinary general meeting to decide the appeal.
- 12.14. The extraordinary general meeting to decide an appeal must be held within 3 months after the secretary receives the notice of intention to appeal.
- 12.15. At an extraordinary general meeting of the Members held to discuss the matter, after the Member has given notice under **rule 12.12**:
- 12.15.1. the Member will be given an opportunity at the extraordinary general meeting to present the person's case fully, either in person or through a Member nominated for the purpose and a representative of the Board may present the Board's case in response; and
 - 12.15.2. the Members at the extraordinary general meeting will vote to confirm or reject the decision of the Board to expel the Member and the decision of the Members at that extraordinary general meeting is final.

12.16. The directors cannot fine a member.

13. Ceasing to be a Member

- 13.1. A Member's Membership of the Company will cease:
- 13.1.1. if the Member gives the Secretary written notice of resignation, from the date of receipt of that notice by the Secretary;
 - 13.1.2. where the Members have resolved to terminate a Member's Membership under **rule 12.6.2.3** or **12.11**, on the date of the resolution;
 - 13.1.3. if a suspended Member does not satisfy the conditions of suspension within the required timeframe, on the expiry of that timeframe;
 - 13.1.4. if a Member is expelled, on the earlier of:
 - 13.1.4.1. the date that the Members pass the resolution to expel the Member; or
 - 13.1.4.2. the expiry of the appeal period under **rule 12.12**;
 - 13.1.5. where the Member is an individual, if the Member:
 - 13.1.5.1. dies, on the date of their death; or
 - 13.1.5.2. becomes mentally incapacitated or whose person or estate is liable to be dealt with in any way under the laws relating to mental health, on the date that the person becomes incapacitated.
 - 13.1.6. where the Member is not an individual, if:
 - 13.1.6.1. a liquidator is appointed in connection with the winding up of the Member, the date of appointment of the liquidator;
 - 13.1.6.2. the Member is deregistered, on that date; or
 - 13.1.6.3. an order is made by a Court for the winding up or deregistration of the Member, on the date of the Court order.
- 13.2. Any Member ceasing to be a Member:
- 13.2.1. will remain liable for and will pay to the Company all moneys which were due at the date of ceasing to be a Member; and
 - 13.2.2. unless working as a volunteer of the Company, is not permitted to:
 - 13.2.2.1. use the Company's premises;
 - 13.2.2.2. use any of the Company's property; or
 - 13.2.2.3. participate in any of the activities of the Company.

14. Dispute resolution

- 14.1. The dispute resolution procedure in this rule applies to disputes (disagreements) under this constitution between a member or director and:
- (a) one or more members
 - (b) one or more directors, or
 - (c) the company.
- 14.2. A member must not start a dispute resolution procedure in relation to a matter which is the subject of a disciplinary procedure until the disciplinary procedure is completed.
- 14.3. Those involved in the dispute must try to resolve it between themselves within 14 days of knowing about it.

- 14.4. If those involved in the dispute do not resolve it under rule 14.3, they must within 10 days:
- (a) tell the directors about the dispute in writing
 - (b) agree or request that a mediator be appointed, and
 - (c) attempt in good faith to settle the dispute by mediation.
- 14.5. The mediator must:
- (a) be chosen by agreement of those involved, or
 - (b) where those involved do not agree:
 - i. for disputes between members, a person chosen by the directors, or
 - ii. for other disputes, a person chosen by either the Commissioner of the Australian Charities and Not-for-profits Commission or the president of the law institute or society in the state or territory in which the company has its registered office.
- 14.6. A mediator chosen by the directors under rule 14.5(b)(i):
- (a) may be a member or former member of the company
 - (b) Must not have a personal interest in the dispute, and
 - (c) must not be biased towards or against anyone involved in the dispute.
- 14.7. When conducting the mediation, the mediator must:
- (a) allow those involved a reasonable chance to be heard
 - (b) allow those involved a reasonable chance to review any written statements
 - (c) ensure that those involved are given natural justice, and
 - (d) not make a decision on the dispute.

15. Membership Fee

- 15.1. The Membership fee payable by each Member or each category of Member and the method of payment shall be such amount as determined by resolution of the board and ratified at the Annual General Meeting. Life Members are not liable to pay any Membership fee.
- 15.2. The Membership fee period will commence on 1 July of each year, and the Membership fee will be due within 30 days of this date. Those Members joining after March in any year will pay the annual subscription and will be a registered Member for a period from March (or later) in that year, until June 30th in the following year, after which their Membership will follow the usual Membership period)
- 15.3. The Board may determine that any Member admitted to Membership after 1 July in any year will pay for the ensuing year only a proportion of the Membership fee that corresponds to the proportion of the year then remaining.
- 15.4. If a Member does not pay an annual Membership fee within 30 days after it becomes due the Board:
- 15.4.1. will give the Member notice of that fact; and

15.4.2. If the annual Membership fee remains unpaid 60 days from the date of that notice, may suspend or terminate that Member's Membership in accordance with **rule 13**.

15.5. A Member who is liable to pay any Membership fee which has become due and payable does not have a right to vote or speak on any motion at a meeting of the Company.

16. PROXIES AND ATTORNEYS

16.1. Member's attorney

16.2. If a Member executes or proposes to execute any document or do any act by or through an attorney that affects the Company or the Member's Membership in the Company, that Member must deliver the instrument appointing the attorney to the Company for notation.

16.3. If the Company asks the Member to file with it a certified copy of the instrument for the Company to retain, the Member will promptly comply with that request.

16.4. The Company may ask for whatever evidence it thinks appropriate that the power of attorney is effective and continues to be in force.

16.5. An instrument appointing an attorney is valid until the earlier of the expiry of the instrument or the receipt, in writing, of notification to the Secretary of the cessation of the attorney's appointment.

17. Appointment of proxies

17.1. Member may appoint a proxy to attend and act for the Member at a general meeting. An appointment of a proxy must be made by written notice to the Company:

- (a) that complies with **rule 18**; or
- (b) in any other form and mode that is signed or otherwise authenticated by the Member in a manner satisfactory to the Board.

17.2. A proxy must be a Member of the company.

17.3. No member can hold any more than 2 proxies at any meeting of the company.

18. Form of proxy

18.1. The appointment of a proxy must include:

- (a) the Member's name and address;
- (b) the corporate member's name;
- (c) the proxy's name or the name of the office held by the proxy;
- (d) the meetings at which the appointment may be used.

18.2. The Board may determine that an appointment of proxy is valid even if it only contains some of the information prescribed in **rule 18.1**.

18.3. A proxy may be appointed for all general meetings or for any number of general meetings or for a particular purpose.

18.4. A proxy's appointment is valid at an adjourned general meeting.

18.5. Unless otherwise provided for in the proxy's appointment or in any instrument appointing an attorney, the appointment of the proxy or the attorney will be taken to confer authority:

- (a) to vote on:
 - i any amendment moved to the proposed resolutions and on any motion that the proposed resolution not be put or any similar motion; and

- ii any procedural motion, including any motion to elect the Chairperson, to vacate the Chair or to adjourn the general meeting, even though the appointment may specify the way the proxy or attorney is to vote on a particular resolution; and
 - (b) to vote on all motions before the general meeting.
- 18.6. If a proxy appointment is signed by the Member but does not name the proxy or proxies in whose favour it is given, the Chairperson may either cast as proxy or complete the appointment by inserting the name or names of one or more Board Members or the Secretary.
- 18.7. An appointment does not have to be witnessed.

19. Lodgement of proxy

- 19.1. The written appointment of a proxy or attorney must be received by the Company, at least 48 hours (unless otherwise specified in the notice of meeting to which the proxy relates) before
- (a) the time for holding the general meeting or adjourned general meeting at which the proxy or attorney proposes to vote; or
 - (b) the taking of a poll at which the proxy or attorney proposes to vote.
- 19.2. The Company receives an appointment of a proxy or a power of attorney when it is received at:
- (a) the Company's registered office;
 - (b) a facsimile number at the Company's registered office; or
 - (c) a place, facsimile number or electronic address specified for that purpose in the notice of meeting.

20. Validity

- 20.1. A vote cast in accordance with an appointment of proxy or power of attorney is valid even if before the vote was cast the appointer:
- (a) died;
 - (b) became mentally incapacitated; or
 - (c) revoked the proxy or power; and
 - (d) unless any written notification of the death, mental incapacitation or revocation was received by the Company before the relevant general meeting or adjourned general meeting.

21. Position of proxy or attorney if Member present

- 22.1 The appointment of a proxy or attorney is not revoked by the Member attending and taking part in the general meeting, but if the Member votes on a resolution, the proxy or attorney is not entitled to vote, and must not vote, as the Member's proxy or attorney on the resolution.

22. More than one current proxy appointments

- 23.1 An appointment of proxy by a Member is revoked or, in the case of a standing appointment, suspended for that particular meeting) if the Company receives a further appointment of proxy from that Member which would result in there being more than one proxy of that Member

entitled to act at a meeting. The appointment of proxy made first in time is the first to be treated as revoked or suspended by this rule.

MEETINGS OF MEMBERS

23. Types of meetings

- 23.1. All meetings of the Company are general meetings.
- 23.2. A general meeting is either an Annual General Meeting or an Extraordinary General Meeting.

24. Requirement for Annual General Meetings.

- 24.1. An Annual General Meeting must be called and held within 6 months after the end of each of the Company's reportable financial years.
- 24.2. The business of an Annual General Meeting may include any of the following, even if not referred to in the notice of the meeting:
 - i. receiving the Company's financial statement, and audit report, for the last reportable financial year;
 - ii. receiving the Auditor's report on the financial affairs of the Company for the last financial year;
 - iii. presenting the audited statement for adoption;
 - iv. electing Members of the Board;
 - v. appointment of an Auditor of the Company;
 - vi. The fixing of the annual subscription fee for the Next financial year; and
 - vii. general business.

25. Requirement for requested extraordinary general meetings

- 25.1. An extraordinary general meeting:
 - i. may be convened at any time by the Board; or
 - ii. must be convened by the Board when requested by notice signed and presented to the secretary by at least 5 current financial Members. The request must state:
 - 1. the purpose of the meeting; and
 - 2. the business to be conducted at the meeting.
- 25.2. An extraordinary general meeting must be called, within 28 days after the notice under **rule 25.1**.

26. Notice of general meetings

- 26.1. Subject to rule 27.1, at least 21 days' written notice of a general meeting must be given individually to each Member (whether or not the Member is entitled to vote at the meeting).
- 26.2. The notice calling a general meeting:
 - (a) must specify 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**;

- (b) must state the general nature of the business to be transacted at the meeting; and
- (c) may specify a place, facsimile number and electronic address for the purposes of proxy appointment.

27. Short notice

27.1. Subject to **rule 26.2**:

- (a) if the Company has elected to convene a general meeting as the Annual General Meeting, if all the Members entitled to attend and vote agree; or
- (b) otherwise, if Members who together have power to cast at least 95% of the votes that may be cast at the meeting agree, a resolution may be proposed and passed at a meeting of which less than 21 days' notice has been given.

27.2. The Company cannot convene a general meeting on short notice at which a resolution will be moved to:

- (a) remove a Board Member;
- (b) appoint a Board Member in place of a Board Member; or
- (c) remove the Auditor.

28. Postponement or cancellation

28.1. The Board may:

- (a) postpone a general meeting;
- (b) cancel a general meeting; or
- (c) change the place for a general meeting, by written notice given individually to each person entitled to be given notice of the meeting.

28.2. However, any general meeting called by a requisition of Members may only be cancelled or postponed with the consent of the majority of the requisitioning Members.

28.3. If a general meeting is postponed or adjourned for one month or more, the Company must give new notice of the resumed meeting.

29. Technology

29.1. The Company may hold a general meeting at two or more venues using any technology that give the Members as a whole a reasonable opportunity to participate.

30. Accidental omission

30.1. The accidental omission to give notice to, or the non-receipt of notice by, any of those entitled to it does not invalidate any resolution passed at a general meeting.

PROCEEDINGS AT MEETINGS OF MEMBERS

31. Member present at meeting

32.1 If a Member has appointed a proxy or attorney to act at a general meeting, that Member is taken to be present at a meeting at which the proxy or attorney is present.

32. Quorum

- 32.1. The quorum for a general meeting is 15 Members eligible to vote (including proxies).
- 32.2. If a quorum is not present within 30 minutes of the time scheduled to start the general meeting;
- i. if the meeting was convened upon the requisition of Members, the meeting is dissolved; and
 - ii. in any other case:
 - (i) the meeting stands adjourned to such time, day (including the same day) and place as the Chairperson of the meeting decides and notifies to Members, or if no decision is notified before then, to the same time on the same day in the next week at the same place; and
 - (ii) if a quorum is not present at the adjourned meeting those Members present at the appointed time will form a quorum.

33. Chairing meetings of Members

- 33.1. The President (if present within 15 minutes after the time appointed for the holding of the meeting and willing to act) will be the Chair at each general meeting.
- 33.2. If at a general meeting:
- (a) there is no President;
 - (b) the President is not present within 15 minutes after the time appointed for the holding of a general meeting; or
 - (c) the President is present within that time but is not willing to Chair the meeting, the Vice-President may Chair all or part of the general meeting.
- 33.3. If the Vice-President is unwilling or unable to Chair all or part of the general meeting, and any other member of the board is unwilling or unable to chair, the Members present may, by majority vote, elect another person, present and willing, to Chair for all or part of that meeting.

34. Attendance at general meetings

- 34.1. Every Member has the right to attend and speak at all general meetings.
- 34.2. Every Member of the Board has the right to attend and speak at all general meetings.
- 34.3. The Auditor has the right to attend any general meeting and to speak on any part of the business of the meeting which concerns the Auditor in the capacity of Auditor.

35. Adjournment

- 35.1. Subject to **rule 32**, the Chairperson of a general meeting at which a quorum is present:
- (a) may; and
 - (b) must, if directed by ordinary resolution of the meeting, adjourn it to another time and place.
- 35.2. At any adjourned meeting the only business that may be dealt with is business left unfinished at the meeting from which the adjournment took place.
- 35.3. Notice of an adjourned general meeting must only be given in accordance with **rule 26** if a general meeting has been adjourned for more than 21 days.

36. Decisions at general meetings

- 36.1. Matters are resolved as either a general resolution or a special resolution.
- 36.2. A 'special resolution' is carried if at least 75% of the votes cast by Members entitled to vote on a special resolution are in favour of the resolution.
- 36.3. All other matters are determined by a general resolution in accordance with the procedures set out in this **rule 36**.
- 36.4. A general resolution is carried if a majority of the votes cast on the resolution are in favour of the resolution.
- 36.5. If the votes are equal on a proposed resolution, the Chairperson of the meeting may have a casting vote, in addition to any deliberative vote.
- 36.6. resolution put to the vote at a general meeting must be decided by a show of hands unless a poll is demanded:
- (a) before the show of hands is taken;
 - (b) before the result of the show of hands is declared; or
 - (c) immediately after the result of the show of hands is declared.
- 36.7. A poll may be demanded on any resolution (except a resolution concerning the election of the Chairperson of a meeting) by:
- (a) at least 3 of the Members present in person or by proxy entitled to vote on the resolution; or
 - (b) the Chairperson of the meeting.
- 36.8. The demand for a poll does not affect the continuation of the meeting for the transaction of other business and may be withdrawn with the Chairperson's consent.
- 36.9. Unless a poll is duly demanded, a declaration by the Chairperson of a general meeting that a resolution has on a show of hands been carried or carried unanimously, or carried by a particular majority, or lost, and an entry to that effect in the book containing the minutes of the proceedings of the Company, is conclusive evidence of the fact without proof of the number or proportion of the votes recorded for or against the resolution.
- 36.10. The Board Members may determine that at any general meeting, a Member who is entitled to attend that meeting is entitled to a direct vote. A 'direct vote' includes a vote delivered to the Company by post, fax or other electronic means approved by the Board. The Board may specify the form, method and timing of giving a direct vote at a meeting in order for the vote to be valid.

37. When and how polls must be taken

- 37.1. A poll will be taken when and in the manner that the Chairperson directs.
- 37.2. The result of the poll will be the resolution of the meeting at which the poll was demanded.
- 37.3. The Chairperson may determine any dispute about the admission or rejection of a vote.
- 37.4. The Chairperson's determination, if made in good faith, will be final and conclusive.
- 37.5. A poll demanded on the election of the Chairperson or the adjournment of a general meeting must be taken immediately.
- 37.6. After a poll has been demanded at a general meeting, the general meeting may continue for the transaction of business other than the question on which the poll was demanded.
- 37.7. If there is an equality of votes on the poll the Chairperson shall, at their discretion, have the casting vote in addition to their deliberative vote.

VOTES OF MEMBERS

38. Means of voting

- 38.1. Votes by Members at a general meeting may be given:
- (a) personally at the meeting;
 - (b) by proxy or attorney at the meeting; or
 - (c) by a valid notice of their voting intention (Direct Voting).
 - (d) Before a vote is taken, the chairperson must state whether any proxy votes have been received and, if so, how the proxy votes will be cast.
 - (e) Provision shall be made to allow voters with a print disability to record their vote in an accessible format.

39. One vote

- 39.1. Subject to these rules and any rights or restrictions attached to a category of Membership each Member has one vote taken in accordance with one of the methods in **rule 38**.
- 39.2. If a Member casts a direct vote on a particular resolution they are taken to have revoked the authority of a previously authorised proxy to vote on their behalf on that resolution.

40. Voting restrictions

- 40.1. A person does not have the right to exercise a vote on a motion, or for choosing a Member of the Board, if the Member:
- (a) has a liability to pay any Membership fee which has become due and payable by that Member to the Company; or
 - (b) has given notice of its intention to resign pursuant to **rule 13.1(a)**; or
 - (c) ceased to be a Member pursuant to **rule 13**; or
 - (d) has been expelled or suspended pursuant to **rule 15.5**

41. Decision on right to vote

- 41.1. A Member or Board Member may challenge a person's right to vote at a general meeting. A challenge may only be made at the meeting. A challenge, or any other doubt as to the validity of a vote, must be decided by the Chairperson, whose decision is final.

BOARD

42. Composition of Board

- 42.1. The Board must consist of—
- (a) the President;
 - (b) the Vice-President;
 - (c) the Secretary;
 - (d) the Treasurer; and
 - (e) not more than three (3) ordinary Board Members.
- 42.2. The President and the Treasurer must not be from the same family.

43. Change to number of committee.

- 43.1. The Association may, from time to time, by ordinary resolution passed at an Annual General Meeting, increase or reduce the number of office bearers or members of the Committee.

44. Eligibility

- 44.1. A person is eligible to be a Board Member if the person is:
- (a) an Ordinary Member;
 - (b) a Corporate Member; or
 - (c) a Life Member.
- 44.2. Where reasonably practicable, at least two Members must have a print disability.

45. Corporate Member on Board.

- 45.1. Subject to the approval of a majority of members present and voting at an Annual General Meeting and subject to such terms and conditions as may be imposed by such meeting any charitable organisation or body corporate shall qualify as an organisation entitled to nominate a member of the Committee who shall be a member as of right and shall not be liable to election during membership of the Committee provided always that the right to nominate a member of the Committee may be withdrawn by the vote of the majority of members present and voting at any Annual General Meeting or extraordinary meeting of the Association. Notwithstanding anything contained in this rule, no person who shall be a member of the Committee by virtue of this Paragraph shall be an office bearer of the Association. Notwithstanding anything contained in this rule, the number of persons who may be members of the Committee by virtue of this Paragraph shall not exceed one-third the numbers of elected members of the Committee.

46. Appointment by the Board – temporary appointments

- 46.1. Subject to:
- (a) this Constitution;
 - (b) the number of Board Members for the time being fixed under **rule 42** not being exceeded; and
 - (c) the qualifications on Board Members set out in **rule 42** not being contravened, the Board may appoint a person to be a Board Member at any time to fill a vacancy, except during a general meeting. Any Board Member so appointed automatically retires at the next AGM and is eligible for election by a general meeting.
- 46.2. If a vacancy occurs, the board must notify all members within 14 days of the vacancy, and fill the vacancy at the next meeting of the board. If the board cannot fill the vacancy at its next meeting, the board must call for nominations from the membership and fill the vacancy at the following board meeting. If a vacancy happens in the office of secretary, the members of the board must ensure a secretary is appointed or elected for the company within 1 month after the vacancy happens.

47. Election of Board Members

Nomination

- 47.1. A person is not eligible for election as a Board Member at a general meeting unless the person, or a Member who intends to propose the person, has left a written notice signed by the person at the Company's registered office :
- (a) giving the person's consent to the nomination; and
 - (b) stating either that the person is a candidate for the office of Board Member or that the Member intends to propose the person for election.
- 47.2. A notice given in accordance with rule 48.1 must be left at the Company's registered office at least 2 months before the relevant general meeting.
- 47.3. A written notice referring to all Board Member vacancies and each candidate for election, must be sent to all Members at least 21 days before every general meeting at which an election of a Board Member will take place, and shall be posted in a conspicuous place in the registered office of the Company for at least 21 days before the AGM.
- 47.4. One position. A Member of the Company who may be nominated for election may not hold more than one position on the Board.
- 47.5. Election. The Board Members will be elected from the list of nominees by ordinary resolution.
- 47.6. Each of the directors must be appointed by a separate resolution, unless:
- (a) the members present have first passed a resolution that the appointments may be voted on together, and
 - (b) no votes were cast against that resolution.
- 47.7. If less than the required number of candidates are nominated for the vacant positions on the Board the Chairperson shall call for verbal nominations for candidates at the AGM to fill the remaining vacancies and an election of those vacancies shall be held by secret ballot, and if any vacancy exists in any position after the AGM the Board may fill that vacancy up until the next AGM
- 47.8. First past the post. Where an election is necessary pursuant to **rules 47.5 and 47.6**, the election shall be decided by the first past the post system and where there is an equality of votes between the leading candidates, the returning officer shall decide the ballot by drawing lots.
- 48.1 Election at AGM
- (a) Seven (7) Members shall be elected every year to the Board, and the Board members shall hold office from the conclusion of the AGM at which they are elected until the conclusion of the AGM in the year following their election. .
 - (b) All retiring Board Members shall be eligible for re-election subject to **definition 5.1 (k)** (maximum number of terms served). Currently that is nine (9) consecutive years.
 - (c) A director who has held office for a continuous period of nine years or more may only be re-appointed or re-elected by a special resolution at an annual general meeting.

48. RETURNING OFFICER

- 48.1. The Board shall appoint a Returning Officer at least three (3) months prior to each AGM, who shall not be a Member of the Company.

49. DUTIES AND POWERS OF OFFICERS/HOLDERS

- 49.1. **Office bearers.** The office bearers of the Company shall be the President, Vice-President, Secretary and Treasurer.
- 49.2. **President.** The President shall, in addition to their duties, powers and functions specified elsewhere in the Constitution:
- (a) exercise general supervision over all of the affairs of the Company including the enforcement of the Constitution and any regulations or by-laws of the Company;
 - (b) with the approval of the Board speak on behalf of the Company in matters requiring public comment;
 - (c) report to every general meeting on the operation of the Company;
 - (d) assume the role and functions of any vacant positions on the Board until such vacancy is filled in accordance with the provisions of the Constitution, provided that they shall not be entitled to vote on the Board in respect of their temporary position as the holder of that position; and
 - (e) preside at all general meetings and Board meetings and conduct such meetings in accordance with the Constitution.
- 49.3. **Vice-President.** The Vice-President shall, in addition to their duties, powers and functions specified elsewhere in the Constitution, assist the President of the Company and, in the absence of the President, officiate in their stead.
- 49.4. **Secretary.** The Secretary shall, in addition to the duties, powers and functions specified elsewhere in the Constitution:
- (a) keep full and correct minutes of all resolutions and proceedings of every general meeting and of all Board meetings together with a record of the names of the Members present at all such meetings, and present such minutes at the next general meeting or Board meeting as the case may be, for confirmation by that meeting;
 - (b) keep and make continually available for inspection or provide copies to any Member of the Company upon request:
 - i. a register of all Company Members, and in respect of each Member, detailing the Member's name, address, date of payment of annual subscription and the date of suspension, expulsion or resignation (if any);
 - ii. a register of the Company's officers and in respect of each officer detailing the officer's name and address, and
 - iii. a current copy of the Constitution;
 - (c) receive and dispatch all correspondence;
 - (d) call meetings in accordance the Constitution;
 - (e) keep a record of the results of votes and polls; and
 - (f) keep in their possession and in safe custody the Common Seal of the Company and all other records, books, documents and securities of the Company other than those required to be kept and maintained by the Treasurer in accordance with **rule 50.5**.

49.5. **Treasurer.** The Treasurer shall, in addition to their duties, powers, and functions specified elsewhere in the Constitution:

- (a) supervise the finances of the Company;
- (b) keep correct accounts and books of accounts showing the financial affairs of the Company and otherwise comply on behalf of the Company with sections 25 and 26 of the Act;
- (c) present at each AGM a statement of accounts, including receipts and expenditure, of the financial position of the Company for the financial year which has just been completed; and
- (d) have custody of all securities, books and documents of a financial nature and accounting records of the Company.

49.6. The Board shall develop and keep under review a Position Description for each board member position, which will include duties and responsibilities of the position, and the document from ASIC setting out responsibilities of directors.

49.7. The Directors cannot remove a Director or Auditor. Directors and Auditors may only be removed by a Members' resolution at an extraordinary general meeting.

50. Retirement

50.1. A Board Member must retire from office at the conclusion of the next AGM after the Board Member was elected.

50.2. A retiring Board Member will be eligible for re-election.

50.3. A Board Member appointed to replace one removed from office under rule 51 must retire at the next AGM, if not removed prior and is then eligible for re-election.

51. Cessation of Board Member's appointment

51.1. A person automatically ceases to be a Board Member if the person:

- (a) becomes ineligible to hold the position; or
- (b) is liable to have a person appointed, under a law relating to the administration of estates of persons who through mental or physical incapacity are incapable of managing their affairs, to administer it, or becomes in the opinion of the Board Members incapable of performing his or her duties;
- (c) resigns by written notice given to the Secretary; or
- (d) is removed by a resolution of the Company;
- (e) is not present personally or by proxy at 3 consecutive meetings of the Board without the Board's leave; or
- (f) is directly or indirectly interested in any contract or proposed contract with the Company and fails to declare the nature of the interest as required by these rules.

51.2. Or is:

- (a) convicted of an offence under the *Company Incorporation Act 1981* (Qld); or
- (b) convicted of an indictable offence or an offence punishable on summary conviction for which the person is sentenced to imprisonment, other than in default of payment of a fine; or

- (c) has been convicted on indictment or summarily and sentenced to imprisonment, other than in default of payment of a fine, and the rehabilitation period in relation to the conviction has not expired; or
- (d) becomes bankrupt or compounds with creditors or otherwise takes advantage of the laws in force for the time being relating to bankruptcy; or

52. Removal from office

- 52.1. A Board Member's position becomes vacant if the person is removed from office by ordinary resolution of the Members of the Company.
- 52.2. The Company may, at the general meeting where the resolution is passed to remove the Board Member, appoint a person who is eligible to be a Board Member to fill the vacancy.
- 52.3. It is not necessary for the Company to conduct an election to make an appointment under **rule 52**

53. Too few Board Members

- 53.1. If the number of Board Members is reduced below the minimum required by **rule 42**, the continuing Board Members may act as the Board only:
 - (a) to appoint Board Members up to that minimum number;
 - (b) to convene a general meeting of the Company; or
 - (c) in an emergency

BOARD MEETINGS

54. Convening Board meetings

- 54.1. A Board meeting may be convened by:
 - a. the Secretary, or if the secretary is unable or unwilling, by any board member.

55. Frequency of meetings of the Board

- 55.1. Meetings of the Board may be held as often as necessary for properly conducting the business and operations of the Company, but must be held at least once in every 2 calendar months.

56. Notice of Board meetings

- 56.1. The convenor of each Board meeting:
 - (a) must give reasonable notice of the meeting and, if it is adjourned, of its resumption)
 - (b) individually to each Board Member who is in Australia; and
 - (c) may give that notice in writing.
 - (d) but failure to give notice to, or non-receipt of a notice by a Board Member does not result in a Board meeting being invalid).

57. Use of technology

- 57.1. A Board meeting may be held using any means of audio or audio-visual communication by which each Board Member participating can hear and be heard by each other Board Member participating or in any other way consent to by all Board Members.
- 57.2. A Board meeting held solely or partly by technology is treated as held at the place at which the greatest number of the Board Members present at the meeting is located or, if an equal number of Board Members is located in each of two or more places, at the place where the Chairperson of the meeting is located.

58. Chairing Board meetings

- 58.1. The President must Chair all meetings of the Board when the President is present.
- 58.2. If the President is absent from a meeting, the vice-President, with the vice-President's agreement, must Chair the meeting.
- 58.3. If the President and vice-President are absent from a meeting, the other Board Members may choose one of their number to Chair the meeting.

59. Quorum at Board meetings

- 59.1. At a meeting of the Board, a quorum is greater than half the number of Board Members elected in accordance with **rule 42**. A quorum must be present for the whole meeting.

60. Procedural rules

- 60.1. The Board may adjourn and, subject to these rules, otherwise regulate its meetings as it decides.
- 60.2. The Board may invite to attend any meeting of the Board any person who may be of assistance to the Board by giving it professional, technical or skilled advice.
- 60.3. Where possible, all persons with a print disability on the Board are entitled to have a sighted person of their choice at the Board meetings. That person does not have a right to vote or address the Board generally.
- 60.4. The company shall provide all people with a print disability documents available to them in their preferred accessible format on request.
- 60.5. Provision shall be made to allow voters with a print disability to record their vote in an accessible format.

61. Voting at Board meetings

- 61.1. A motion is decided by a majority of votes of the Members present (in person or by proxy) and entitled to vote on the motion.
- 61.2. In the case of an equal number of votes, the Chairperson of the meeting may have a casting vote, in addition to any deliberative vote.
- 61.3. Each Board Member present and entitled to vote on a motion to be decided has one vote on the motion.

62. Written resolutions

- 62.1. If all the Board Members entitled to receive notice of a Board meeting and to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document, a Board resolution in those terms is passed at the time when the last Board Members signs.
- 62.2. For the purpose of **rule 62**

- i. two or more separate documents in identical terms, each of which is signed by one or more Board Members, are treated as one document;
- ii. a facsimile or electronic message containing the text of the document expressed to have been signed by a Board Member that is sent to the Company is a document signed by that Board Member at the time of its receipt by the Company.

63. Valid proceedings

- 63.1. Each resolution passed or thing done by, or with the participation of, a person acting as a Board Member or Member of a sub-committee is valid even if it is later discovered that:
- (a) there was a defect in the appointment of the person; or
 - (b) the person was disqualified from continuing in office, voting on the resolution or doing the thing.

BOARD MEMBER PROXY

64. Appointment of proxies

- 64.1. A Board Member may appoint a proxy to attend and act for the Board Member at a Board meeting. An appointment of proxy must be made by written notice to the Secretary:
- i. that complies with **rule 62**; or
 - ii. in any other form and mode that is, and is signed or otherwise authenticated by the Board Member in a manner, satisfactory to the Board.
- 64.2. A proxy must be a board member.

65. Form of proxy

- 65.1.
- a) proxy under this part—
 - i. the Board Member's name and address;
 - ii. the Company's name;
 - iii. the proxy's name or the name of the office held by the proxy;
 - iv. the meeting at which the appointment may be used.
 - (b) The Board may determine that an appointment of proxy is valid even if it only contains some of the information prescribed in **rule 65.1**.
 - (c) A proxy's appointment is valid at an adjourned Board meeting.
- 65.2. Unless otherwise provided for in the proxy's appointment, the appointment of the proxy will be taken to confer authority:
- (i) to vote on any amendment moved to the proposed resolutions and on any motion that the proposed resolution not be put or any similar motion; and
 - (ii) any procedural motion, including any motion to elect the Chairperson, to vacate the Chair or to adjourn the Board meeting, even though the appointment may specify the way the proxy is to vote on a particular resolution; and
 - (iii) to vote on all motions before the Board meeting.

65.3. If a proxy appointment is signed by the Board Member but does not name the proxy in whose favour it is given, the Chairperson may either cast as proxy or complete the appointment by inserting the name or names of one or more Board Members or the Secretary

65.4. An appointment does not have to be witnessed.

66. Lodgement of proxy

66.1. The written appointment of a proxy must be received by the Secretary, at least 48 hours (unless otherwise specified in the notice of meeting to which the proxy relates) before:

- (a) the time for holding the Board meeting or adjourned Board meeting at which the proxy proposes to vote; or
- (b) The taking of a poll at which the proxy proposes to vote.

66.2. The Secretary receives an appointment of a proxy when it is received at:

- (a) the Company's registered office;
- (b) a facsimile number at the Company's registered office; or
- (c) a place, facsimile number or electronic address specified for that purpose in the notice of meeting.

67. Validity

67.1. A vote cast in accordance with an appointment of proxy is valid even if before the vote was cast the appointer:

- (a) died;
- (b) became mentally incapacitated; or
- (c) revoked the proxy,
 - i. unless any written notification of the death, mental incapacitation or revocation was received by the Company before the relevant Board meeting or adjourned Board meeting; and
- (d) a proxy must not be exercised at a meeting of the Board if the Member who gave the proxy is personally present at the meeting.

POWERS OF THE BOARD

68. Powers of the Board

- 68.1. (a) Except as otherwise required by any applicable law or these rules, the Board:
- i. has power to manage the business of the Company; and
 - ii. may exercise every right, power or capacity of the Company except those which must be exercised by the Company in general meeting and/or by the Members.
- (b) Without limiting the generality of **rule 68.1(a)**, the Board may exercise all the powers of the Company to:
- i. loan;
 - ii. borrow money;

- iii. raise funds;
 - iv. charge any property or business of the Company;
 - v. issue debentures or give any other security for a debt, liability or obligation of the Company or of any other person; and
 - vi. guarantee or become liable for the payment of money or the performance of any obligation by or of any other person.
- (c) Power of the Board can be exercised only:
- i. by resolution passed at a meeting of the Board or otherwise in accordance with **rule 62**; or
 - ii. in accordance with a delegation of the power under **rule 69**.

DELEGATION OF BOARD POWERS

69. Power to delegate

- 69.1. Unless these rules provide otherwise, the Board may delegate any of their powers to:
- i. a sub-committee
 - ii. a Board Member;
 - iii. an employee of the Company; or
 - iv. any other person.
- 69.2. The delegation must be recorded in the Company's minute book.
- 69.3. The Board may revoke a delegation previously made whether or not the delegation is expressed to be for a specified period.
- 69.4. The Board may form any other sub-committees that the Board deems necessary.

70. Terms of delegation

- 70.1. A delegation of powers under **rule 69** may be made:
- i. for a specified period or without specifying a period; and
 - ii. on the terms (including power to further delegate) and subject to any restrictions the Board decides.
- 70.2. A document of delegation may contain the provisions for the protection and convenience of those who deal with the delegate that the Board thinks appropriate.

71. Proceedings of sub-committees

- 71.1. Subject to the terms on which a power of the Board is delegated to a sub-committee, the meetings and proceedings of sub-committees are, to the greatest extent practical, governed by these rules which regulate the meetings and proceedings of the Board.
- 71.2. A sub-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 event of an equality of votes, the Chairman shall have a second or casting vote.

72. Deemed limitations

72.1. The following limitations and requirements will be deemed imposed by the Board in any delegation of powers:

72.1.1. the delegate may only make decisions directly related to the matters which have been delegated.

72.1.2. Any decision of the subcommittee will be referred back to the board for ratification.

BOARD MEMBERS' DUTIES AND INTERESTS

73. Compliance with duties under any applicable law

Each Board Member must comply with his or her duties under any applicable law.

73.1. Duties of directors

Any duty, function or obligation which any Director is required to do or perform under the Constitution may be done by another Member or an employee, agent or contractor of the Company on behalf of and at the request and direction of the Director, but nothing contained in this **rule (73.1)** shall affect, derogate from or alter the Director's responsibility of ensuring that such duty, function or obligation is done or performed in a proper manner and in accordance with the Constitution.

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

- (a) to exercise their powers and discharge their duties with the degree of care and diligence that a reasonable individual would exercise if they were a director of the company
- (b) to act in good faith in the best interests of the company and to further the charitable purpose(s) of the company set out in **rule 2**
- (c) not to misuse their position as a director
- (d) not to misuse information they gain in their role as a director
- (e) to disclose any perceived or actual material conflicts of interest (section 76).
- (f) to ensure that the financial affairs of the company are managed responsibly, and
- (g) not to allow the company to operate while it is insolvent.

74. Board Member can hold other offices etc.

74.1. A Board Member may:

- (a) hold any office or place of profit or employment other than that of the Company's Auditor or any Board Member or employee of the Auditor;
- (b) be a Member of any organisation (including the Company) or partnership other than the Company's Auditor; or
- (c) be a creditor of any organisation (including the Company) or partnership; or
- (d) enter into any agreement with the Company.

75. Disclosure of interests

- 75.1. Each Board Member must comply with the general law in respect of disclosure of conflicts of interest and any applicable law in respect of disclosure of material personal interests.
- 75.2. The disclosure of a conflict of interest by a board member must be recorded in the minutes of the meeting.

76. Board Member interested in a matter

- 76.1. A Board Member who has a material personal interest in a matter that is being considered at a Board meeting must not:
- (a) be present while the matter is being considered at the meeting; or
 - (b) vote on the matter, unless the Board Member gives notice of the nature and extent of the interest and its relation to the affairs of the Company and the interest:
 - i arises because the Board Member is a Member of the Company; or
 - ii relates to a contract the Company is proposing to enter into that is subject to approval by the Members; or
 - iii arises merely because the Board Member is a guarantor or has given an indemnity or security for all or part of a loan (or proposed loan) to the Company.
- 76.2. Subject to **rule 76.1**:
- 76.2.1. a Board Member may be counted in a quorum at a Board meeting that considers, and may vote on, any matter in which that Board Member has an interest;
 - 76.2.2. the Company may proceed with any transaction that relates to the interest and the Board Member may participate in the execution of any relevant document by or on behalf of the Company;
 - 76.2.3. the Board Member may retain benefits under the transaction even though the Board Member has the interest; and
 - 76.2.4. the Company cannot avoid the transaction merely because of the existence of the interest.
- 76.3. If the interest is required to be disclosed, **sub-rule 76.2.3** applies only if it is disclosed before the transaction is entered into.

77. Proxy

- 77.1. A person who holds the proxy of a Board Member must disclose to the Board the proxy holder's direct or indirect interest in an issue being considered, or about to be considered, by the Board if the interest could conflict with the appropriate performance of the proxy holder's duties about the consideration of the issue.
- 77.2. A proxy holder required under **rule 77.1** to disclose an interest in an issue must not vote as the proxy on a motion involving the issue.
- 77.3. A person who holds the proxy of a Board Member must disclose to the Board the Member's direct or indirect interest in an issue being considered, or about to be considered, by the Board if the proxy holder is aware that the Member, if present, would be required under **rule 75** to disclose the interest.
- 77.4. A proxy holder required under **rule 75** to disclose an interest in an issue must not vote as the proxy on a motion involving the issue.

78. Agreements with third parties

- 78.1. The Company cannot avoid an agreement with a third party merely because a Board Member:
- (a) fails to make a disclosure of an interest; or
 - (b) is present at, or counted in the quorum for, a Board meeting that considers or votes on that agreement.

79. Obligation of secrecy

- 79.1. Every Board Member and Secretary must keep the transactions and affairs of the Company and the state of its financial reports confidential unless required to disclose them:
- (a) in the course of duties as an officer of the Company;
 - (b) by the Board or the Company in general meeting; or
 - (c) by law.
- 79.2. The Company may require a Board Member, Secretary, Auditor, trustee, sub-committee Member or other person engaged by it to sign a confidentiality undertaking consistent with this rule. A Board Member or Secretary must do so if required by the Company.

BOARD MEMBERS' REMUNERATION

80. Restrictions on payments to Board Members

No payment will be made to any Board Member of the Company other than payment:

- 80.1. reasonable expenses (including travelling and accommodation) incurred in carrying out duties as a Board Member where that amount does not exceed an amount previously approved by the Board;
- 80.2. reasonable remuneration for any services rendered to the Company by the Board Member in a professional or technical capacity, other than in the capacity as Board Member, where the provision of the service has the prior approval of the Board and where the amount payable is approved by the Board and is not more than an amount which commercially would be reasonable payment for the service;
- 80.3. reasonable remuneration for goods supplied by the Board Member to the Company in the ordinary course of business; and
- 80.4. reasonable rent for premises leased by the Board Member to the Company.

MINUTES

81. Minutes

- 81.1. The Board must cause minutes to be made of:
- 81.1.1. the names of the Board Members present at all Board meetings and meetings of sub-committees;
 - 81.1.2. all proceedings and resolutions of general meetings, Board meetings and meetings of sub-committees;
 - 81.1.3. all resolutions passed by Board in accordance with **rule 62** (*written resolutions*);
 - 81.1.4. all appointments of officers;

- 81.1.5. all orders made by the Board and sub-committees; and
- 81.1.6. all disclosures of interests made under **rule 75**.

81.2. Minutes must be signed by the Chairperson of the meeting or by the Chairperson of the next meeting of the relevant body.

81.3. The Company must keep all registers required by these rules and any applicable law.

82. Inspection of minute books

82.1. The Company must allow Members to inspect, and provide copies of, the minute books for the meetings of Members.

COMMON SEAL

83. Use of seals

83.1. The Board must ensure the Company has a common seal.

83.2. The Board must:

- (a) provide for the safe custody of the Seal;
- (b) ensure that the Seal is not used without the authority of the Board; and
- (c) ensure that every document to which the Seal is affixed must be signed by a Board Member and be countersigned by another Board Member, the Secretary or another person appointed by the Board to countersign the document.

83.3. For the purposes of clarity, a document which does not require the Seal to be affixed must also be signed by a Board Member and be countersigned by another Board Member, the Secretary or another person appointed by the Board to countersign the document.

84. Duplicate Seal

84.1. If the Company has a Seal, the Company may have one or more duplicate Seals of the Seal each of which:

- i must be a facsimile of the Seal with 'Duplicate Seal' on its face;
- ii Must not be used except with the authority of the Board.

85. Signatories for financial documents

85.1. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all forms for the withdrawal of money from the Organisation's accounts shall be signed, drawn, accepted, endorsed or otherwise executed by at least two signatories, at least one of whom shall be a Class A signatory.

85.2. Class A signatories shall be the directors, the company secretary and those senior staff members accredited by the Board.

85.3. Class B signatories shall be any other person, not disqualified from membership of the Board under **rule 15.5**, from time to time appointed by the Board to sign a particular document or class of documents.

86. CHANGE OF CONSTITUTION

86.1. Alteration, repeal, replacement.

- (a) The Constitution may be altered or repealed or a new Constitution may be made by a special resolution passed at any general meeting of the Company.

- (b) The Members must not pass a special resolution that amends this Constitution if passing it causes the Company to no longer be a charity.
 - (c) all relevant government authorities shall be advised in writing of all alterations to, or any repeal of the Constitution, or the terms of any new Constitution.
- 86.2. **Previous acts and appointments.** All previous acts and appointments legal and valid under the Constitution prior to its amendment or repeal, or under the former Constitution shall, subject to any later Constitution, remain valid and legal.
- 86.3. **Date of effect of alteration, repeal or amendment.** Any amendment, or repeal of the Constitution or any new Constitution will not come into effect until the day after the resolution is carried or upon such other day specified in the resolution.

FINANCIAL REPORTS AND AUDIT

87. Account

- 87.1. The funds of the Company must be kept in an account in the name of the Company in a financial institution decided by the Board.
- (a) All amounts received by the Company must be deposited in the account under **rule 87.1** as soon as practicable after receipt.
- 87.2. The Board may determine expenditure and delegate authority on conditions determined by them.

88. Company must keep financial records

- 88.1. The Board must cause the Company to keep written financial records that:
- i. correctly record and explain its transactions (including transactions undertaken as trustee) and financial position and performance;
 - ii. would enable true and fair financial statements to be prepared and audited; and
 - iii. must allow a Board Member and the Auditor to inspect those records at all reasonable times.

89. Financial reporting

- 89.1. The Board must ensure the Company, after the end date of each financial year:
- i. prepares a financial statement for its last reportable financial year; and
 - ii. The financial statement audited by an Auditor; and
 - iii. presents the financial statement and the signed report on the audit to the Company's AGM for adoption.

90. Auditors

- 90.1. Independent Auditors shall be appointed at each AGM to examine and audit the accounts, financial records and books, and receipts and expenditure of the Company for the financial year which ends prior to the following AGM and to furnish a report thereon at that AGM.

91. Financial Year

- 91.1. The financial year of the Company closes on 30 June in each year.

92. Conclusive reports

- 92.1. Audited financial reports laid before the Company in general meetings are conclusive except as regards errors notified to the Company within 14 days after the relevant general meeting. If the Company receives notice of an error within that period, it must immediately correct the report and the report as corrected is then conclusive.

93. Inspection of financial records and books

- 93.1. A Member may at any reasonable time and without charge inspect a copy of the Constitution, the books, documents, records and securities of the Company.

STATION MANAGER

94. Authority to make engagement

- 94.1. (a) The Board may engage a person as a Station Manager for a term and at remuneration and on conditions determined by them.

95. Form of engagement

- 95.1. (a) The engagement of a person as a Station Manager is void if the engagement does not comply with the requirements stated in **rule 95.1(b)**.
- (b) The engagement must:
- i. be in writing;
 - ii. state the term of the engagement, including when the term begins and when it ends;
 - iii. state the functions the Station Manager is required or authorised to carry out;
 - iv. state the basis for working out payment for the Station Manager's services; and
 - v. state the grounds on which the engagement may be terminated.
- (c) The Station Manager is not eligible to nominate or serve as a Director on the Board, however they may attend Board meetings as required by the Board.

96. WINDING UP

- 96.1. **Resolution.** The Company may be dissolved or wound up by a special resolution passed at a general meeting, which is carried by a vote of three-quarters majority of the financial Members at the meeting convened to consider the resolution.
- 96.2. If the Company is wound up, and there remains, after satisfaction of all its debts and liabilities, any surplus property, the surplus property must not be paid to or distributed among the Members but must be paid or given or transferred to some other entity having objects similar to the objects of the Company or replacement of the Company. The recipient entity(s) must also prohibit the distribution of their income and property among their Members to an extent at least as is imposed on the Company under or by virtue of this **rule 96.2**
- 96.3. If the Members do not make this decision, the Company may apply to the Supreme Court to make the decision.

97. INDEMNITY

- 97.1. Members bound by Constitution and decisions of Board.
- 97.1.1. The Constitution binds every Member and the Company to the same extent as if every Member and the Company had signed and sealed these rules and agreed to be bound by all its provisions.
- 97.1.2. Every Member shall be bound by the decisions of the Board, subject to the right of appeal pursuant **to rules 9.8 and 9.9.**
- 97.1.3. No Director of the Company shall be liable for the acts of any other Director, or for any loss or damage or expense suffered or incurred by the Company, unless the same is caused by their own wilful act or omission.
- 97.1.4. The company indemnifies each officer of the company out of the assets of the company, to the relevant extent, against all losses and liabilities (including costs, expenses and charges) incurred by that person as an officer of the company, except where such losses, costs and expenses are incurred by their own wilful act or omission.
- 97.1.5. In this rule, 'officer' means a director or secretary and includes a director or secretary after they have ceased to hold that office.
- 97.1.6. In this rule, 'to the relevant extent' means:
- (a) to the extent that the company is not precluded by law (including the Corporations Act) from doing so, and
- (b) for the amount that the officer is not otherwise entitled to be indemnified and is not actually indemnified by another person (including an insurer under an insurance policy).
- 97.1.7. The indemnity is a continuing obligation and is enforceable by an officer even though that person is no longer an officer of the company.
- 97.2. Insurance. To the extent that the law allows, the Company may pay for a contract insuring a person who is, or who has been, a Director of the Company against a liability incurred by that person in their capacity as a Director.

NOTICES

98. Notices

- 98.1. Service. Any notice to be served on a Member shall be given by the Organisation to a member in writing, and to members with a print disability in his/her preferred alternative format where practicable:
- i. by serving it on the person; or
- ii. by sending it by post, facsimile transmission or electronic notification to the person at the person's address shown in the Register or the address supplied by the person to the Company for sending notices to the person.
- 98.2. A notice sent by post is taken to be served:
- i. by properly addressing, prepaying and posting a letter containing the notice; and
- ii. 7 days after which it was posted.
- 98.3. A notice sent by facsimile transmission or electronic notification is taken to be served:
- i. by properly addressing the facsimile transmission or electronic notification and transmitting it; and
- ii. two (2) days after its despatch.

98.4. If a Member does not have an address recorded in the Register a notice will be taken to be served on that Member 7 days after it was posted on a notice board at the Company's registered office.

98.5. A certificate in writing signed by a Board Member, Secretary or other officer of the Company that a document or its envelope or wrapper was addressed and stamped and was posted is conclusive evidence of posting.

99. Persons entitled to notice

99.1. Notice of every general meeting must be given to:

- i. every Member;
- ii. every Board Member; and
- iii. the appointed Auditor.

99.2. No other person is entitled to receive notice of a general meeting.

100. Notices to "lost" Members

100.1. (a) If:

- i on two or more consecutive occasions a notice served on a Member in accordance with this rule is returned unclaimed or with an indication that the Member is not known at the address to which it was sent; or
- ii the Board believes on other reasonable grounds that a Member is not at the address shown in the Register or notified to the Company under **rule 11.5**.
- iii the Company may give effective notice to that Member by exhibiting the notice at the Company's registered office for at least 7 days.

(b) This rule ceases to apply if the Member gives the Company notice of a new address.

BY-LAWS

101. By-laws

101.1. (a) The Board may make, amend or repeal by-laws, consistent with these rules and an applicable law for the internal management of the Company.

(b) A by-law may be set aside by the Members in general meeting.

ALTERATION OF RULES

102. Alteration of Rules

102.1. Subject to any applicable law, these rules may be amended, repealed, or added to by a special resolution of the Members in general meeting.

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