

Our Ways Strong Together Limited

Constitution

A company limited by guarantee

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Preamble

For more than 60,000 years, Aboriginal and Torres Strait Islander peoples have nurtured and protected our families through kinship, culture, community and care.

The disproportionate rates of family violence, domestic violence and sexual violence experienced by Aboriginal and Torres Strait Islander people today are not inherent to our cultures, and are direct consequences of ongoing colonial violence and systemic failures. We acknowledge the strength and resilience of our people and our communities who survived and resisted and we honour those we have lost to violence.

While Aboriginal and Torres Strait Islander people are disproportionately impacted by family, domestic and sexual violence, this is not unique to our communities. Violence is a gendered issue affecting all communities. Our cultures are not the cause – this issue stems from systemic inequity and colonisation. We must challenge the misconception that violence is inherent to our communities and recognise the need for a whole-of-society response.

We recognise that addressing violence in our communities requires truth-telling about its origins and a commitment to healing and deep connection to our culture.

Our Ways Strong Together, as the national Aboriginal and Torres Strait Islander Family, Domestic and Sexual Violence Peak Body works to improve safety and wellbeing for Aboriginal and Torres Strait Islander peoples and contributes to achieving Target 13 of the National Agreement on Closing the Gap – reducing family violence against First Nations women and children by at least 50% by 2031.

Our Ways Strong Together builds on decades of work led by our communities, community-controlled organisations and peak bodies to improve outcomes for Aboriginal and Torres Strait Islander people. We support Aboriginal and Torres Strait Islander people across all areas of their lives, working to create coordinated and collective responses to family, domestic and sexual violence. Our approach is centred on community leadership and cultural knowledge, with a strong focus on strengthening safety, healing and wellbeing.

As a community-controlled Peak Body, *Our Ways Strong Together* is led and governed by and for Aboriginal and Torres Strait Islander people and communities. Our ways of knowing, being and doing will be embedded in all our work and throughout our governance structures because cultural governance is as important to the success of our Peak Body as western governance frameworks.

We are guided by:

- The understanding and authority of Elders and knowledge holders embedded within Aboriginal and Torres Strait Islander communities and their community-controlled organisations
- Aboriginal and Torres Strait Islander cultural protocols and lore
- Cultural safety and empowerment, including creating spaces where Aboriginal and Torres Strait Islander communities and organisations can bring their cultural knowledge and truth-telling without fear or compromise
- Understanding that healing from violence requires cultural connection and the restoration of our protective systems through community-controlled responses.

We know we are stronger together. We commit to involving and reflecting the diverse experiences of Aboriginal and Torres Strait Islander:

- Men, women, family structures, kinship systems and communities
- LGBTQIA+ sisters, brothers and gender diverse people
- Elders, young people and those of all generations

- People with disability
- People with lived and living experience of family, domestic and sexual violence and those working to end it
- People who have used violence and are working to end the cycle
- People and communities across urban, regional, remote and very remote locations

Community-led approaches, lived experience, cultural knowledge and sector expertise are essential to creating effective, culturally grounded responses that honour our ways of healing and protecting our families.

Our Ways Strong Together represents our collective commitment to reclaim more than 60,000 years of cultural knowledge about keeping families safe, to heal from the violence of colonisation and to build a future where Aboriginal and Torres Strait Islander people, families and communities are free from all forms of violence.

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Constitution

1 Preliminary

1.1 Name of the organisation

The name of the company is Our Ways Strong Together Limited, in this Constitution referred to as the “**Organisation**”.

1.2 Type of company

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

2 Interpretation

2.1 Definitions

In this Constitution unless the contrary intention appears:

Aboriginal and/or Torres Strait Islander Person means an Aboriginal person or a Torres Strait Islander as those terms are defined by the *Corporations (Aboriginal and Torres Strait Islander) Act 2006* (Cth).

Aboriginal and Torres Strait Islander Community Controlled Organisation or ACCO means an organisation that delivers services, builds the strength and empowerment of Aboriginal and Torres Strait Islander communities and people and is:

- (a) incorporated under relevant legislation and not-for-profit;
- (b) controlled and operated by Aboriginal and/or Torres Strait Islander people;
- (c) connected to the community, or communities, in which they deliver the services; and
- (d) governed by a majority Aboriginal and/or Torres Strait Islander governing body.

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

Alternate Director means a person appointed as an alternate director under article 13.12.

Associate means a person that is a member of a class established by the Directors under article 5.9.

Board Appointed Director means a person appointed as a director under article 11.9.

Business Day means a day on which banks are open for business excluding Saturdays, Sundays and public holidays in the place where the Organisation's registered office is located.

Chief Executive Officer means a person appointed as an executive director under article 15.

Committee means a committee of Directors constituted under article 12.8.

Constitution means this constitution and a reference to an article is a reference to an article of this constitution.

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

Director means a person holding office as a director of the Organisation from time to time including an Elected Director, a Board Appointed Director, and where appropriate includes an Alternate Director.

Directors means all or some of the Directors acting as a board.

Elected Director means:

- (a) each person appointed as a director under article 11.6; and
- (b) the Interim Directors.

FDSV means family, domestic and sexual violence.

General Director means a person that is nominated and appointed as General Director by Members in accordance with article 11.6.

General Member means a person that satisfies the Membership Eligibility Criteria for a General Member listed in article 5.2(a), is entered in the Register as a Member and who has not ceased to be a Member in accordance with this Constitution.

Independent Director means a Director that is considered to be independent having regard to item 2 of Schedule 1.

Initial Member has the meaning given by article 5.1(a).

Interim Director has the meaning given by article 11.3(a).

Member means a person entered in the Register as a member of the Organisation and who has not ceased to be a member in accordance with this Constitution.

Membership Eligibility Criteria means the criteria referred to in article 5.2(a).

Nominating Member has the meaning given by article 11.5(a)(vi).

Objects means the objects specified in articles 3.1 and 3.2.

Organisation means Our Ways Strong Together Limited.

Peak Body means an Aboriginal and Torres Strait Islander community controlled representative organisation that provides information dissemination services, membership support, coordination, advocacy and representation, relevant research, policy and sector development services.

Primary Purpose Organisation or **PPO** means an organisation that has the primary purpose of delivering FDSV response, prevention and/or early intervention services and/or activities.

Primary Purpose Organisation Director or **PPO Director** means a person that is nominated and appointed as PPO Director by Primary Purpose Organisation Members in accordance with article 11.6.

Primary Purpose Organisation Member or **PPO Member** means a person that satisfies the Membership Eligibility Criteria for a Primary Purpose Organisation Member listed in article 5.2(a), is entered in the Register as a Member and who has not ceased to be a Member in accordance with this Constitution.

Register means the register of Members of the Organisation.

Registered Charity means a charity that is registered under the ACNC Act.

Registered Office means the registered office of the Organisation.

Representative means a natural person appointed to represent a corporate Member in accordance with article 8.1 and the Corporations Act.

Secretary means a person appointed under article 16 as a secretary of the Organisation, and where appropriate, includes an acting secretary and a person appointed by the Directors to perform all or any of the duties of a secretary of the Organisation.

Special Resolution means a resolution:

- (a) of which notice is given under article 7.5; and
- (b) that has been passed by at least 75% of the votes cast by Members present at that General Meeting.

Total Votes means the total number of Members present at a general meeting (in person or by proxy, attorney or Representative) and entitled to vote on a resolution.

Virtual Meeting Platform means any technology that allows Members, Directors, Associates and/or members of Committees or an advisory council established under article 14.1 (as the case may be) to participate in a meeting, including by asking questions orally and in writing, without being physically present at the meeting.

2.2 Interpretation

Headings and “notes” are for convenience only and do not affect interpretation of this Constitution. Unless the contrary intention appears:

- (a) words importing any gender include all other genders;
- (b) the word person includes a firm, a body corporate, a partnership, a joint venture, an unincorporated body or association or an authority;
- (c) a reference to a particular person includes the person’s executors, administrators, successors, substitutes and permitted assigns;
- (d) the singular includes the plural and vice versa;
- (e) a reference to a document (including this Constitution) includes any variation or replacement of it;
- (f) the meaning of general words is not limited by specific examples introduced by “including”, “for example” or “such as” or similar expressions;
- (g) a reference to legislation includes regulations and other instruments under it and any variation or replacement of any of them;
- (h) a power, an authority or a discretion given to a Director, the Directors, the Organisation in general meeting or a Member may be exercised at any time and from time to time;
- (i) “writing” and “written” includes printing, typing and other modes of reproducing words in a visible form including any representation of words in a physical document or in an electronic communication or form or otherwise;
- (j) the word “present” in the context of a person being present at a meeting includes participating using technology approved by the Directors in accordance with this Constitution;

- (k) a reference to dollars or \$ is a reference to Australian dollars;
- (l) the word “law” includes common law, principles of equity and legislation, and a reference to legislation includes regulations and other instruments under it and any variation or replacement of any of them;
- (m) the meaning of general words is not limited by specific examples introduced by “including”, “for example” or “such as” or similar expressions;
- (n) a chair appointed under this Constitution may be referred to as a chairperson, chairwoman or chairman, as appropriate.

2.3 Corporations Act

- (a) In this Constitution unless the contrary intention appears:
 - (i) a word or expression defined or used in the Corporations Act has the same meaning when used in this Constitution in a similar context; and
 - (ii) “section” means a section of the Corporations Act.
- (b) While the Organisation is a Registered Charity, the ACNC Act and the Corporations Act override any articles in this Constitution which are inconsistent with those Acts.
- (c) If the Organisation is not a Registered Charity (even if it remains a charity), the Corporations Act overrides any articles in this Constitution which is inconsistent with that Act.

2.4 Replaceable rules not to apply

The provisions of the Corporations Act that apply as replaceable rules are displaced by this Constitution and do not apply to the Organisation.

3 Purpose and activities of the Organisation

3.1 Purpose

The Organisation’s purpose is to address the impacts of family, domestic, and sexual violence to relieve poverty, distress, and disadvantage experienced by Aboriginal and Torres Strait Islander people and their communities, in doing so supporting safety and healing.

3.2 Activities

In furtherance of the Organisation’s purpose in article 3.1, the activities of the Organisation include:

- (a) providing national leadership and influence across the social and commercial determinants of family, domestic and sexual violence affecting Aboriginal and Torres Strait Islander peoples, to:
 - (i) support the delivery of appropriately funded Aboriginal and Torres Strait Islander community-controlled family, domestic and sexual violence prevention, early intervention and response services and other related services to Aboriginal and Torres Strait Islander people;
 - (ii) reduce and eliminate family, domestic and sexual violence affecting Aboriginal and Torres Strait Islander people;

- (iii) promote holistic, inclusive, intersectional and evidence-based approaches to addressing family, domestic and sexual violence affecting Aboriginal and Torres Strait Islander people;
 - (iv) further empower Aboriginal and Torres Strait Islander communities to self-determine community-led responses and healing approaches to, family, domestic and sexual violence; and
 - (v) promote economic empowerment and financial independence for Aboriginal and Torres Strait Islander people and their communities impacted by family, domestic, and sexual violence.
- (b) developing and driving policy, funding and systems reform, and transforming practices to address and respond to family, domestic and sexual violence affecting Aboriginal and Torres Strait Islander people, by:
 - (i) providing expertise and high quality, evidence-based advice at a national level;
 - (ii) representing the interests of Aboriginal and Torres Strait Islander peoples, communities and community-controlled organisations at a national level and, where required, providing support at a jurisdictional level;
 - (iii) engaging in strong partnerships for shared decision making;
 - (iv) influencing the design and implementation of legislation, policies, and practices; and
 - (v) supporting the governance, implementation and further development of key national frameworks, strategies, and action plans aimed at addressing family, domestic and sexual violence affecting Aboriginal and Torres Strait Islander people.
- (c) strengthening the capacity of Aboriginal and Torres Strait Islander community-controlled family, domestic and sexual violence prevention, early intervention, response and other related services, enabling growth and sustainability to deliver high quality services which meet the needs of affected Aboriginal and Torres Strait Islander people and their communities, by:
 - (i) supporting coordinated strengthening and workforce development;
 - (ii) providing advice and support to promote strong governance practices;
 - (iii) promoting information sharing, support and strategic guidance on national policy developments to respond to emerging challenges; and
 - (iv) influencing sector investment and supporting responsive funding models.
- (d) influencing the broader family, domestic and sexual violence sector, and other related services to provide high quality, evidence-based, accessible, inclusive, trauma-informed and culturally safe care to Aboriginal and/or Torres Strait Islander people.
- (e) facilitating collaboration and coordination in relation to family, domestic and sexual violence prevention, early intervention, response and other related services, including across Aboriginal and Torres Strait Peak Bodies and with relevant statutory bodies and Commissioners to support joined-up responses and strong, complementary approaches.

- (f) supporting the development, access, analysis, use and dissemination of knowledge, evidence and data relating to family, domestic and sexual violence affecting Aboriginal and Torres Strait Islander people, including by:
 - (i) promoting, coordinating and supporting community-led research, knowledge and evidence creation, frameworks and dissemination;
 - (ii) supporting communities and services to have access to, and the capability to use, meaningful and locally relevant data and information to inform and enhance service delivery and decision making; and
 - (iii) improving data practices to align with principles of Indigenous Data Sovereignty and Data Governance.
- (g) doing all other things as are incidental or conducive to the attainment of the Organisation's purpose in article 3.1.

3.3 Charitable purpose

The Organisation may only pursue charitable purposes associated with its Objects and must do so predominantly in Australia.

3.4 Powers

The Organisation has the legal capacity and powers of an individual, and all the powers of a body corporate under the Corporations Act.

4 Not for profit

4.1 Income and assets

- (a) All income and assets of the Organisation must be applied towards the promotion of the Objects in articles 3.1 and 3.2.
- (b) The Organisation must not distribute any income or assets directly or indirectly to its Members, except as provided in articles 4.1(c) and 22.5.
- (c) Article 4.1(a) does not stop the Organisation from doing the following things, provided they are done in good faith:
 - (i) paying a Member for goods or services they have provided or expenses they have properly incurred at fair and reasonable rates or rates more favourable to the Organisation, including in accordance with articles 11.13, 11.14 and 15; or
 - (ii) making a payment or providing a service to a Member in carrying out the Organisation's charitable purpose(s) stated in article 3.1.

4.2 Amending the Constitution

- (a) Subject to article 4.2(c), the Members may amend this Constitution by passing a Special Resolution.
- (b) Any amendment to this Constitution will take effect from the date of the Special Resolution, or from any later date specified in the resolution.
- (c) The Members must not pass a Special Resolution that amends this Constitution if passing it would mean the Organisation would no longer be a charity.

5 Membership

5.1 Members of the Organisation

- (a) Subject to clause 5.12, the Members are those:
- (i) included as such on the application for incorporation of the Organisation with their consent ("**Initial Members**"); and
 - (ii) any other person that the Directors allow to be a Member, in accordance with this Constitution, and which have not ceased to be a Member.
- (b) The Members are divided into the following classes:
- (i) Primary Purpose Organisation Members; and
 - (ii) General Members.

5.2 Who can be a Member

- (a) A person can only become a Member under this Part if they meet the Membership Eligibility Criteria for a class of Members.

Class of Member	Membership Eligibility Criteria
Primary Purpose Organisation Members (or PPO Members)	(i) A Primary Purpose Organisation Member: (A) is an ACCO; and (B) is a Primary Purpose Organisation; or (C) is a Peak Body with the primary purpose of representing the service providers described at (B) above.
General Members	(ii) A General Member: (A) is an ACCO; and (B) is not a Primary Purpose Organisation Member; and (C) delivers FDSV response, prevention and/or early intervention services and/or activities alongside other core services and/or activities (examples include health, wellbeing, early childhood education and care, child and family, housing and legal services); or (D) is a Peak Body representing service providers described at (C) above.

- (b) Subject to articles 5.2(c) and 5.12, a person's membership will cease if the person no longer fulfils each of the Membership Eligibility Criteria for a class of Members under this article.
- (c) If a person no longer fulfils each of the Membership Eligibility Criteria for a Primary Purpose Organisation Member, but continues to fulfil each of the Membership Eligibility Criteria for a General Member:
 - (i) the Directors may determine in accordance with article 5.4(b) that the most appropriate Member class for the person is General Member; and
 - (ii) if the Directors make a determination under article 5.2(c)(i), the person will be recorded in the Register as a General Member and will not cease to be a Member under article 5.2(b).

5.3 Applying to become a Member

An individual who is eligible under article 5.2 may apply to become a Member of the Organisation by completing a written application.

The application must:

- (a) be in writing, and in the form specified in Schedule 2 (or such other form as prescribed by the Directors from time to time);
- (b) include an acknowledgement that the Member accepts and agrees to work in alignment with the objectives of the Organisation;
- (c) include an acknowledgement that the Member agrees to comply with this Constitution, and any other rules, by-laws, policies or other standards prescribed by the Directors from time to time, including paying the guarantee under article 22.1 if required; and
- (d) be delivered to the Secretary, or to such other person as the Directors determine from time to time.

5.4 Directors decide whether to approve membership

- (a) The Directors must resolve whether to accept or reject each application to become a Member and, within a reasonable time after making a decision, give the applicant a notice which states whether the application was successful or not. The Directors are not required to give reasons for rejecting an application to become a Member of the Organisation.
- (b) In considering an application to become a Member, the Directors must determine the most appropriate Member class for an applicant with reference to the Membership Eligibility Criteria. The Board may determine and change a Member's membership class from time to time.
- (c) Upon acceptance of an application to become a Member under this article 5.4, that applicant's details will be recorded in the Register by a Director or the Secretary.

5.5 Becoming a Member

Except for the Initial Members, a person becomes a Member if they:

- (a) are eligible to become a Member under article 5.2(a); and

- (b) apply to become a Member and their application is accepted by the Directors in accordance with article 5.4;
- (c) their details are entered on the Register.

5.6 Register

A Member must promptly notify the Organisation of any change in the Member's details which are recorded in the Register.

5.7 Membership fee

- (a) The Directors may (in their discretion) determine any membership fee that must be paid by Members or a class of Members, and the timing and method for payment.
- (b) The Directors may waive the payment of all or any part of a membership fee for a Member or any class of Members.
- (c) A Member that has not paid the required membership fee in accordance with this article 5.7 may not exercise any of the rights associated with that Member's membership, including the right to exercise any vote the Member may have.

5.8 Directors may create and vary classes and class rights

The Directors may, subject to this Constitution and the Corporations Act:

- (a) prescribe, revoke and amend the Membership Eligibility Criteria and any classes of membership (but are not obliged to accept persons fulfilling those criteria as Members or Members of a class);
- (b) establish any new class of Members and define the rights, restrictions and obligations of Members in that class; and
- (c) vary or cancel the rights, restrictions and obligations of Members in any new or existing class, if:
 - (i) at least 75% of the Members of that class give their written consent; or
 - (ii) a Special Resolution to that effect is passed at a separate meeting of those Members.
- (d) The articles on general meetings apply to meetings of a class of Members so far as they are capable of application and with the necessary changes to every separate meeting.

5.9 Associates

The Directors may, subject to this Constitution and the Corporations Act:

- (a) establish any new class of Associates and, without giving Associates the right to vote on a matter concerning the Organisation, define the rights, restrictions and obligations of Associates in that class; and
- (b) prescribe, revoke and amend the criteria for associateship and any classes of associateship (but are not obliged to accept persons fulfilling those criteria as Associates or Associates of a class); and
- (c) vary or cancel the rights, restrictions and obligations of Associates in their absolute discretion.

An Associate is not a Member for the purposes of this Constitution or the Corporations Act.

5.10 No transfer of membership

A Member must not sell, transfer or dispose of their interests in the Organisation to another Member or a third party.

5.11 Member responsibilities

A Member must:

- (a) follow this Constitution;
- (b) let the Organisation know within 28 days if they change their address;
- (c) treat other Members with respect;
- (d) pay the membership fee in accordance with article 5.7, if applicable;
- (e) contribute the guarantee amount referred to, and in the circumstances referred to, in article 22.1; and
- (f) not behave in a way that significantly interferes with the operation of the Organisation or of general meetings.

Members should also attend general meetings (including annual general meetings) or give their apologies.

5.12 When a person stops being a Member

A person ceases to be a Member on:

- (a) subject to article 5.14(b), ceasing to meet each of the Membership Eligibility Criteria for a class of Members under article 5.2;
- (b) resignation in accordance with article 5.13;
- (c) being expelled or having their membership cancelled by the Directors or by the Organisation in general meeting in accordance with articles 5.14 or 5.16 this Constitution;
- (d) being dissolved or otherwise ceasing to exist;
- (e) having a liquidator or provisional liquidator appointed to it;
- (f) being insolvent;
- (g) failing to pay any required membership fee in accordance with article 5.7 within 3 months after the date on which that fee becomes due or such later time as the Directors may determine; or
- (h) failing to respond within 3 months of a written request from the Secretary that they confirm in writing that they want to remain a Member.

Ceasing to be a Member and a party to this Constitution under this article 5.12 does not relieve a person from its obligations to pay any outstanding fees and charges due and payable under this Constitution as at the date the person ceases to be a Member.

5.13 Resignation from membership

A Member may by written notice to the Organisation resign from membership with immediate effect or with effect from a specified date occurring not more than 6 months after the service of the notice. A Member remains liable after resignation for all money due by the Member to the Organisation at the date of resignation, in addition to any sum for which the Member is liable as a Member under article 22.1.

5.14 Cancelling membership

- (a) A person's membership can be cancelled by Members passing a Special Resolution at a general meeting if the Member:
 - (i) cannot be contacted for 2 years; or
 - (ii) behaves in a way that significantly interferes with the operation of the Organisation or of Organisation meetings.
- (b) A person's membership can be cancelled by the Directors passing a resolution at a Directors' meeting if the Member is not or stops being eligible for membership.
- (c) Before cancelling a membership under article 5.14(b), the Directors must give the Member notice in writing stating that:
 - (i) the Directors intend to cancel the membership for the reasons specified in the notice;
 - (ii) the Member has 14 days to object to the cancellation of the membership; and
 - (iii) the objection must be in writing.

If the Member:

 - (iv) does not object, the Directors must cancel the membership;
 - (v) does object, then the dispute resolution process in article 6 applies.
- (d) There will be no liability for any loss or injury suffered by the Member as a result of any decision made in good faith under article 5.14(b).

5.15 If a membership is cancelled

- (a) If a membership is cancelled, the Directors must give the Member a copy of the resolution (being either the resolution of the Directors or the resolution of the general meeting) as soon as possible after it has been passed.
- (b) Within 14 days of a Member's membership being cancelled, the Organisation must update the register of Members to reflect the date their membership ended.

5.16 Disciplining Members

- (a) In accordance with this article, the Directors may resolve to warn, suspend, or expel a Member from the Organisation if the Directors consider that:
 - (i) the Member has breached this Constitution; or
 - (ii) the Member's behaviour is causing, has caused, or is likely to cause harm to the Organisation.

- (b) At least 14 days before the Directors' meeting at which a resolution under article 5.16(a) will be considered, the Secretary must notify the Member in writing:
 - (i) that the Directors are considering a resolution to warn, suspend or expel the Member;
 - (ii) that this resolution will be considered at a Directors' meeting and the date of that meeting;
 - (iii) what the Member is said to have done or not done;
 - (iv) the nature of the resolution that has been proposed; and
 - (v) that the Member may provide an explanation to the Directors, and details of how to do so.
- (c) Before the Directors pass any resolution under article 5.16(a), the Member must be given a chance to explain or defend themselves by:
 - (i) sending the Directors a written explanation before that Directors' meeting; and/or
 - (ii) speaking at the meeting.
- (d) After considering any explanation under article 5.16(c), the Directors may:
 - (i) take no further action;
 - (ii) warn the Member;
 - (iii) suspend the Member's rights as a Member for a period of no more than 12 months;
 - (iv) expel the Member;
 - (v) refer the decision to an unbiased, independent person on conditions that the Directors consider appropriate (however, the person can only make a decision that the Directors could have made under this article); or
 - (vi) require the matter to be determined at a general meeting.
- (e) The Directors cannot fine a Member.
- (f) The Secretary must give written notice to the Member of the decision under article 5.16(d) as soon as possible.
- (g) Disciplinary procedures must be completed as soon as reasonably practical.
- (h) There will be no liability for any loss or injury suffered by the Member as a result of any decision made in good faith under this article 5.16.
- (i) If a resolution for the Member's expulsion is passed in accordance with this article, the Member's membership automatically terminates and the Member ceases to be a Member.

5.17 Suspension or if any membership fee not paid

In addition to any other rights of the Organisation, if:

- (a) any membership fee is due and payable by a Member and is not paid; or
- (b) a Member is suspended,

the Member has no right to be present at, be counted among the quorum for, or vote, whether in person or by proxy, attorney or Representative, at a general meeting of the Organisation.

5.18 Limited liability

A Member has no liability as a Member except as set out in this article 5, article 8.1 and article 22.1.

6 Dispute resolution and disciplinary procedures

6.1 Dispute resolution

- (a) The dispute resolution procedure in this article applies to disputes (disagreements) under this Constitution between a Member or Director and:
 - (i) one or more Members;
 - (ii) one or more Directors; or
 - (iii) the Organisation.
- (b) A Member must not start a dispute resolution procedure in relation to a matter which is the subject of a disciplinary procedure under article 5.16 until the disciplinary procedure is completed.
- (c) Those involved in the dispute must try to resolve it between themselves:
 - (i) within 14 days of knowing about it;
 - (ii) if the dispute relates to a matter which is the subject of a disciplinary procedure under article 5.16, within 14 days of the end of the disciplinary procedure; or
 - (iii) within a timeframe agreed by those involved.
- (d) If those involved in the dispute do not resolve it within the relevant period under article 6.1(c), they must, within 10 days after the end of that period (or within a timeframe agreed by those involved):
 - (i) tell the Directors about the dispute in writing;
 - (ii) agree or request that a mediator be appointed; and
 - (iii) attempt in good faith to settle the dispute by mediation.
- (e) The mediator must:
 - (i) be chosen by agreement of those involved; or
 - (ii) where those involved do not agree:
 - (A) for disputes between Members, a person chosen by the Directors; or

- (B) for other disputes, a person chosen by the president of the law institute or society in the state or territory in which the Organisation has its registered office.
- (f) A mediator chosen by the Directors under article 6.1(e)(ii)(A):
 - (i) may be a Member or former Member of the Organisation;
 - (ii) must not have a personal interest in the dispute; and
 - (iii) must not be biased towards or against anyone involved in the dispute.
- (g) When conducting the mediation, the mediator must:
 - (i) allow those involved a reasonable chance to be heard;
 - (ii) allow those involved a reasonable chance to review any written statements;
 - (iii) ensure that the mediation is conducted in a manner free from bias; and
 - (iv) not make a decision on the dispute.

7 General meetings

7.1 Annual general meeting

- (a) Annual general meetings of the Organisation are to be held in accordance with this article 7, subject to any applicable laws.
- (b) A general meeting, called the annual general meeting, must be held by the Organisation at least once in every calendar year (except in the calendar year ending on 31 December 2025) and within 18 months after registration of the Organisation.
- (c) If at any time the Organisation is not a Registered Charity, the annual general meeting must be held within 5 months after the end of the financial year of the Organisation.
- (d) The annual general meeting shall be specified as such in the notice convening it.

7.2 Calling general meetings

- (a) The Directors may convene and arrange to hold a general meeting of the Organisation when they think fit and must do so if required to do so under any applicable law.
- (b) If Members with at least 5% of the votes that may be cast at the general meeting make a request to the Organisation for a general meeting to be held, the Directors must:
 - (i) within 21 days of the Members' request, give all Members notice of a general meeting, and
 - (ii) hold the general meeting within 2 months of the Members' request.
- (c) The percentage of votes that Members have is to be worked out as at the midnight before the Members request the meeting.
- (d) The request made by the Members for a general meeting must:

- (i) be in writing;
 - (ii) state any resolution to be proposed at the meeting;
 - (iii) be signed by the Members making the request, and
 - (iv) be given to the Organisation.
- (e) Separate copies of a document setting out the request may be signed by members if the wording of the request is identical in each copy.

7.3 General meetings called by Members

- (a) If the Directors do not call the meeting within 21 days of being requested under article 7.2(b), Members with more than 50% of the votes of all the Members who made the request may call and arrange to hold a general meeting.
- (b) To call and hold a meeting under article 7.3(a) the Members must:
 - (i) as far as possible, follow the procedures for general meetings as set out in this Constitution;
 - (ii) hold the meeting not later than 3 months after the request is given to the Organisation; and
 - (iii) call the meeting using the list of Members on the Register, which the Organisation must provide to the Members making the request at no cost.

7.4 Use of technology at general meetings

- (a) The Organisation may hold a general meeting at two or more venues using any Virtual Meeting Platform or using a Virtual Meeting Platform only, where the platform gives Members a reasonable opportunity to participate, including to hear and be heard.
- (b) Anyone using this platform is taken to be present in person at the meeting.
- (c) If the general meeting is held using a Virtual Meeting Platform only, then:
 - (i) the place of the meeting is taken to be the registered office of the Organisation; and
 - (ii) the time of the meeting is taken to be the time at the registered office of the Organisation.
- (d) If the general meeting is held at more than one physical venue (whether or not it is also held using a Virtual Meeting Platform), then:
 - (i) the place of the meeting is taken to be the main physical venue of the meeting as set out in the notice of the meeting; and
 - (ii) the time of the meeting is taken to be the time at the main physical venue of the meeting as set out in the notice of the meeting.

7.5 Notice of general meeting

Notice of a general meeting must be given in accordance with article 7.9 and the Corporations Act.

Note: Refer to section 249L of the Corporations Act, which contains requirements for notices of general meetings.

7.6 Calculation of period of notice

In calculating the period of notice for a general meeting, both the day on which the notice is given (or taken to be given) and the day the meeting is to be convened, as set out in the relevant notice, are to be disregarded.

7.7 Cancellation or postponement of general meeting

- (a) Where a general meeting (including an annual general meeting) is convened by the Directors, they may by notice, whenever they think fit, cancel the meeting or postpone the holding of the meeting to a date and time determined by them or change the place for the meeting.
- (b) This article does not apply to a meeting convened in accordance with the Corporations Act by a single Director, by Members, by the Directors on the request of Members, or to a meeting convened by a court.

7.8 Notice of cancellation, postponement or change of place of general meeting

- (a) Written notice of cancellation or postponement or change of place of a general meeting must be given to all persons entitled to receive notices of general meetings from the Organisation.
- (b) A notice of a change of place of a general meeting must specify the different place for the holding of the meeting.

7.9 Contents of notice postponing general meeting

A notice postponing the holding of a general meeting must specify:

- (a) a date and time for the holding of the meeting;
- (b) a place for the holding of the meeting, which may be either the same as or different from the place specified in the notice convening the meeting; and
- (c) if the meeting is to be held in two or more places, the Virtual Meeting Platform that will be used to facilitate the holding of the meeting in that manner.

7.10 Number of clear days for postponement of general meeting

The number of clear days from the giving of a notice postponing the holding of a general meeting to the date specified in that notice for the holding of the postponed meeting must not be less than the number of clear days' notice of the general meeting required to be given by this Constitution or the Corporations Act.

7.11 Business at postponed general meeting

The only business that may be transacted at a postponed general meeting is the business specified in the original notice convening the meeting.

7.12 Non-receipt of notice

The non-receipt of, or accidental omission to give, a notice of a general meeting or cancellation, postponement or change of details for a general meeting to a person entitled to receive notice does not invalidate any resolution passed at the general meeting or at a postponed meeting, or the cancellation or postponement of a meeting.

7.13 Director entitled to notice of meeting

A Director is entitled to receive notice of and to attend all general meetings and all separate meetings of any class of Members of the Organisation and is entitled to speak at those meetings.

7.14 Circulating resolutions

- (a) The Organisation may pass a resolution without a general meeting being held if all the Members entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document.
- (b) Separate copies of the document may be used for signing by Members if the wording of the resolution and statement is identical in each copy.
- (c) The resolution is passed when the last Member signs.

7.15 Proxy, attorney or Representative at postponed general meeting

Where, by the terms of an instrument appointing an attorney or appointment of a Representative:

- (a) the appointed person is authorised to attend and vote at a general meeting or general meetings to be held on or before a specified date; and
- (b) the date for holding the meeting is postponed to a date later than the date specified in the instrument of proxy, power of attorney or appointment of Representative,

then that later date is substituted for and applies to the exclusion of the date specified in the instrument of proxy, power of attorney or appointment of Representative unless the Member appointing the proxy, attorney or Representative gives to the Organisation, at its Registered Office, written notice to the contrary not less than 48 hours before the time to which the holding of the meeting has been postponed.

8 Appointment and removal of Representatives, proxies and attorneys

8.1 Representatives

- (a) A Member must appoint a natural person, who is an Aboriginal and/or Torres Strait Islander person, as a representative to exercise the powers the Member may exercise:
 - (i) at general meetings of the Organisation;
 - (ii) at meetings of creditors or debenture holders;
 - (iii) relating to resolutions to be passed under article 7.14.
- (b) An appointment under this article 8.1 may be standing (ongoing) or for a specified period.
- (c) The appointment of a Representative by a Member must:
 - (i) be in writing, and in the form specified in Schedule 3 (or such other form as prescribed by the Directors from time to time);
 - (ii) include the name and contact details of the Representative;

- (iii) be signed or executed by the Member;
 - (iv) accompany the application referred to in article 5.3 (unless the Representative is being appointed as a replacement under article 8.1(f)); and
 - (v) be delivered to the Secretary, or to such other person as the Directors determine from time to time.
- (d) A Representative has all the rights of a Member relevant to the purposes of the appointment as a Representative.
 - (e) A Member may not appoint more than one Representative at any one time.
 - (f) If a Member removes a Representative under article 8.5, the Member must also appoint a replacement before exercising its powers under article 7.

8.2 Appointment of a proxy

- (a) Subject to article 8.2(e), a Member may appoint another Member as a proxy to attend and speak at a general meeting on their behalf.
- (b) Subject to article 8.2(e), a proxy is not entitled to vote at a general meeting.
- (c) An appointment of proxy must:
 - (i) be in writing, and in the form specified in Schedule 4 (or such other form as prescribed by the Directors from time to time);
 - (ii) include the name of the Member to be appointed as a proxy;
 - (iii) state the meeting(s) at which the appointment may be used or if the appointment is standing (ongoing);
 - (iv) be signed or executed by the Member making the appointment; and
 - (v) be delivered to the Secretary, or to such other person as the Directors determine from time to time.
- (d) Proxy forms must be received by the Organisation at the address stated in the notice under article 7.4(a) or at the Registered Office at least 48 hours before a meeting.
- (e) If at any time the Organisation is not a Registered Charity, a Member may appoint a proxy to (in addition article 8.2(a)) exercise its rights to vote in writing.
- (f) A proxy does not have the authority to speak or vote for a Member at a meeting while the Member is at the meeting.
- (g) A proxy appointment under 8.2(e) may specify the way the proxy must vote on a particular resolution.

Note: For example, the appointment may state that the proxy must vote in favour of a particular decision, candidate or outcome.

8.3 Right to appoint attorney

A Member may by power of attorney appoint an attorney to act on the Member's behalf at all or any meetings of the Organisation or of any class of Members.

To be effective, an instrument appointing an attorney under this article, together with any evidence of non-revocation the Directors require, must be received by the Organisation at least 48 hours before the meeting.

8.4 Validity of vote by proxy, Representative or attorney

Subject to this Constitution and applicable law, a vote cast by a proxy, Representative or attorney is valid unless a revocation of their authority to vote has been received, in writing, at the Registered Office or by the chair of the meeting before the vote is cast.

8.5 Replacement and removal of proxies, attorneys, and Representatives

- (a) Subject to article 8.5(b) and the Corporations Act, a Member can remove or replace a proxy, attorney, or Representative by giving the Secretary written notice in the form specified in Schedule 2 (or such other form as prescribed by the Directors from time to time), signed or executed by the Member.
- (b) To be effective, an instrument removing or replacing a proxy, attorney or Representative under this article 8.5, must be received by the Organisation at least 48 hours before the next meeting at which the relevant appointment may be used.

9 Proceedings at general meetings

9.1 Number for a quorum

Subject to article 9.4, the quorum for a general meeting of the Organisation is:

- (a) 20% of Primary Purpose Organisation Members and 20% of General Members; or
 - (b) 10 Primary Purpose Organisation Members and 10 General Members,
- present in person or by proxy, attorney or Representative, whichever is the lesser amount.

9.2 How to count the quorum

In determining whether a quorum is present, each individual attending as a proxy, attorney or Representative is to be counted, except that:

- (a) where a Member has appointed more than one proxy, attorney or Representative, only one is to be counted; and
- (b) where an individual is attending both as a Member and as a proxy, attorney or Representative, that individual is to be counted once for that Member and once for each Member for whom that individual is attending as proxy, attorney or representative.

9.3 Requirement for a quorum

An item of business may not be transacted at a general meeting unless a quorum is present when the meeting proceeds to consider it. If a quorum is present at the time the first item of business is transacted, it is taken to be present when the meeting proceeds to consider each subsequent item of business unless the chair of the meeting (on the chair's own motion or at the request of a Member, proxy, attorney or Representative who is present) declares otherwise.

9.4 If quorum not present

If within 15 minutes after the time appointed for a general meeting a quorum is not present, the meeting:

- (a) if convened by a Director, or at the request of Members, is dissolved; and
- (b) in any other case, stands adjourned to the same day in the next week and the same time and place, or to such other day, time and place as the Directors appoint by notice to the Members and others entitled to notice of the meeting.

9.5 Adjourned meeting

At a meeting adjourned under article 9.4(b), two persons each being a Member, proxy, attorney or Representative present at the meeting are a quorum. If a quorum is not present within 15 minutes after the time appointed for the adjourned meeting, the meeting is dissolved.

9.6 Appointment of chair of general meeting

If the Directors have elected one of their number as chair of their meetings, that person is entitled to preside as chair at a general meeting of the Organisation.

9.7 Absence of chair at general meeting

If a general meeting is held and:

- (a) a chair has not been elected by the Directors; or
- (b) the elected chair is not present within 15 minutes after the time appointed for the holding of the meeting or is unable or unwilling to act,

the following may preside as chair of the meeting (in order of precedence):

- (c) the deputy chair (if any);
- (d) a Director chosen by a majority of the Directors present;
- (e) the only Director present; or
- (f) a Member chosen by a majority of the Members present in person or by proxy, attorney or Representative.

9.8 Conduct of general meetings

The chair of a general meeting:

- (a) has charge of the general conduct of the meeting and of the procedures to be adopted at the meeting;
- (b) may require the adoption of any procedure which is in the chair's opinion necessary or desirable for proper and orderly debate or discussion and the proper and orderly casting or recording of votes at the general meeting; and
- (c) having regard where necessary to the Corporations Act, may terminate discussion or debate on any matter whenever the chair considers it necessary or desirable for the proper conduct of the meeting,

and a decision by the chair under this article is final.

9.9 Adjournment of general meeting

The chair of a general meeting may at any time during the meeting adjourn the meeting or any business, motion, question, resolution, debate or discussion being considered or remaining to be considered by the meeting either to a later time at the same meeting or to an adjourned meeting at any time and any place, but:

- (a) in exercising this discretion, the chair may, but need not, seek the approval of the Members present in person or by proxy, attorney or Representative; and
- (b) only unfinished business is to be transacted at a meeting resumed after an adjournment.

Unless required by the chair, a vote may not be taken or demanded by the Members present in person or by proxy, attorney or Representative in respect of any adjournment.

9.10 Notice of adjourned meeting

It is not necessary to give any notice of an adjournment or of the business to be transacted at any adjourned meeting unless a meeting is adjourned for one month or more. In that case, notice of the adjourned meeting must be given as in the case of an original meeting.

10 Voting at general meetings

10.1 Voting at general meetings

Subject to this Constitution and the requirements of the Corporations Act and applicable law:

- (a) voting at general meetings must be conducted and decided by:
 - (i) a vote in writing; or
 - (ii) another method chosen by the chair that is fair and reasonable in the circumstances.

Note: For example, a vote in writing conducted and decided by only one class of Members.
- (b) a resolution is taken to be carried if a simple majority of the total votes cast on the resolution are in favour of it.

10.2 Casting vote for the chair

Where there is an equality of votes on a resolution, the chair of the general meeting is entitled to a casting vote in addition to any votes to which the chair is entitled as a Member or proxy, attorney or Representative of a Member.

10.3 Voting at general meetings

- (a) A resolution put to the vote of the Members at a general meeting must be decided on a vote in writing.
- (b) Subject to this Constitution and to any rights and any restrictions attached to any class of Members, the number of votes that each Member is entitled to cast at a general meeting will be calculated as follows:
 - (i) Primary Purpose Organisation Members will hold 60% of the Total Votes and General Members will hold 40% of the Total Votes; and

- (ii) the number of votes that can be cast by each membership class (having regard to article 10.3(b)(i)) will be divided equally between the Members of that class which are present in person or by proxy, attorney or Representative.
- (c) A Member may abstain from voting, in which case that person's votes will not be counted towards or against a motion.
- (d) If a Member votes at a general meeting, the Member must cast all votes that it is entitled to under article 10.3(b):
 - (i) in writing; and
 - (ii) simultaneously and in favour of the same decision, candidate or outcome (as applicable).
- (e) The outcome of the vote in writing and the number or the proportion of the votes recorded in favour of or against the resolution must be recorded in the minutes for the general meeting

10.4 Validity of vote in certain circumstances

Unless the Organisation has received written notice of the matter before the start or resumption of the meeting at which a person votes as a proxy, attorney or Representative, a vote cast by that person is valid even if, before the person votes:

- (a) the appointing Member dies;
- (b) the appointing Member is mentally incapacitated; or
- (c) the Member revokes the appointment or authority.

10.5 Objection to voting qualification

An objection to the right of a person to attend or vote at a general meeting or adjourned general meeting:

- (a) may not be raised except at that meeting or adjourned meeting; and
- (b) must be referred to the chair of the meeting, whose decision is final.

A vote not disallowed under the objection is valid for all purposes.

11 Directors

11.1 Number of Directors

- (a) Subject to article 11.3, the number of Directors is to be not less than 3, and, unless otherwise determined by the Organisation in general meeting, not more than 9, comprised of the following:
 - (i) up to 7 Elected Directors, consisting of:
 - (A) a minimum of 3 PPO Directors; and
 - (B) a maximum of 4 General Directors; and
 - (ii) up to 2 Board Appointed Directors.

- (b) If at any time the number of Directors falls below 3, the remaining Director(s) may only act (i) for the purpose of appointing new Director(s) under article 11.11 so that the number of Directors is 3 or (ii) to call a general meeting of the Organisation.
- (c) For clarity, a person elected under clause 11.6 as a General Director that was nominated by at least 2 PPO Members in accordance with article 11.6(b)(ii) is to be counted towards the minimum number of PPO Directors for the purposes of this article 11.1 (and only for this purpose).

11.2 Change of number of Directors

The Organisation in general meeting may by resolution increase or reduce the number of Directors, including the number of PPO Directors, General Directors and Board Appointed Directors, and may also determine any provisions for the rotation or retirement of Directors.

11.3 Interim Directors

The interim Directors are:

- (a) those persons who have agreed to act, and are named in the application for registration of the Organisation, as proposed Directors (**Interim Directors**); and
- (b) deemed to be Elected Directors for the purposes of this Constitution.

11.4 Retirement of Interim Directors

- (a) Each Interim Director will hold office for a term ending at the conclusion of the Organisations first annual general meeting.
- (b) For the avoidance of doubt, an Interim Director that retires in accordance with this article 11.4 may be nominated for re-election at the annual general meeting at which they retire.

11.5 Eligibility of Directors

- (a) Subject to this article 11.3, a person is eligible for election as Director if they:
 - (i) are 18 years of age or older;
 - (ii) are an Aboriginal and/or Torres Strait Islander person;
 - (iii) give the Organisation their signed consent to act as a Director of the Organisation;
 - (iv) are not ineligible to be a Director under the Corporations Act or the ACNC Act;
 - (v) have the capacity to fulfil the duties of a Director (including under the Corporations Act and ACNC Act);
 - (vi) satisfy one of the following – the person is:
 - (A) an employee or director of a Member that has nominated the person for the role of Elected Director under article 11.6 (a “**Nominating Member**”); or
 - (B) a member of a Nominating Member in accordance with the governing documents of that Nominating Member.

- (vii) if they were previously a Director of the Organisation for a consecutive period of at least 6 years (excluding a period where a person was appointed to fill a casual vacancy in accordance with article 11.11 or held office as an Interim Director), it has been at least 3 years since that period (or, if there has been more than one such period, the last of those periods);
- (viii) have, in the opinion of the Directors and having regard to the matters at Schedule 1, the requisite skills or experience to be a Director of the Organisation;
- (ix) meet any additional requirements specified by the Directors from time to time, such as a requirement that a Board Appointed Director be an Independent Director; and
- (x) are not an employee of the Organisation.

11.6 Nomination and election of Elected Directors

- (a) The Organisation must conduct an election to appoint one or more Elected Directors at its annual general meeting if:
 - (i) 70 days before the annual general meeting, an Elected Director's role is held by a person appointed to fill a casual vacancy under article 11.11;
 - (ii) an Elected Director's term is due to end at that annual general meeting in accordance with article 11.7; or
 - (iii) an Elected Director's role is otherwise vacant 70 days before an annual general meeting.
- (b) The process for the nomination of Elected Directors is as follows:
 - (i) at least 70 days before the general meeting at which the election will be held under article 11.6(d), the Secretary must send a notice to Members calling for nominations for Elected Directors;
 - (ii) a person may be nominated to be an Elected Director by:
 - (A) for PPO Directors — at least 2 Primary Purpose Organisation Members entitled to vote at a general meeting; or
 - (B) for General Directors — at least 2 General Members entitled to vote at a general meeting;
 - (iii) within 28 days of the notice in article 11.6(b)(i) being sent by the Secretary, Members wishing to nominate a person for the role of Elected Director may submit a maximum of 1 nomination containing the details in article 11.6(c); and
 - (iv) at least 14 days prior to the general meeting at which an election of Elected Directors will be held, the Organisation must send the list of persons nominated to be Elected Directors that have been determined by the current Directors to be eligible for election in accordance with article 11.5 to all Members.
- (c) Nominations for Elected Directors must include:
 - (i) the name of the person being nominated for the role as Elected Director;

- (ii) a statement from the nominee that they meet the eligibility requirements in article 11.5;
 - (iii) a statement from the nominee that they agree to be appointed as a PPO Director and/or General Director (as applicable);
 - (iv) information about the skills and experience that makes the nominee suitable for the role of the Elected Director;
 - (v) the signatures of the nominated person and each Member submitting the nomination; and
 - (vi) such other information or supporting documentation as specified by the Directors from time to time.
- (d) The process of electing a person to fill a vacant PPO Director role at a general meeting is as follows:
- (i) PPO Members will vote for persons nominated for the role of PPO Director. The method of voting is to be chosen by the chair and must be fair and reasonable in the circumstances;
 - (ii) a resolution must be put to the PPO Members that the nominees that received the most votes under article 11.6(d)(i) be appointed to fill the vacant PPO Director roles;
 - (iii) subject to article 11.6(f), a person becomes a PPO Director if the resolution under article 11.6(d)(ii) is passed by a simple majority.
- (e) The process of electing a person to fill a vacant General Director role at a general meeting is as follows:
- (i) Members will vote for persons nominated for vacant General Director and PPO Director roles (not including any nominees already elected in accordance with article 11.6(d)). The method of voting is to be chosen by the chair and must:
 - (A) be fair and reasonable in the circumstances; and
 - (B) preserve the distribution of voting rights between PPO Members and General Members as set out in article 10.3.
 - (ii) A resolution must be put to the Members that nominees that received the most votes under article 11.6(e) be appointed to fill the vacant General Director roles. The resolution must be passed by a vote in writing in accordance with article 10.3;
 - (iii) subject to article 11.6(f), a person becomes a General Director if the resolution under article 11.6(e)(ii) is passed by a simple majority.
- (f) A nominated person becomes an Elected Director if:
- (i) they are eligible to be PPO Director or General Director (as applicable) under article 11.5;
 - (ii) they agree to be appointed as a PPO Director or General Director (as applicable); and

- (iii) they are elected as a PPO Director or General Director by a resolution of Members passed in a general meeting.
- (g) There will be no liability for any loss or injury suffered by the Member as a result of any decision made in good faith under article 11.6 and a person's appointment as an Elected Director is not invalid due to a failure of the Organisation or Directors to comply with this article 11.6.
- (h) The Members may pass a resolution at a general meeting waiving the nomination and election process in articles 11.6(b) - (e) for the role of one or more Elected Directors.

11.7 Term and Retirement of Elected Directors

- (a) Subject to articles 11.8 and 11.16, each Elected Director will hold office for a term ending at the conclusion of the third annual general meeting following their appointment.
- (b) Subject to article 11.5 ("Eligibility of Directors"), an Elected Director that retires in accordance with this article 11.7 may be re-elected at the annual general meeting at which they retire.

11.8 Term and Retirement of initial Elected Directors

- (a) Subject to an Elected Director ceasing to become a Director under article 11.16:
 - (i) A maximum of 2 PPO Directors and 2 General Directors elected at the first annual general meeting held after the commencement of this Constitution will hold office for a term ending at the conclusion of the fourth annual general meeting following their appointment; and
 - (ii) the remaining Elected Directors elected at the first annual general meeting held after the commencement of this Constitution will hold office for a term ending at the conclusion of the second annual general meeting following their appointment.
- (b) To determine the duration of the term of office for the initial Elected Directors under articles 11.8(a)-(ii), the Elected Directors will draw straws at a time determined by the Interim Directors.
- (c) Subject to article 11.5 ("Eligibility of Directors"), an Elected Director that retires in accordance with article 11.8(a) may be re-elected at the annual general meeting at which they retire.

11.9 Nomination and election of Board Appointed Directors

- (a) Subject to this article 11.9, the Organisation may have a maximum of 2 Board Appointed Directors.
- (b) A Director may nominate any person they propose to be a Board Appointed Director.
- (c) Subject to this article 11.9, a nominated person may be appointed a Board Appointed Director if:
 - (i) they are eligible to be a Board Appointed Director under article 11.5 (excluding article 11.5(a)(vi) and 11.5(a)(vii));
 - (ii) they agree to be appointed as a Board Appointed Director;

- (iii) their nomination is approved by a resolution of the Directors passed by a special majority;
- (d) The Directors may, in their absolute discretion, determine the method of nominating candidates and any ballot or other voting process to be conducted under this article 11.9.

11.10 Term and Retirement of Board Appointed Directors

- (a) Each Board Appointed Director will hold office for a term determined by the Directors (excluding any Board Appointed Directors), provided the term does not exceed 3 years.
- (b) Subject to article 11.5, each Board Appointed Director shall be eligible for re-appointment by the Directors (excluding any Board Appointed Directors) for further terms of up to 3 years each (or such shorter period as the Directors determine), provided that re-appointment shall not take effect until approved by Members at a general meeting.

11.11 Casual vacancy in Elected Directors or additional Director

- (a) Subject to article 11.5, the Directors may at any time appoint any eligible person to be a Director if the office of an Elected Director becomes vacant under the Corporations Act or this Constitution, to that vacancy.
- (b) A Director appointed under this article 11.11 holds office until the conclusion of the next annual general meeting of the Organisation but is eligible for election at that meeting in accordance with this Constitution.

11.12 Directors may act despite vacancy

- (a) The Directors may act despite a vacancy in their number.
- (b) If the number of Directors is reduced below the requirements of article 11.1, the continuing Directors may, except in an emergency, act only for the purpose of filling vacancies to the extent necessary to bring their number up to that minimum or to convene a general meeting.

11.13 Payments to Directors

- (a) A Director may be paid a salary or sitting fees for their work as a Director provided that the salary or sitting fees are reasonable having regard to the circumstances of the Organisation and the Director (including the responsibilities of office) and remuneration of Directors of organisations that are similar to the Organisation.
- (b) Subject to clause 11.14 and the Corporations Act, Directors may be paid if they have a contract to provide goods or services to the Organisation (so long as the Director has fulfilled any duty to disclose a conflict as required by this Constitution and the payment is fair and reasonable to the Organisation).
- (c) The Organisation may reimburse a Director out of the funds of the Organisation for reasonable travelling, accommodation and other expenses as the Director may incur when travelling to or from meetings of the Directors or a Committee or when otherwise engaged on the business of the Organisation.
- (d) Any payment made under this article 12.4 must be approved by the Directors.

Note: The Directors may delegate this power (and any other of their powers that they are not required by law to deal with as a board) to any person or to a Committee in accordance with articles 12.8 and 12.7.

11.14 Related party benefit

If the Organisation wants to give a financial benefit to a Director or other related party (including a spouse, child or parent of a Director) it must comply with Chapter 2E of the Corporations Act and, where required, follow the procedure to get approval of Members.

11.15 Director's interests

- (a) A Director must comply with the Corporations Act and any other applicable laws relating to disclosure of, and voting on matters involving, Director interests.
- (b) Subject to the provisions of this Constitution and to complying with the Corporations Act and any other applicable law regarding disclosure of and voting on matters involving material personal interests and perceived or actual conflicts of interest, a Director may:
 - (i) hold any office or place of profit in the Organisation, except that of auditor;
 - (ii) hold any office or place of profit in any other company, body corporate, trust or entity promoted by the Organisation or in which it has an interest of any kind;
 - (iii) enter into any contract or arrangement with the Organisation;
 - (iv) participate in any association, institution, fund, trust or scheme for past or present employees of the Organisation or Directors of the Organisation or persons dependent on or connected with them;
 - (v) act in a professional capacity (or be a member of a firm, or an officer or employee of a body corporate which acts in a professional capacity) for the Organisation, except as auditor;
 - (vi) participate in, vote on and be counted in a quorum for any meeting, resolution or decision of the Directors and may be present at any meeting where any matter is being considered by the Directors;
 - (vii) sign or participate in the execution of a document by or on behalf of the Organisation; and
 - (viii) do any of the above despite the fiduciary relationship of the Director's office:
 - (A) without any liability to account to the Organisation for any direct or indirect benefit accruing to the Director; and
 - (B) without affecting the validity of any contract or arrangement.
- (c) A reference to the Organisation in this article is also a reference to any related body corporate of the Organisation.

11.16 Vacation of office

In addition to the circumstances in which the office of a Director becomes vacant under the Corporations Act or the ACNC Act, the office of a Director becomes vacant if the Director:

- (a) is an Elected Director and ceases to be an employee, director or member of a Member;
- (b) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under a law relating to mental health;

- (c) resigns office by notice in writing to the Organisation; or
- (d) is not present personally or by Alternate Director at meetings of the Directors for a continuous period of 3 months without leave of absence from the Directors.

12 Powers and duties of Directors

12.1 Duties of Directors

The Directors must comply with their duties as Directors under all applicable laws.

12.2 Directors to manage the Organisation

The Directors are to manage the business of the Organisation and may exercise all the powers of the Organisation that are not, by the Corporations Act or by this Constitution, required to be exercised by the Organisation in general meeting.

12.3 Specific powers of Directors

Without limiting the generality of article 12.2, the Directors may exercise all the powers of the Organisation to create by-laws, to borrow or raise money, to charge any property or business of the Organisation or all or any of its uncalled capital and to issue debentures or give any other security for a debt, liability or obligation of the Organisation or of any other person.

12.4 Appointment of attorney

The Directors may, by power of attorney, appoint any person or persons to be the attorney or attorneys of the Organisation for the purposes and with the powers, authorities and discretions vested in or exercisable by the Directors for the period and subject to the conditions they think fit.

12.5 Provisions in power of attorney

A power of attorney granted under article 12.4 may contain any provisions for the protection and convenience of persons dealing with the attorney that the Directors think fit and may also authorise the attorney to delegate (including by way of appointment of a substitute attorney) all or any of the powers, authorities and discretions vested in the attorney.

12.6 Signing of cheques

The Directors may determine the manner in which and persons by whom cheques, promissory notes, bankers' drafts, bills of exchange and other negotiable instruments, and receipts for money paid to the Organisation, may be signed, drawn, accepted, endorsed or otherwise executed.

12.7 Powers of delegation

The Directors may delegate any of their powers to any persons they select for any period, to be exercised for any objects and purposes on any terms and subject to any conditions and restrictions as they think fit, and may revoke, withdraw, alter or vary the delegation of any of those powers.

The powers of delegation expressly or impliedly conferred by this Constitution on the Directors are conferred in substitution for, and to the exclusion of, the power conferred by section 198D of the Corporations Act.

12.8 Committees

The Directors may delegate, and revoke the delegation of, any of their powers, other than powers required by law to be dealt with by Directors as a board, to a Committee or Committees consisting of one or more of their number as they think fit.

Note: See also article 14.

12.9 Powers delegated to Committees

A Committee to which any powers have been delegated under article 12.8 must exercise those powers in accordance with any directions of the Directors.

13 Proceedings of Directors

13.1 Directors' meetings

- (a) The Directors may meet together for the dispatch of business and adjourn and, subject to article 13.1(b), regulate their meetings as they think fit.
- (b) The Directors must meet together at least 4 times per calendar year (except for the calendar year in which the Organisation is incorporated).

13.2 Director may convene a meeting

A Director may at any time, and the Secretary must on the written request of a Director, convene a meeting of the Directors.

13.3 Use of technology for Directors' meetings

A Directors' meeting may be called or held using any technology consented to by all the Directors. The consent may be a standing one. A Director may only withdraw their consent within a reasonable period before the meeting.

13.4 Questions decided by majority

A question arising at a meeting of Directors is to be decided by a majority of votes of Directors present and entitled to vote and that decision is for all purposes a decision of the Directors.

13.5 Alternate Director or proxy and voting

A person who is present at a meeting of Directors as an Alternate Director or as a proxy for another Director has one vote for each absent Director who would be entitled to vote if present at the meeting and for whom that person is an Alternate Director or proxy. If that person is also a Director, they have one vote as a Director in that capacity.

13.6 Chair of Directors' meetings

- (a) The Directors may elect one of their number as chair of their meetings.
- (b) A chair may be elected to hold a term ending 3 years following their appointment.
- (c) A Director may be re-elected as chair at the Directors' meeting following their retirement under article 13.6(b) if:
 - (i) the Director has not held the office of chair for a consecutive period of more than 6 years; or

- (ii) it has been at least 3 years since that period (or, if there has been more than one such period, the last of those periods).

13.7 Absence of chair at a Directors' meeting

If a Directors' meeting is held and:

- (a) a chair (or any deputy chair) has not been elected under article 13.6; or
- (b) the chair (or any deputy chair) is not present within 10 minutes after the time appointed for the holding of the meeting or is unable or unwilling to act,

the Directors present must elect one of their number to be a chair of the meeting.

13.8 Chair's casting vote at Directors' meetings

If there is an equality of votes cast for and against a question, the chair of a Directors' meeting has a casting vote, unless only two Directors are present and entitled to vote at the meeting on the question.

13.9 Quorum for Directors' meeting

- (a) A majority of the Directors constitutes a quorum for Directors' meetings.
- (b) If a Directors' meeting is held by Virtual Meeting Platform:
 - (i) A Director is treated as present if the Director is able to hear and be heard by all others attending; and
 - (ii) unless the chair of the meeting is notified that a Director is leaving the meeting, the Director will be assumed to have been present for the duration of the meeting.
- (c) If a meeting is held using any other technology consented to by all Directors, the Directors must determine the basis on which Directors are treated as present.

13.10 Resolutions of Directors without a meeting

- (a) The Directors may pass a resolution without a Directors' meeting being held.
- (b) A resolution is passed if all the Directors entitled to vote on the resolution sign or otherwise agree to the resolution in the manner set out in article 13.10(c) or article 13.10(d).
- (c) A Director may consent to a resolution by signing a document that sets out the terms of the resolution and contains a statement to the effect that the Director is in favour of the resolution. The resolution is not invalidated if it is consented to by a Director who is not entitled to vote.
- (d) Alternatively, a Director may consent to a resolution by giving the Organisation a written notice (including by email or other electronic means) addressed to and received by the Secretary or the chair:
 - (i) that signifies the Director's assent to the resolution;
 - (ii) that sets out the terms of the resolution or identifies those terms; and
 - (iii) if the Director has notified the Organisation in writing of a specified means by which his or her consent must be authenticated (including by providing

particular personal information or an allocated code), that authenticates the Director's consent by those specified means.

- (e) Any document referred to in this article may be in the form of an email or other electronic notification. Separate copies of a document (including in electronic form) may be signed by the Directors if the wording of the resolution and statement is identical in each copy.
- (f) This article 13.10 applies to resolutions of Committees as if the references to Directors were references to Committee members.

13.11 Validity of acts of Directors

All acts done at a meeting of the Directors or of a Committee, or by a person acting as a Director are, even if it is afterwards discovered that:

- (a) there was a defect in the appointment or continuance in office of a person as a Director or of the person so acting; or
- (b) a person acting as a Director was disqualified or was not entitled to vote,

as valid as if the relevant person had been duly appointed or had duly continued in office and was qualified and entitled to vote.

13.12 Appointment of Alternate Director

- (a) Subject to the Corporations Act, an Elected Director or a Director appointed under article 11.11 to fill a casual vacancy may appoint a person:
 - (i) that would be eligible for election under article 11.5; and
 - (ii) who is approved by a majority of the other Directors to fill a casual vacancy, to be an Alternate Director in the Director's place for such period as the Director thinks fit.
- (b) An Alternate Director is entitled to notice of all meetings of the Directors and, if the appointor does not participate in a meeting, the Alternate Director is entitled to participate and vote in the appointor's place.
- (c) An Alternate Director may exercise all the powers of the appointor except the power to appoint an Alternate Director and, subject to the Corporations Act, may perform all the duties of the appointor except to the extent that the appointor has exercised or performed them.
- (d) While acting as a Director, an Alternate Director:
 - (i) is an officer of the Organisation and not the agent of the appointor; and
 - (ii) is responsible to the exclusion of the appointor for the Alternate Director's own acts and defaults.
- (e) Articles 11.13, 11.14 and 11.15 apply to an Alternate Director as if they were a Director.
- (f) The appointment of an Alternate Director may be terminated at any time by the appointor even if the period of the appointment of the Alternate Director has not expired, and terminates in any event if the appointor ceases to be a Director.

- (g) An appointment, or the termination of an appointment, of an Alternate Director must be effected by a notice signed by the Director who makes or made the appointment and delivered to the Organisation.
- (h) An Alternate Director is not to be taken into account separately from the appointor in determining the number of Directors.

14 Advisory council and Committees

14.1 Advisory council

- (a) The Directors may establish, and may disband, 1 or more advisory councils for the purposes of providing guidance and advice to the Directors and for any other informal purposes as the Directors may decide from time to time. The council's advice is not binding on the Directors.
- (b) The Directors have a discretion as to the name, composition, functions, and rules for proceedings and frequency of meetings of any advisory council.

14.2 Chair of Committee

The members of a Committee established under article 12.8 may elect one of their number as chair of their meetings. If a meeting of a Committee is held and:

- (a) a chair has not been elected; or
- (b) the chair is not present within 10 minutes after the time appointed for the holding of the meeting or is unable or unwilling to act,

the members involved may elect one of their number to be chair of the meeting.

14.3 Meetings of Committee

A Committee may meet and adjourn as it thinks proper.

14.4 Determination of questions

Questions arising at a meeting of a Committee are to be determined by a majority of votes of the members of the Committee entitled to vote.

If there is an equality of votes the chair of the meeting has a casting vote, unless only two members of the Committee are present and entitled to vote at the meeting on the question.

15 Chief Executive Officer

- (a) The Directors may:
 - (i) appoint a Chief Executive Officer for any period;
 - (ii) delegate to the Chief Executive Officer any of the powers conferred on the Directors; and
 - (iii) withdraw or vary any of those powers,on any terms and conditions and with any restrictions as they think fit.

- (b) The Directors may fix the remuneration of the Chief Executive Officer which must be reasonable having regard to the remuneration of chief executive officers of organisations that are similar to the Organisation and may be by way of salary drawn from the Organisation.

16 Secretary

16.1 Appointment of Secretary

The Organisation must have at least 1 Secretary who is to be appointed by the Directors.

16.2 Suspension and removal of Secretary

The Directors may suspend or remove a Secretary from that office.

16.3 Powers, duties and authorities of Secretary

A Secretary holds office on the terms and conditions (including as to remuneration) and with the powers, duties and authorities, as determined by the Directors. The exercise of those powers and authorities and the performance of those duties by a Secretary is subject at all times to the control of the Directors.

17 Seals

17.1 Safe custody of common seals

The Directors must provide for the safe custody of any seal of the Organisation.

17.2 Use of common seal

If the Organisation has a common seal or duplicate common seal:

- (a) it may be used only by the authority of the Directors, or of a Committee authorised by the Directors to authorise its use; and
- (b) every document to which it is affixed must be signed by a Director and be countersigned by another Director, a Secretary or another person appointed by the Directors to countersign that document or a class of documents.

18 Inspection of records

18.1 Inspection by Members

Subject to the Corporations Act, the Directors may determine whether and to what extent, and at what times and places and under what conditions, the accounting records and other documents of the Organisation or any of them will be open to the inspection of Members (other than Directors).

18.2 Right of a Member to inspect

A Member (other than a Director) does not have the right to inspect any document of the Organisation except as provided by law or authorised by the Directors or by the Organisation in general meeting.

19 Notice

19.1 What is notice

- (a) Anything written to or from the Organisation under any article in this Constitution is written notice and is subject to this article 19, unless specified otherwise.
- (b) A reference to a document includes a notice and a notification by electronic means.

19.2 Notice to the Organisation

Unless stated otherwise in this Constitution, written notice or any communication under this Constitution may be given to the Organisation, the Directors or the Secretary by:

- (a) delivering it to the Organisation's registered office;
- (b) posting it to the Organisation's registered office or to another address chosen by the Organisation for notice to be provided; or
- (c) sending it to an email address or other electronic address notified by the Organisation to the Members as the Organisation's email address or other electronic address.

19.3 Notice to Members

- (a) Written notice or any communication under this Constitution may be given to a Member:
 - (i) in person, to the Member's Representative;
 - (ii) by posting it to, or leaving it at the address of the Member in the Register or an alternative address (if any) nominated by the Member for service of notices;
 - (iii) sending it to the email or other electronic address nominated by the Member as an alternative address for service of notices (if any); or
 - (iv) if agreed to by the Member, by notifying the Member at an email or other electronic address nominated by the Member, that the notice is available at a specified place or address (including an electronic address).
- (b) For the purposes of article 19.3(a) and subject to applicable law, an alternative address nominated by the Member includes the address of a Representative provided when appointing that Representative in accordance with article 8.1(c).
- (c) If a Member elects to receive documents in physical form or electronic form, the Organisation must take reasonable steps to send documents in a manner that complies with the election.
- (d) If the Organisation does not have an address for the Member, the Organisation is not required to give notice in person.

19.4 When notice is taken to be given

- (a) A notice:
 - (i) delivered in person, or left at the recipient's address: is taken to be given on the day it is delivered;

- (ii) sent by post: is taken to be given on the third Business Day after it is posted to the address notified by the recipient and payment of postage costs;
 - (iii) sent by email or other electronic method: is taken to be given when it is sent, unless the sender receives an automated message that the notice has not been delivered; and
 - (iv) given under article 19.3(a)(iv): is taken to be given on the Business Day after the notification that the notice is available is sent.
- (b) If the delivery or receipt of a notice is on a day which is not a Business Day or is after 5.00pm on a Business Day, it is deemed to be received at 9.00am on the following Business Day.

20 Financial matters

20.1 Organisation's financial year

The Organisation's financial year is from 1 July to 30 June, unless the Directors pass a resolution to change the financial year.

21 Indemnity and insurance

21.1 Indemnity

- (a) The Organisation indemnifies each officer of the Organisation out of the assets of the Organisation, to the maximum extent permitted by law (including the Corporations Act), against all losses and liabilities (including costs, expenses and charges) incurred by that person as an officer of the Organisation, including:
- (i) any liability incurred by the person in that capacity (except a liability for legal costs);
 - (ii) legal costs incurred in defending or resisting (or otherwise in connection with) proceedings, whether civil or criminal or of an administrative or investigatory nature, in which the person becomes involved because of that capacity; and
 - (iii) legal costs incurred in good faith in obtaining legal advice on issues relevant to the performance of their functions and discharge of their duties as an officer of the Organisation or a subsidiary, if that expenditure has been approved in accordance with the Organisation's policy.
- (b) In this article, 'officer' means a Director, Secretary or Treasurer and includes a Director, Secretary or Treasurer after they have ceased to hold that office.
- (c) The indemnity is a continuing obligation and is enforceable by an officer:
- (i) even though that person is no longer an officer of the Organisation, and
 - (ii) without that person having first to incur any expense or make any payment.

21.2 Insurance

To the maximum extent permitted by law (including the Corporations Act), and if the Directors consider it appropriate, the Organisation may pay or agree to pay a premium for a contract

insuring a person who is or has been an officer of the Organisation against any liability incurred by the person as an officer of the Organisation.

21.3 Contract

The Organisation may enter into an agreement with a Director or other officer of the Organisation with respect to the matters referred to in articles 21.1 and 21.2 and including provisions relating to rights of access to the books of the Organisation.

22 Winding up

22.1 Contributions on winding up

Each Member undertakes to contribute to the Organisation's property an amount not more than \$10.00 (the "**Guarantee**") to the property of the Organisation if the Organisation is wound up while the Member is a Member, or within 12 months after they stop being a Member. This Guarantee is for the:

- (a) debts and liabilities of the Organisation incurred before the Member stopped being a Member;
- (b) adjustments of the rights of the contributories among themselves; and
- (c) costs of winding up.

22.2 Surplus assets not to be distributed to Members

If the Organisation is wound up, any surplus assets must not be distributed to a Member or a former Member of the Organisation (unless that member or former member is a charity described in article 22.3 or article 22.4 (as applicable)).

22.3 Distribution of surplus assets

Subject to the Corporations Act, ACNC Act and any other relevant legislation, and any court order, any surplus assets that remain after the Organisation is wound up must be distributed to one or more charities:

- (a) with charitable purpose(s) similar to, or inclusive of, the purpose(s) of the Organisation; and
- (b) which also prohibit the distribution of any surplus assets to their members to at least the same extent as the Organisation.

22.4 Revocation of endorsement as a deductible gift recipient

- (a) Where the Organisation is endorsed as a deductible gift recipient under subdivision 30-BA of the *Income Tax Assessment Act 1997* (Cth), if on the winding up or dissolution of the Organisation or the revocation of the endorsement of the Organisation as a deductible gift recipient under subdivision 30-BA of the *Income Tax Assessment Act 1997* (Cth) (whichever is the earlier) there remains any gifts, deductible contributions and any money received in respect of such gifts and contributions in the Organisation, the remaining gifts, deductible contributions and money shall be transferred to one or more Eligible Charities.
- (b) For the purposes of this article 22.4, the term "**Eligible Charity**" means a fund, authority or institution which:
 - (i) is charitable at law and is not carried on for the profit or gain of its members;

- (ii) gifts or contributions to it are deductible under section 30-15 of the *Income Tax Assessment Act 1997* (Cth); and
- (iii) has purposes similar to the purposes of the Organisation.

22.5 Winding up

In the event that the Members resolve, or this Constitution requires, the winding up of the Organisation, or on the revocation of the endorsement of the Organisation as a deductible gift recipient, then, without limiting the requirements otherwise in this article 22, the Members agree to meet for the purposes of agreeing upon arrangements for an orderly wind up, including in respect to the following:

- (a) the distribution, or sale and distribution of proceeds, of any surplus assets that remain after the Organisation is wound up (in compliance with article 22.3 or article 22.4 as relevant);
- (b) the future ownership by, and use rights of, the Members of Materials generated by the Organisation in the course of conducting, or as a result of conducting, the Activities;
- (c) the future use rights to be granted to and by the Members in respect of Materials of the Members (or past Members) which have been incorporated into the Organisation's Materials or otherwise made available to the Members in connection with the Activities;
- (d) proper handling and/or return of each Member's Confidential Information;
- (e) how the remaining Members will share the responsibilities and costs associated with winding up the Organisation; and
- (f) any other matter not specifically addressed in the preceding paragraphs but properly requiring resolution in the event of the winding up of the Organisation.

Schedule 1 Director Eligibility

1 Skills and Experience

In assessing the suitability of nominated persons for appointment as a Director under article 11.5(a)(viii), the Directors must ensure that such persons will enable the Organisation to have a board of Directors that possesses the following core skills and experience:

- (a) Cultural acumen – Highly developed understanding of Aboriginal and Torres Strait Islander ways of knowing, being and doing and ability to apply this in a governance setting.
- (b) FDSV specialist knowledge – Deep understanding of family, domestic and sexual violence and its impacts on Aboriginal and Torres Strait Islander people and communities including the root causes and social and commercial determinants of family violence, domestic violence and sexual violence as individual concepts and interconnected issues.
- (c) ACCO sector knowledge and alignment – Deep knowledge of the Aboriginal and Torres Strait Islander community-controlled sector as it relates to the delivery of FDSV prevention, early intervention, response and healing services including how the sector operates and experience providing services in the ACCO sector.
- (d) Strategic, policy and research expertise – Highly developed strategic, policy and research expertise, including the ability to analyse complex policy and funding environments, build strong evidence base for change, identify research gaps, identify policy and funding opportunities and risks, and influence reform and government decision-making to advance the Organisation's objectives.
- (e) Accounting and financial expertise – Highly developed accounting and financial management expertise, including the ability to oversee budgeting, reporting and compliance in line with regulatory and funding requirements and provide strategic financial advice to support decision-making.
- (f) Legal, governance and risk management expertise – Deep understanding of corporate governance and risk management principles, regulatory and compliance obligations and applied governance experience within the ACCO sector.
- (g) Leadership and change management expertise – Extensive experience in managing people and achieving change including providing strategic direction to guide organisational growth, building high-performing teams, and fostering a positive, inclusive, and culturally safe workplace.
- (h) Lived experience – Personal experience and understanding of FDSV and the ability and willingness to bring that perspective to the board to inform the Organisation's strategic direction and objectives.

2 Independent Directors

A person is considered independent if the person:

- (a) is not a member of management of the Organisation; and

- (b) is free of any business or other relationship that could materially interfere with the exercise of their unfettered and independent judgment or could reasonably be perceived to do so.

A person who:

- (c) is associated directly with a Member of the Organisation;
- (d) is employed, or has previously been employed, in an executive capacity by the Organisation or a Member and there has not been a period of at least six months between ceasing that employment and serving as a Director;
- (e) within the last six months, has been a principal of a material professional adviser or material consultant to the Organisation or a Member, or an employee materially associated with the service provided;
- (f) is a material supplier or customer of the Organisation or a Member, or an officer of or otherwise associated directly or indirectly with a material supplier or customer; or
- (g) has a material contractual relationship with the Organisation or a Member other than as a Director of the Organisation,

will not be considered independent, unless the Directors are satisfied on reasonable grounds that the person is independent despite the existence of one or more of these circumstances.