

Constitution

NETBALL QUEENSLAND LIMITED



Approved: 22 November 2022

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Constitution

NETBALL QUEENSLAND LIMITED

Date:

1. DEFINITIONS AND INTERPRETATIONS

1.1 Definitions

In this Constitution unless the context requires otherwise:

- (a) **AGM or Annual General Meeting** means the Annual General Meeting of the Company required to be held by the Company in each calendar year under section 250N(2) of the Corporations Act.
- (b) **Appointed Director** means a Director appointed under **clause 12.9**.
- (c) **CEO** means a person appointed as Chief Executive Officer of the Company by the Directors.
- (d) **Chairperson or Chair** means the person elected as the Chair of the Company under **clause 14.7(a)**.
- (e) **Committee** means a committee established by the Directors under **clause 18**.
- (f) **Community Member** means a non-profit entity which has an interest in Netball which is not a Member Association but may be a club, region or league.
- (g) **Company Secretary** means the person or people appointed as a Company Secretary of the Company by the Directors under **clause 17**.
- (h) **Constitution** means this Constitution as amended from time to time, and a reference to a particular clause is a reference to a clause of this Constitution.
- (i) **Corporations Act** means the [Corporations Act 2001 \(Cth\)](#) as modified and amended from time to time and includes any regulations made under that Act and any exemption or modification to that Act applying to the Company.
- (j) **Director** means a director of the Company and includes an Elected Director and an Appointed Director.
- (k) **Directors** means, as the case requires, all or some of the Directors acting together in accordance with their powers and authority under this Constitution.
- (l) **Elected Director** means a Director elected under **clause 12**.
- (m) **Financial year** means the year ending 31 December each year.
- (n) **General Meeting** means a general meeting of Members and includes the AGM.

- (o) **Individual Member** means a person admitted to the Company as an Individual Member under **clause 5.6**.
- (p) **Member** means a Member of the Company under **clause 5**.
- (q) **Member Association** means a legal entity recognised by the Company under **clause 5** as representing a geographic area or group of clubs or teams.
- (r) **Netball** means the sport of Netball as determined by Netball Australia and/or Netball Queensland and includes all derivative programs, products and variations as may be recognised by the Company from time to time.
- (s) **Objects** means the objects of the Company in **clause 2**.
- (t) **Official Position** means, in connection with any legal entity or organisation, a person who holds a position, whether elected or appointed, as president, secretary, treasurer, director or equivalent of that legal entity or organisation.
- (u) **Policy** means a Policy or By-law made under **clauses 7.2 and 19**.
- (v) **Representative** means a person (other than a proxy) appointed in accordance with the Corporations Act to represent a Member at a General Meeting of the Company.
- (w) **Special Resolution** means a resolution that must be passed by a majority of at least 75% of the votes cast by Members entitled to vote at the relevant General Meeting in accordance with this Constitution and/or the Corporations Act.
- (x) **State** means the States of Australia, which shall be deemed to include each of the Northern Territory and the Australian Capital Territory.
- (y) **Netball Australia Regulations** mean the rules and regulations of Netball Australia in force from time to time.
- (z) **Telecommunications Meeting** means a meeting held at two or more venues using technology that gives the Members or Directors as a whole a reasonable opportunity to participate.
- (aa) **Voting Member** means, in relation to a General Meeting, those Members present and entitled to vote under **clause 11.1(b)**.

1.2 Interpretation

In this Constitution unless the context requires otherwise:

- (a) a reference to the Company is a reference to Netball Queensland Limited, a company limited by guarantee;
- (b) (presence of a Member) a reference to a Member present at a General Meeting means the Member present in person or by proxy or Representative;
- (c) (document) a reference to a document or instrument includes any amendments made to it from time to time and, unless the contrary intention appears, includes a replacement;
- (d) (gender) words importing any gender include all other genders;

- (e) (person) the word person includes a firm, a legal entity, a partnership, a joint venture, an unincorporated body or association or an authority;
- (f) (successors) a reference to an organisation includes a reference to its successors;
- (g) (singular includes plural) the singular includes the plural and vice versa;
- (h) (instruments) a reference to a law includes regulations and instruments made under it;
- (i) (amendments to legislation) a reference to a law or a provision of a law includes amendments, re-enactments or replacements of that law or the provision, whether by a State or the Commonwealth or otherwise;
- (j) (include) the words include, includes, including and for example are not to be interpreted as words of limitation;
- (k) (signed) where, by a provision of this Constitution, a document including a notice is required to be signed, that requirement may be satisfied in relation to an electronic communication of the document in any manner permitted by law or by any State or Commonwealth law relating to electronic transmissions or in any other manner approved by the Directors; and
- (l) (writing) writing and written includes printing, typing and other modes of reproducing words in a visible form including, without limitation, any representation of words in a physical document or in an electronic communication or form or otherwise.

1.3 Corporations Act

- (a) In this Constitution, unless the context requires otherwise, an expression has, in a provision of this Constitution that deals with a matter dealt with by a particular provision of the Corporations Act, the same meaning as in that provision of the Corporations Act.
- (b) The provisions of the Corporations Act that apply as replaceable rules are displaced by this Constitution and accordingly do not apply to the Company.

1.4 Headings

Headings are inserted for convenience and do not affect the interpretation of this Constitution.

2. OBJECTS

- (a) Netball Australia is the national authority entitled to make and enforce regulations for the encouragement and control of Netball. So that the above authority may be exercised in a fair and equitable manner, Netball Australia has drawn up the Netball Australia Regulations governing Netball.
- (b) Each member organisation (as defined in the Netball Australia constitution), including the Company, belonging to Netball Australia, shall be presumed to acquiesce in and be bound by the Netball Australia Regulations. Subject to such acquiescence and restraint, one single member organisation per state shall be recognised by Netball Australia as the sole State body for the

enforcement of the present Netball Australia Regulations and control of Netball in its own state.

The Company has been so recognised by Netball Australia and delegated by Netball Australia with governing Netball in and for Queensland.

- (c) The Objects of the Company shall be to:
- (i) conduct, encourage, promote, advance, control and manage all levels of Netball in Queensland interdependently with Members and others;
 - (ii) adopt, formulate, issue, interpret and amend Policies & By-laws for the control and conduct of Netball in Queensland;
 - (iii) own, lease, manage, and encourage the provision and development of, appropriate venues and facilities for participation in Netball and advancement of these Objects;
 - (iv) maintain and enhance standards, quality and reputation of Netball for the collective and mutual benefit and interests of Members and Netball;
 - (v) promote the sport of netball for commercial, government and public recognition and benefits;
 - (vi) pursue through itself or others, such commercial arrangements, including sponsorship, marketing and promotional opportunities, government funding, fundraising and media rights as are appropriate to further Netball and the Company;
 - (vii) be the only body entitled to prepare and enter Queensland teams in Australian Netball competitions;
 - (viii) promote, sanction, control, manage and conduct netball events, programs, competitions and championships;
 - (ix) have regard to the public interest in its operations;
 - (x) operate with, and promote mutual trust, respect and confidence between the Company, staff, Directors and its Members in pursuit of these Objects.
 - (xi) use and protect the Intellectual Property; and
 - (xii) undertake other actions or activities necessary, incidental or conducive to advance these Objects, Netball or the Company.

3. POWERS

Solely for furthering the Objects under **clause 2**, the Company, in addition to any other powers it has under the Corporations Act, has the legal capacity and powers of a company limited by guarantee as set out under section 124 of the Corporations Act.

4. INCOME AND PROPERTY OF THE COMPANY

4.1 Sole Purpose

The income and property of the Company will only be applied towards the promotion of the Objects of the Company.

4.2 Payments to Members

No income or property will be paid or transferred directly or indirectly to any Member except for payments to a Member:

- (a) in return for any services rendered or goods supplied in the ordinary and usual course of business to the Company; or
- (b) of interest at a rate not exceeding current bank overdraft rates of interest for moneys lent; or
- (c) of reasonable rent for premises let to the Company by them.

5. MEMBERSHIP

5.1 Categories of Members

Members of the Company shall fall into one of the following categories:

- (a) Member Associations;
- (b) Legacy Life Members;
- (c) Honorary Life Members;
- (d) Individual Members;
- (e) Community Member; or
- (f) Such other category of Member as may be created by the Board from time to time. Any category of Member created by the Board under this **clause 5.1(f)** may not be granted voting rights.

5.2 Admission of Members

An entity or a person will become a Member, and the Directors will direct the Company Secretary to record their name in the register of Members kept by the Company, only upon meeting the criteria applicable to the relevant category of membership set out in this Constitution and provided the Member has submitted an application, which is accepted by the Directors, in which the Member undertakes to:

- (a) be bound by this Constitution, the Netball Australia Regulations and the Policies and By-laws (including Policies and By-laws specific to the relevant category of Membership);
- (b) pay the fees and subscriptions determined to apply to the Member under **clause 8**.

5.3 Member Associations

- (a) Member Associations are those entities recognised by the Company responsible for the efficient administration of Netball in accordance with the Objects.
- (b) Each Member Association will:
 - (i) have objects that align with those of the Company as stated in **clause 2** and do all that is reasonably necessary to enable the Objects to be achieved, having regard to any legislation applicable to that Member Association;
 - (ii) effectively promulgate and enforce the Constitution, Policies and By-laws of the Company and the Netball Australia Regulations;
 - (iii) ensure all its members agree to comply with Policies and By-laws in accordance with the Company prescribed manner and procedures;
 - (iv) at all times act for and on behalf of the interests of the Company, the Members and Netball;
 - (v) be responsible and accountable to the Company for fulfilling its obligations under the Company's strategic plan as revised from time to time;
 - (vi) provide the Company with copies of its audited accounts, annual report and associated documents immediately following its Annual General Meeting;
 - (vii) provide the Company with copies of its business plans and budgets from time to time and within 14 days of request by the Directors;
 - (viii) be bound by this Constitution and the Policies and By-laws and the Netball Australia Regulations;
 - (ix) act in good faith and loyalty to maintain and enhance the Company and Netball, its standards, quality and reputation for the collective and mutual benefit of the Members and Netball;
 - (x) at all times operate with and promote mutual trust and confidence between the Company and the Members, promote economic and sporting success, strength and stability of each other and work cooperatively with each other in the pursuit of the Objects;
 - (xi) maintain a database of all clubs, officials and members in accordance with the Policies and By-laws and provide a copy to the Company upon request from time to time by the Directors in such means as may be required;
 - (xii) not do or permit to be done any act or thing which might adversely affect or derogate from the standards, quality and reputation of Netball and its maintenance and development; and
 - (xiii) advise the Company as soon as practicable of any serious administrative, operational or financial difficulties, assist the Company in investigating those issues and cooperate with the Company in

addressing those issues in whatever manner, including by allowing the Company to appoint an administrator to investigate, conduct and manage its business and affairs, or to allow the Company itself to conduct all or part of the business or affairs of the relevant Member Association and on such conditions as the Company considers appropriate.

- (c) Constitutions of Member Associations
 - (i) Each Member Association must take all steps necessary to ensure its constituent documents, and any amendments, conform with this Constitution and the Policies and By-laws, subject to any prohibition or inconsistency in any legislation applicable to that Member Association.
 - (ii) If the constituent documents do not conform with this Constitution or the Policies and By-laws, the relevant Member Association shall, without delay, take all steps necessary to address the inconsistency so that those documents conform with this Constitution and the Policies and By-laws.
 - (iii) For the avoidance of doubt, if any inconsistency remains between the constituent documents of a Member Association and this Constitution or the Policies and By-laws, this Constitution and the Policies and By-laws shall prevail to the extent of that inconsistency.
 - (iv) The constituent documents of a Member Association must require the Member Association to:
 - (A) advise the Company as soon as practicable of any serious administrative, operational or financial difficulties the Member Association is having;
 - (B) assist the Company in investigating those issues; and
 - (C) cooperate with the Company in addressing those issues in whatever manner, including by allowing the Company to appoint an administrator to investigate, conduct and manage the Member Association's business and affairs, or to allow the Company itself to conduct all or part of the business or affairs of the Member Association and on such conditions as the Company considers appropriate.

5.4 Legacy Life Members

- (a) Legacy Life Membership seeks to recognise that, at the establishment of the Company several individuals had been previously elected with a right to vote, which was bestowed by the Company for longstanding and valued service to netball in Queensland.
- (b) The Legacy Life Members of the Company are the persons listed in **Schedule 1** to this Constitution. These Legacy Life Members will retain the right to vote.

5.5 Honorary Life Members

- (a) Eligibility

A person who has rendered longstanding service to Netball or a Member Association may be elected at any General Meeting as an Honorary Life Member by special resolution.

(b) New Honorary Life Members

No more than one new Honorary Life Member shall be elected in any one calendar year.

(c) Rights

Honorary Life Members shall not in that capacity be entitled to vote at meetings of the Company.

(d) Entitlements

Honorary Life Members shall be entitled to receive notice of, attend and speak at General Meetings of the Company and to receive such other rights and privileges as the Company may from time to time determine.

(e) Election of Honorary Life Members

In the election of Honorary Life Members:

- (i) Notice of nomination shall be signed by the representatives of at least two (2) Member Associations and shall be given to the Company Secretary along with any references from nominees. The Company Secretary may call for nominations.
- (ii) The Board of Directors shall consider, at the appropriate time, nominations for Honorary Life membership that have been received. The Board of Directors in their absolute discretion may select one of the nominees to be submitted at the next General Meeting for election. Only one nomination for election shall be put at any General Meeting.
- (iii) Any nominee shall be declared elected only by special resolution of the Company. Upon election, the name of the person elected shall be entered into a register of Honorary Life Members.
- (vi) Nominations shall be made no later than ninety (90) days prior to the General Meeting.

5.6 Individual Members

- (a) No individual shall be registered with the Company as an Individual Member except in accordance with this **clause 5.6**. The Company may, at its discretion, refuse to accept a person as an Individual Member and shall not be required or compelled to provide any reason for such rejection.
- (b) An individual may apply to become an Individual Member of the Company and is subject to the provisions of this Constitution.
- (c) In addition to the effect of membership set out in **clause 5.2**, an Individual Member must comply with this Constitution and the Policies and By-laws and support the Company and the Objects.

- (d) An Individual Member is entitled to any benefits of membership prescribed to apply to Individual Members in the Policies and By-laws but, in any event, shall not be entitled to receive notice, attend, nominate, move, or vote at General Meetings.

5.7 Community Member

- (a) An entity that meets the definition for Community Member as set out herein may apply to become a Community Member of the Company and upon becoming a Member is subject to the provisions of this Constitution and Policies and By-laws and shall support the Company and the Objects.
- (b) A Community Member is entitled to any benefits of membership prescribed to apply to Community Members in the Policies and By-laws but, in any event, shall not be entitled to vote at General Meetings.

5.8 Effect of Membership

A Member acknowledges and agrees that:

- (a) This Constitution constitutes a contract between each of them and the Company and that they are bound by this Constitution and the Policies and By-laws;
- (b) they must comply with and observe this Constitution and the Policies and By-laws and any determination or resolution which may be made or passed by the Board;

5.9 Register of Members and General

- (a) The Company must keep and maintain a register of all Members in accordance with the Corporations Act.
- (b) A Member does not have the right to inspect any document of the Company (including registers kept by the Company) except as required by law.
- (c) No Member whose membership ceases has any claim against the Company or the Directors for damages or otherwise arising from cessation, suspension or termination of membership.
- (d) Membership is personal to each Member. No Member shall, or purport to, assign the rights comprising or associated with membership to any other person and any attempt to do so shall be void.
- (e) A Member must treat all Directors, staff, contractors and representatives (including volunteers) of the Company with respect and courtesy at all times.
- (f) A Member must not act in a manner unbecoming of a Member or prejudicial to the Objects and interests of the Company or Netball, or both.

5.10 Limited Liability

Members have no liability in that capacity except as set out in **clause 24**.

6. CESSATION OF MEMBERSHIP

6.1 Cessation

A Member ceases to be a Member:

- (a) on resignation in accordance with **clause 6.2**;
- (b) if the Member has not paid all money due and payable by that Member to the Company by the due date for payment (including any contribution or fee) and the Board may resolve to terminate the membership of the Member but not before the Member has been given appropriate notice via electronic notification or invoice to pay the amount outstanding;
- (c) on termination of their membership according to this Constitution or the Policies and By-laws;
- (d) where the Member is an Individual Member, if the Member,
 - (i) dies;
 - (ii) becomes mentally incapacitated or whose person or estate is liable to be dealt with in any way under the laws relating to mental health;
 - (iii) is an undischarged bankrupt;
 - (iv) is convicted of an indictable offence;
- (e) where the Member is a Member Association, if:
 - (i) it dissolves or otherwise ceases to exist;
 - (ii) a liquidator, administrator or receiver is appointed in connection with the winding up of the Member;
 - (iii) the Member suffers any form of insolvency event; or
 - (iv) an order is made by a court for the winding up or deregistration of the Member; and
- (f) and without limiting the foregoing, that Member no longer meeting the requirements for membership according to **clause 5**.

6.2 Resignation

- (a) For the purposes of **clause 6.1(a)**, any Member which/who has paid all money due and payable to the Company and has no other actual or contingent liability to the Company may resign as a Member of the Company by giving 30 days written notice to the Directors of such intention to withdraw or resign. On expiration of that period of notice, the Member ceases to be a Member.
- (b) Where a Member Association seeks to resign as a member of the Company the written notice must be accompanied by a copy of the special resolution passed by the Member Association's members resolving that the Member Association resign from the Company.

6.3 Forfeiture of Rights

A Member who or which ceases to be a Member:

- (a) forfeits all rights in and claim upon the Company or the Directors for damages or otherwise, or claim upon its property including its intellectual property rights;
- (b) must immediately return any Company documents, records or other property in the possession, custody or control of that Member to the Company;
- (c) is not entitled to any refund (or part refund) of a subscription or any other money due and payable to the Company. Any money held in credit would not form part of the subscription, nor would it be due and payable and would therefore be refundable, irrespective of membership status; and
- (d) remains liable for, and will pay to the Company, all subscriptions and money which were due at the date of ceasing to be a Member.

6.4 Effect of Cessation on Individuals

Where a Member Association ceases to be a Member in accordance with this Constitution or the Corporations Act, the continuing membership of individual members of that Member Association will be determined at the sole discretion of the Board.

6.5 Membership may be Reinstated

Membership may be reinstated at the discretion of the Board, on application by the relevant Member in accordance with this Constitution and otherwise on such conditions as it sees fit.

7. GRIEVANCES AND DISCIPLINE OF MEMBERS

7.1 Jurisdiction

All Members will be subject to, and submit unreservedly to, the jurisdiction, procedures, penalties and appeal mechanisms of the Company whether under the Policies and By-laws or under this Constitution.

7.2 Policies & By-laws

- (a) The Directors may make a Policy, By-law, Policies or By-laws:
 - (i) for the investigation, hearing and determination of:
 - (A) grievances by any Member who feels aggrieved by a decision or action of the Company; and
 - (B) disputes between Members relating to the conduct or administration of Netball;
 - (ii) for the discipline of Members;
 - (iii) for the formation and administration of an Appeals Tribunal which must be independent of any party before it on the matter which is the subject of the appeal in question; and

- (iv) for the suspension, termination or otherwise sanctioning of Members.
- (b) The Directors in their sole discretion may refer an allegation (which in the opinion of the Directors is not vexatious, trifling or frivolous) by a complainant (including a Director or a Member) that a Member has:
 - (i) breached, failed, refused or neglected to comply with a provision of this Constitution, the Policies and By-laws or any other resolution or determination of the Directors or any duly authorised committee; or
 - (ii) acted in a manner unbecoming of a Member or prejudicial to the Objects and interests of the Company or Netball, or both; or
 - (iii) prejudiced the Company or Netball or reasonably perceived to have brought the Company or Netball or themselves into disrepute,for investigation or determination either under the procedures set down in the Policies and By-laws or by such other procedure and/or persons as the Directors consider appropriate.
- (c) During investigatory or disciplinary proceedings under this **clause 7**, a respondent may not participate in Netball, pending the determination of such proceedings (including any available appeal) unless the Directors decide continued participation is appropriate having regard to the matter at hand.
- (d) The Directors may include in any Policy, Policies or By-Laws a final right of appeal to an independent body outside the control of the Netball.

8. FEES AND SUBSCRIPTIONS

8.1 Membership Fee

- (a) The Directors must determine from time to time:
 - (i) the amount (if any) payable by an applicant for membership;
 - (ii) the amount of the annual subscription fee payable by each Member, or any category of Members;
 - (iii) any other amount to be paid by each Member, or any category of Members, whether of a recurrent or any other nature; and
 - (iv) the payment method and the due date for payment.
- (b) Each Member must pay to the Company the amounts determined under this **clause 8** in accordance with **clause 8.1(a)(iv)**.

8.2 Non-Payment of Fees

The right of a Member to attend and vote at a General Meeting is suspended while the payment of any subscription, fee or other amount determined under **clause 8** is in arrears greater than 90 days from the expiry of the time prescribed for payment of those amounts.

8.3 Deferral or reduction of subscriptions

- (a) The Directors may defer the obligations of a Member to pay a subscription or other amount, or reduce (including to zero) the subscription or other amount payable by a Member, if the Directors are satisfied that:
- (i) there are reasonable grounds for doing so;
 - (ii) the Company will not be materially disadvantaged as a result; and
 - (iii) the Member agrees to pay the deferred or (if greater than zero) the reduced subscription or other amount within a time fixed by the Directors.
- (b) If the Directors defer or reduce a subscription or other amount payable by a Member under this **clause 8.3**, that Member will retain their rights to attend and vote at a General Meeting, unless otherwise specified by the Directors.

9. GENERAL MEETINGS

9.1 Annual General Meeting

The Annual General Meeting (AGM) of the Company are to be held:

- (a) according to the Corporations Act; and
- (b) at a date and venue determined by the Directors with due consideration given to ensure that the day and time allocated allows for maximum attendance, engagement and participation by Members.
- (c) The agenda for the AGM is as follows:-
 - Consideration of the Statutory Financial Report from the previous financial year.
 - The appointment of the company auditor where a vacancy in the position of auditor exists.
 - Announcement of the result of the Elected Director Ballot as applicable.
 - Other Business as stated in the Notice of Meeting.

9.2 Power to convene General Meeting

- (a) The Directors may convene a General Meeting when they think fit and must do so if required by the Corporations Act.
- (b) The Voting Members may convene a General Meeting, which must comply with the requirements under the Corporations Act.

9.3 Notice of a General Meeting

- (a) Notice of a General Meeting of Members must be given:
 - (i) to all Members entitled to attend the General Meeting, the Directors, and the auditor of the Company; and

- (ii) in accordance with **clause 22** and the Corporations Act.
- (b) At least 45 days prior to the proposed date of the AGM, the Company Secretary or CEO will request from Voting Members notices of motions, which must be received no less than 28 days prior to the AGM.
- (c) At least 21 days notice of the time and place of a General Meeting must be given, together with:
 - (i) all information required to be included in accordance with the Corporations Act;
 - (ii) in the case of a proposed Special Resolution, the intention to propose the Special Resolution and the terms of the proposed Special Resolution;
 - (iii) where applicable, any notice of motion received from any Voting Member or Director in accordance with the Corporations Act; and
 - (iv) where applicable, a list of all nominations received for positions to be elected at the relevant General Meeting.
- (d) Observers are permitted to attend any meeting as approved by the Directors.

9.4 No other business

No business other than that stated in the notice of meeting may be transacted at a General Meeting.

9.5 Cancellation or postponement of General Meeting

Where a General Meeting (including an AGM) is convened by the Directors they may, if they think fit, cancel the meeting or postpone the meeting to a date and time they determine. This clause does not apply to a General Meeting convened by:

- (a) Members according to the Corporations Act;
- (b) the Directors at the request of Members; or
- (c) a court.

9.6 Written notice of cancellation or postponement of General Meeting

Notice of the cancellation or postponement of a General Meeting must state the reasons for doing so and be given to:

- (a) each Member entitled to attend the General Meeting; and
- (b) each other person entitled to notice of a General Meeting under the Corporations Act.

9.7 Contents of notice postponing General Meeting

A notice postponing a General Meeting must specify:

- (a) the new date and time for the meeting;

- (b) the place where the meeting is to be held, which may be either the same as or different to the place specified in the notice originally convening the meeting; and
- (c) if the meeting is to be held in two or more places, the technology that will be used to hold the meeting in that manner.

9.8 Number of clear days for postponement of General Meeting

The number of clear days from the giving of a notice postponing a General Meeting to the date specified in that notice for the postponed meeting must not be less than the number of clear days' notice of that General Meeting required to be given by **clause 10.8** or the Corporations Act.

9.9 Business at postponed General Meeting

The only business that may be transacted at a postponed General Meeting is the business specified in the notice originally convening the meeting.

9.10 Representative, proxy or attorney at postponed General Meeting

Where:

- (a) by the terms of an instrument appointing a Representative, proxy or attorney that appointed person is authorised to attend and vote at a General Meeting on behalf of the appointing Member to be held on a specified date or at a General Meeting or General Meetings to be held on or before a specified date; and
- (b) the date for the meeting is postponed to a date later than the date specified in the instrument, then that later date is substituted for the date specified in the instrument appointing that appointed person, unless the appointing Member notifies the Company in writing to the contrary at least 48 hours before the time at which the postponed meeting is to be held.

9.11 Non-receipt of notice

The non-receipt of a notice convening, cancelling or postponing a General Meeting by, or the accidental omission to give a notice of that kind to, a person entitled to receive it, does not invalidate the General Meeting or any resolution passed at the General Meeting or at a postponed meeting or the cancellation or postponement of the meeting.

9.12 Right to appoint representative

- (a) In accordance with the Corporations Act, each Voting Member is entitled to appoint an individual as their Representative to attend General Meetings, provided that the Voting Member has not appointed a proxy under **clause 9.13**, and to exercise the powers of the Voting Member in relation to resolutions to be passed without meetings.
- (b) Community Members shall be entitled to receive notice of General Meetings of the Company and may appoint a Representative to attend and speak at a General Meeting but such Representative shall not have the right to vote.

9.13 Right to appoint proxy

- (a) A Voting Member entitled to attend a General Meeting of the Company is entitled to appoint a person as their proxy to attend the meeting in their place in accordance with the Corporations Act.
- (b) A proxy may be revoked by the appointing Member at any time by notice in writing to the Company.

9.14 Form of proxy

The instrument appointing a proxy may be in form determined by the Directors from time to time provided it complies with the requirements under the Corporations Act.

9.15 Lodgement of proxy

- (a) A proxy may vote at a General Meeting or adjourned or postponed meeting (as the case may be) only if the instrument appointing the proxy is received by the Company:
 - (i) at the office, email address office or at such other place or electronic address specified for that purpose in the notice of meeting; and
 - (ii) at least 48 hours before the scheduled commencement time for the meeting or adjourned or postponed meeting (as the case may be) at which the person named in the instrument proposes to vote. The scheduled commencement time is as specified in the notice of meeting.
- (b) An undated proxy is taken to be dated on the day that it is received by the Company.

9.16 Authority given by appointment

- (a) Unless the terms of the appointment specify to the contrary, an appointment by a Voting Member confers authority on a proxy or Representative to:
 - (i) agree to a General Meeting being convened by shorter notice than is required by the Corporations Act or by this Constitution;
 - (ii) speak to any proposed resolution; and
 - (iii) demand or join in demanding a poll on any resolution.
- (b) Unless the terms of the appointment specify to the contrary, even if the instrument of appointment refers to specific resolutions and directs the proxy or Representative on how to vote on those resolutions, the appointment is taken to confer authority to:
 - (i) vote on any amendment moved to the proposed resolutions and on any motion that the proposed resolutions not be put or any similar motion;
 - (ii) vote on any procedural motion; and
 - (iii) act generally at the meeting.

- (c) Unless the terms of the appointment specify to the contrary, if the instrument of appointment refers to a specific meeting to be held at a specified time or venue and the meeting is postponed or adjourned or changed to another venue, then the appointment confers authority to attend and vote at the:
 - (i) postponed or adjourned meeting; or
 - (ii) new venue.
- (d) An appointment of a proxy may be a standing proxy, that is, the appointment under the proxy remains valid until it is revoked by the Voting Member that made the appointment.
- (e) The instrument appointing a proxy may provide for the Chairperson to act as proxy in the absence of any other appointment or if the person or persons nominated fails or fail to attend the meeting.
- (f) The instrument appointing a proxy may direct the manner in which the proxy is to vote in respect of a particular resolution.
- (g) If a proxy is appointed to vote on a particular resolution by more than one Voting Member and the instruments appointing the proxy direct the proxy to vote on the resolution in different ways, then the proxy must not vote on a show of hands taken on the resolution.

10. PROCEEDINGS AT GENERAL MEETING

10.1 Number for a quorum

The number of Members who must be present and eligible to vote for a quorum to exist at a General Meeting is twenty percent (20%) of current Voting Members. In the instance of a hybrid meeting, a roll call of attendees in physical attendance and on-line attendance shall be recorded and announced.

10.2 Requirement for a quorum

An item of business may not be transacted at a General Meeting unless a quorum is present at the commencement of, and remains throughout, the General Meeting.

10.3 Quorum and time

If, within 30 minutes after the time appointed for a General Meeting, a quorum is not present, the meeting:

- (a) if convened by, or on requisition of, Members, is dissolved; and
- (b) in any other case stands adjourned to such other day, time and place as the Chair determines.

10.4 Adjourned meeting

If a quorum is not present within 30 minutes after the time appointed for the adjourned meeting, those members then present shall constitute a quorum.

10.5 Chairperson to preside over General Meetings

- (a) The Chairperson is entitled to preside as Chair at General Meetings.

- (b) If a General Meeting is convened and there is no Chair, or the Chair is not present within 15 minutes after the time appointed for the meeting, or is unable or unwilling to act, the following may preside as Chair (in order of entitlement):
 - (i) a Director (or other person) chosen by a majority of the Directors present;
 - (ii) the only Director present; or
 - (iii) a Representative of a Voting Member who is entitled to vote and is chosen by a majority of the Voting Members present.

10.6 Conduct of General Meetings

- (a) The Chair:
 - (i) has charge of the general conduct of the meeting and of the procedures to be adopted;
 - (ii) may require the adoption of any procedure which in his or her opinion is necessary or desirable for proper and orderly debate or discussion or the proper and orderly casting or recording of votes; and
 - (iii) may, having regard where necessary to the Corporations Act, terminate discussion or debate on any matter whenever they consider it necessary or desirable for the proper conduct of the meeting.
- (b) A decision by the Chair under this **clause 10.6** is final.

10.7 Adjournment of General Meeting

- (a) The Chair may, with the consent of any meeting at which a quorum is present, and must if so directed by the meeting, adjourn the meeting or any business, motion, question, resolution, debate or discussion being considered or remaining to be considered by the meeting.
- (b) The adjournment may be either to a later time at the same meeting or to an adjourned meeting at any time and place agreed by vote of the members present.
- (c) Only unfinished business is to be transacted at a meeting resumed after an adjournment.

10.8 Notice of adjourned meeting

- (a) 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 30 days or more.
- (b) In that case, at least the same period of notice as was originally required for the meeting must be given for the adjourned meeting.

10.9 Questions decided by majority

Subject to the requirements of the Corporations Act and except in the case of a Special Resolution, a resolution is carried if a simple majority of the votes cast on the resolution are in favour of it.

10.10 Equality of votes

Where an equal number of votes are cast in favour of and against the resolution, the resolution is not carried.

10.11 Declaration of results

- (a) At any General Meeting a resolution put to the vote of the meeting must be decided on a show of hands unless a poll is properly demanded and the demand is not withdrawn.
- (b) A declaration by the Chair that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the minutes of the meetings of the Company, is conclusive evidence of the fact.
- (c) Neither the Chair nor the minutes need state, and it is not necessary to prove, the number or proportion of the votes recorded for or against the resolution.

10.12 Poll

- (a) If a poll is properly demanded in accordance with the Corporations Act or by the Chair of the meeting, it must be taken in the manner and at the date and time directed by the Chair, and the result of the poll is the resolution of the meeting at which the poll was demanded.
- (b) A poll demanded on the election of a Chair or on a question of adjournment must be taken immediately.
- (c) A demand for a poll may be withdrawn.
- (d) A demand for a poll does not prevent the General Meeting continuing for the transaction of any business other than the question on which the poll was demanded.

10.13 Objection to voting qualification

- (a) An objection to the right of a person to attend or vote at a General Meeting (including an adjourned meeting):
 - (i) may not be raised except at that meeting; and
 - (ii) must be referred to the Chair, whose decision is final.
- (b) A vote not disallowed under the objection is valid for all purposes.

10.14 Chair to determine any poll dispute

If there is a dispute about the admission or rejection of a vote, the Chair must decide it and the Chair's decision made is final.

11. VOTES OF MEMBERS

11.1 Votes of Members

- (a) At a General Meeting, by electronic pre-polling closing 15 minutes before the General Meeting or by a show of hands, each of the Voting Members shall have the votes set out in this **clause 11.1**.
- (b) Each Member Association and each Legacy Life Member will receive one vote.
- (c) No Member other than Legacy Life Members and Member Associations shall be entitled to vote at General Meetings.

11.2 Election of Directors

- (a) The Company Secretary or CEO will call for nominations for vacating Elected Director positions at the approaching Annual General Meeting, at least 60 days prior to the Annual General Meeting.
- (b) Following each Annual General Meeting, the Board must appoint an independent Returning Officer to hold office for the ensuing twelve months.
- (c) A valid nomination for the election of an Elected Director is:
 - (i) proposed by one Member;
 - (ii) where the nominee is eligible under **clause 12.2**.
- (d) Elected Director nominations must be lodged in the manner required by the Company (including by pre-paid mail, email or technology platform) to the Returning Officer at least 35 days prior to the Annual General Meeting.
- (e) An election must be held irrespective of the number of candidates nominated for an office or position on the Board. Election to each position on the Board requires a majority or 'first past the post' vote.
- (f) In the election of Board members, voting is by secret ballot. At each Annual General Meeting, the Chairperson will appoint two (2) scrutineers to scrutinise the ballot.
- (g) The Company Secretary or CEO will provide to eligible members, voting method and instructions listing qualified candidates at least 28 days prior to the Annual General Meeting.

11.3 Resolutions not in General Meeting

- (a) If all Members entitled to vote sign a document containing a statement that they are in favour of a resolution in terms set out in the document, a resolution in those terms is deemed to have been passed at a General Meeting of the Company held at the time on which the document was signed by the last Member entitled to vote.
- (b) For the purposes of **clause 11.3(a)**, two or more separate documents containing statements in identical terms, each of which is signed by one or more Members entitled to vote, are deemed together to constitute one

document containing a statement in those terms signed by those Members on the respective days on which they signed the separate documents.

- (c) A facsimile transmission or other form of visible or other electronic communication purported to be signed by a Member for the purpose of this clause is deemed to be a document in writing signed by that Member.

12. DIRECTORS

12.1 Number of Directors

- (a) There must be not less than five Directors and not more than seven Directors.
- (b) Subject to **clause 12.1(a)**, not more than four Directors are to be elected by the Members (Elected Directors), and not more than three Directors are to be appointed under **clause 12.9** (Appointed Directors).

12.2 Eligibility

- (a) For the period from the date of this Constitution a person who:
 - (i) is an employee of the Company, a Member Association; or
 - (ii) holds an Official Position with a Member Association; or(each a disqualifying position) may not hold office as a Director.
- (b) A Director who accepts a disqualifying position must notify the other Directors of that fact immediately and is deemed to have vacated office as a Director.
- (c) A person elected or appointed as a Director at the time of holding a disqualifying position must resign and cease holding that disqualifying position within 30 days.
- (d) No person shall be eligible to stand for an Elected Director position if, during the proposed term of office, they would be in breach of **clause 12.7**.
- (e) The Board may determine position or role descriptions or necessary qualifications for Director positions.

12.3 Nomination for election

- (a) At least 60 days prior to the proposed date of the Annual General Meeting at which a resolution or resolutions will be proposed to fill a vacancy in an Elected Director position, the Company Secretary or CEO will request from Members nominations (which comply with this **clause 12.3**) for elections to positions falling vacant, which must be received no less than 35 days prior to the AGM.
- (b) Any Member Association or Legacy Life Member may nominate a person to fill a vacancy in an Elected Director position that is to be the subject of an election at the next AGM.
- (c) A nomination must:
 - (i) be in the form required by the Directors; and

- (ii) signed by the nominator and nominee.

12.4 Term of office of Directors generally

Subject to **clauses 12.7** and **12.8**, an Elected Director will hold office for a term of three years.

12.5 Office held until end of meeting

A retiring Elected Director holds office until the end of the meeting at which that Elected Director retires but, subject to the requirement of this Constitution, including **clause 12.7**, is eligible for re-election.

12.6 Elected Director elected at General Meeting

At a General Meeting:

- (a) at which an Elected Director retires; or
- (b) at the commencement of which there is a vacancy in the office of an Elected Director, there will be a vote of the Members conducted in accordance with **clause 11.2** to fill the vacancy by electing someone to that office.

Subject to **clauses 12.7** and **12.12**, an Elected Director elected under this **clause 12.6** takes office at the end of the meeting at which they are elected for a period of three years.

12.7 Maximum term of office for Directors

- (a) A Director may not serve more than three terms as a Director in any fifteen year period, including where one of the terms is as an Appointed Director.
- (b) For the purpose of this **clause 12.7(a)**, service:
 - (i) by a person filling a casual vacancy in an Elected Director position under **clause 12.8(b)** for any period will be treated as a term;
 - (ii) by a person in an Appointed Director position under **clause 12.9** for any period will be treated as a term; and
 - (iii) by an Elected Director prior to their resignation in accordance with **clause 12.13(c)** will be treated as a term.
- (c) A Director who has served a maximum term in accordance with **clause 12.7(a)** shall not be eligible to be a Director for six years following the completion of their maximum term.

12.8 Casual vacancy in ranks of Elected Directors

- (a) The Directors may at any time appoint a person to fill a casual vacancy (as defined in **clause 12.13**) in the rank of the Elected Directors.
- (b) A person appointed under **clause 12.8(a)** holds office until the next Annual General Meeting at which time they can offer themselves for re- election.

12.9 Appointed Directors

- (a) In addition to the Elected Directors, the Directors may themselves appoint up to three persons to be Directors because of their specific business acumen and/or technical skills or diversity. These persons will be known as Appointed Directors.
- (b) Subject to **clauses 12.7** and **12.12**, an Appointed Director holds office for a term determined by the Directors, not to exceed three years and the appointment will be on such other terms as the Directors determine.
- (c) A person may only serve three terms as an Appointed Director but, subject to the other requirement of this Constitution, are otherwise eligible to be elected to an Elected Director position.
- (d) The Directors may at any time appoint a person to fill a casual vacancy (as defined in **clause 12.13**) in the rank of the Appointed Directors on whatever terms the Directors decide.

12.10 Remuneration of Directors

Subject to **clause 12.13**, a Director may not be paid for services as a Director but, with the approval of the Directors and subject to the Corporations Act, may be:

- (a) paid by the Company for services rendered to it other than as a Director; and
- (b) reimbursed by the Company for their reasonable travelling, accommodation and other expenses when:
 - (i) travelling to or from meetings of the Directors, a Committee or the Company; or
 - (ii) otherwise engaged in the affairs of the Company.

All payments or reimbursements made under this **clause 12.10** must be expressly reported in the Company's annual financial report presented to the AGM.

12.11 Honorarium

The Company may in General Meeting by ordinary resolution determine to pay a Director an ex-gratia payment. Any payment made under this **clause 12.11** must be expressly reported in the Company's annual financial report presented to the AGM.

12.12 Removal of Director

- (a) Subject to the provisions of the Corporations Act, the Company may in General Meeting by ordinary resolution remove any Director prior to the expiration of that Director's term of office.
- (b) Unless otherwise resolved at a General Meeting, a Director removed in accordance with **clause 12.12(a)** cannot be re-appointed as a Director within three years of their removal.

12.13 Vacation of office

The office of a Director becomes vacant when the Corporations Act says it does and also if the Director:

- (a) is removed in accordance with **clause 12.12**;
- (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 from office by notice in writing to the Company;
- (d) accepts appointment to, or becomes the holder of, a disqualifying position as set out in **clause 12.12** and does not resign from that position within 30 days;
- (e) is not present at three consecutive Directors' meetings without leave of absence from the Directors; or
- (f) is directly or indirectly interested in any contract or proposed contract with the Company and fails to declare the nature of the interest as required by the Corporations Act.

12.14 Alternate Director

A Director cannot appoint an alternate.

13. POWERS AND DUTIES OF DIRECTORS

13.1 Directors to manage the Company

The Directors are to manage the Company's business and may exercise those of the Company's powers that are not required, by the Corporations Act or by this Constitution, to be exercised by the Company in General Meeting.

13.2 Specific powers of Directors

Without limiting **clause 13.1**, the Directors may exercise all the Company's powers to borrow or raise money, to charge any property or business or give any other security for a debt, liability or obligation of the Company or of any other person.

13.3 Extension of Time

Subject to the Corporations Act, where this Constitution requires that something be done by a particular time, or within a particular period, or that an event is to occur or a circumstance is to change on or by a particular date, the Directors may at their absolute discretion extend that time, period or date as they think fit.

13.4 Appointment of attorney

The Directors may appoint any suitably qualified person to be the Company's attorney for the purposes, with the powers, authorities and discretions, for the period and subject to the conditions they think fit.

13.5 Provisions in power of attorney

A power of attorney granted under **clause 13.4** 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 of the attorney.

13.6 Delegation of powers

- (a) Without limiting **clause 16.4** the Directors may, by resolution or by power of attorney or writing under seal, delegate any of their powers to the CEO or any employee of the Company or any other person as they think fit.
- (b) Any delegation by the Directors of their powers:
 - (i) must specify the powers delegated, any restrictions on, and conditions attaching to, the exercise of those powers and the period during which that delegation is to be in force;
 - (ii) may be either general or limited in any way provided in the terms of the delegation;
 - (iii) need not be to a specified person but may be to any person holding, occupying or performing the duties of a specified office or position; and
 - (iv) may include the power to delegate.
- (c) If exercising a power depends on a person's opinion, belief or state of mind, then that power may be exercised by the delegate on the delegate's opinion, belief or state of mind about that matter.
- (d) Any power exercised by a delegate is as effective as if it had been exercised by the Directors.

13.7 Code of Conduct

The Directors must:

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

14. PROCEEDINGS OF DIRECTORS

14.1 Directors meetings

- (a) Subject to **clause 14.1(b)**, the Directors may meet together for conducting business, adjourn and otherwise regulate their meetings as they think fit.
- (b) The Directors must meet at least six times in each calendar year.

14.2 Questions decided by majority

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

14.3 No casting vote

The Chair of the meeting will not have a casting vote and any matter resulting in an equal vote will automatically be decided in the negative.

14.4 Quorum

Five Directors present in person or via electronic means constitutes a quorum.

14.5 Effect of vacancy

- (a) The continuing Directors may act despite a vacancy in their number.
- (b) However, if the number of Directors is reduced below the number required for a quorum, the remaining Directors may act only for the purpose of filling the vacancies to the extent necessary to bring their number up to that required for a quorum or to convene a General Meeting.

14.6 Convening meetings

- (a) A Director may, and the CEO on the request of a Director must, convene a Directors' meeting.
- (b) Notice of a meeting of Directors must be given individually to each Director (except a Director on leave of absence approved by the Directors). Notice of a meeting of Directors may be given in person, or by post or by telephone, facsimile or other electronic means.
- (c) A Director may waive notice of a meeting of Directors by giving notice to that effect to the Company in person or by post or by telephone, facsimile or other electronic means.
- (d) A person who attends a meeting of Directors waives any objection that person may have in relation to a failure to give notice of the meeting.
- (e) The non-receipt of a notice of a meeting of the Directors or the accidental omission to give notice of a meeting to a person entitled to receive notice does not invalidate anything done (including the passing of a resolution) at a meeting of Directors.

14.7 Election of Chairperson

- (a) The Directors may elect one of their number to be the Chairperson by a majority vote at the first Board meeting following the AGM.
- (b) The Director elected to be Chairperson under **clause 14.7(b)** will remain Chairperson until the conclusion of the next AGM and shall chair any meeting of Directors unless the resolution electing a person as the Chairperson specifies otherwise.
- (c) Despite **clause 14.7(b)**, if:
 - (i) there is no person elected as Chair; or
 - (ii) the Chair is not present within 15 minutes after the time appointed for the holding of the meeting; or
 - (iii) the Chair is unwilling to act,
 - (iv) the Directors present may elect one of their number to be Chair of the meeting unless Deputy Chair has been appointed, in which case he or she will act as Chair.

14.8 Circulating resolutions

- (a) The Directors may pass a resolution without a Directors' meeting being held if notice in writing of the resolution is given to all Directors and a majority of the Directors entitled to vote on the resolution (not being less than the number required for a quorum at a meeting of Directors) sign a document containing a statement that they are in favour of the resolution set out in the document.
- (b) Separate copies of the document may be used for signing by the Directors if the wording of the resolution and statement is identical in each copy. A facsimile transmission or other document produced by electronic means under the name of a Director with the Director's authority is taken to be a document signed by the Director for the purposes of **clause 14.8(a)** and is taken to be signed when received by the Company in legible form.
- (c) The resolution is passed when the last Director signs.

14.9 Validity of acts of Directors

Everything done at a Directors' meeting or a Committee meeting, or by a person acting as a Director, is valid even if it is discovered later that there was some defect in the appointment, election or qualification of any of them or that any of them was disqualified or had vacated office.

14.10 Directors' Interests

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

14.11 Minutes

The Directors must cause minutes of meetings to be made and kept according to the Corporations Act.

15. TELECOMMUNICATION MEETINGS OF THE COMPANY

15.1 Telecommunication Meeting

- (a) A General Meeting or a Directors' Meeting may be held by means of a Telecommunication Meeting, provided that:
 - (i) the number of Members or Directors (as applicable) participating is not less than a quorum required for a General Meeting or Directors' Meeting (as applicable); and

- (ii) the meeting is convened and held in accordance with the Corporations Act.
- (b) All provisions of this Constitution relating to a meeting apply to a Telecommunication Meeting in so far as they are not inconsistent with the provisions of this **clause 15**.

15.2 Conduct of Telecommunication Meeting

- (a) The following provisions apply to a Telecommunication Meeting of the Company:
 - (i) all persons participating in the meeting must be linked by telephone, audio-visual or other instantaneous means for the purpose of the meeting;
 - (ii) each of the persons taking part in the meeting must be able to hear and be heard by each of the other persons taking part at the commencement of the meeting and each person so taking part is deemed for the purposes of this Constitution to be present at the meeting;
 - (iii) at the commencement of the meeting each person must announce his or her presence to all other persons taking part in the meeting;
 - (iv) each person must take all reasonable steps to ensure the meeting cannot be overheard by third parties during commercially sensitive or confidential discussions;
 - (v) a person must not leave a meeting by disconnecting their telephone, audio-visual or other communication unless that person has previously notified the Chair;
 - (vi) a person may conclusively be presumed to have been present and to have formed part of a quorum at all times during a meeting unless that person has previously notified the Chair of leaving the meeting; and
 - (vii) a minute of proceedings of a Telecommunication Meeting is sufficient evidence of the proceedings and of the observance of all necessary formalities if the minute is certified to be a correct minute by the Chair.

16. CHIEF EXECUTIVE OFFICER

16.1 Appointment of CEO

The Directors shall appoint a CEO.

16.2 Powers, duties and authorities of CEO

- (a) The CEO holds office on the terms and conditions (including as to remuneration) and with the powers, duties and authorities, delegated to them by the Directors.
- (b) The exercise of those powers and authorities, and the performance of those duties, by the CEO are subject at all times to the control of the Directors.

16.3 Suspension and removal of CEO

Subject to the terms and conditions of the appointment, the Directors may suspend or remove the CEO from that office.

16.4 Delegation by Directors to CEO

The Directors may delegate to the CEO the power (subject to such reservations on the power as are decided by the Directors) to conduct the day-to-day management and control of the business and affairs of the Company. The delegation will include the power and responsibility to:

- (a) develop business plans, budgets, strategies, policies and By-laws, processes and codes of conduct for consideration by the Directors and to implement them to the extent approved by the Directors;
- (b) manage the financial and other reporting mechanisms of the Company;
- (c) approve and incur expenditure subject to specified expenditure limits;
- (d) sub-delegate their powers and responsibilities to employees or internal management committees of the Company; and
- (e) any other powers and responsibilities which the Directors consider appropriate to delegate to the CEO.

16.5 CEO to attend meetings

The CEO is entitled, subject to a determination otherwise by the Directors, to attend all meetings of the Company, all meeting of the Directors and any Committees and may speak on any matter, but does not have a vote.

17. COMPANY SECRETARY

17.1 Appointment of Company Secretary

There must be at least one Company Secretary who is to be appointed by the Directors in accordance with the Corporations Act.

17.2 Suspension and removal of Company Secretary

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

17.3 Powers, duties and authorities of Company Secretary

A Company Secretary holds office on the terms and conditions (including as to remuneration) and with the powers, duties and authorities, delegated to them by the Directors or otherwise afforded by the Corporations Act.

18. COMMITTEES

18.1 Committees

The Directors may delegate any of their powers to Committees consisting of those persons they think fit (including Directors, individuals and consultants), and may vary or revoke any delegation.

18.2 Powers delegated to Committees

- (a) A Committee must exercise the powers delegated to it according to the terms of the delegation and any directions of the Directors.
- (b) Powers delegated to and exercised by a Committee are taken to have been exercised by the Directors.

18.3 Committee meetings

Unless otherwise determined by the Directors, committee meetings are governed by the provisions of this Constitution dealing with Directors' meetings, as far as they are capable of application.

18.4 Board Committees

- (a) Without limiting the Board's power to establish additional committees, the following committees are established:
 - (i) the Finance, Audit and Risk Committee; and
 - (ii) the Nominations Committee.
- (b) The Finance, Audit and Risk Committee shall be comprised as determined by the Board or otherwise determined by the Board from time to time. It shall include at least one external and independent certified practising accountant or chartered accountant.
- (c) The composition of the Nominations Committee shall be as follows:

The Committee shall consist of four (4) Members, and shall be made up as follows:

 - (i) two representatives of the NQ Board, appointed by the NQ Board, one of whom shall be the NQ Chairperson;
 - (ii) one person appointed by the NQ Board who possesses specific and comprehensive expertise and experience in board governance, who is not a member of the Board and not a Member of NQ; and
 - (iii) one person appointed by the NQ Board with experience in governance and/or leadership who will add to the expertise of the Committee, who is not a member of the NQ Board and not a Member of NQ.
- (d) The powers and functions delegated by the Board to the Finance, Audit and Risk Committee, and the Nominations Committee, and the terms upon which those powers are delegated, shall be determined by the Board.

19. POLICIES & BY-LAWS

19.1 Making and amending Policies and By-laws

- (a) In addition to Policies and By-laws made under **clause 7.2**, the Directors may from time to time make Policies and By-laws:
 - (i) that are required to be made under this Constitution; and

- (ii) which in their opinion are necessary or desirable for the control, administration, management and protection of the Company's affairs and may amend, repeal and replace those Policies or By-laws.
- (b) The Policies and By-laws referred to in **clauses 7.2 and 19.1(a)** take effect 28 days after the service of the Policy or By-law on Members and shall be of force and effect on that date.

19.2 Effect of Policies & By-laws

A Policy or By-law:

- (a) is subject to this Constitution;
- (b) must be consistent with this Constitution; and
- (c) when in force, is binding on all Members and has the same effect as a provision in this Constitution.

20. MEMBERS' RIGHTS

Members have the rights afforded to them by the Corporations Act.

21. ACCOUNTS

21.1 Accounting Records

The Directors will cause proper accounting and other records to be kept and will distribute copies of financial statements as required by the Corporations Act.

21.2 Auditor

A properly qualified auditor or auditors shall be appointed by the Directors and the remuneration of such auditor or auditors fixed and duties regulated in accordance with the Corporations Act.

21.3 Auditor appointed by Members

The Members shall appoint the auditor at an Annual General Meeting where a vacancy in the position of auditor exists.

22. SERVICE OF DOCUMENTS

22.1 Document includes notice

In this **clause 22**, document includes a notice.

22.2 Methods of service on a Member

The Company may give a document to a Member:

- (a) personally;
- (b) by sending it by post to the address for the Member in the Register or an alternative address nominated by the Member in writing; or
- (c) by sending it to the electronic address nominated by the Member.

22.3 Methods of service on the Company

A Member may give a document to the Company:

- (a) by delivering it to the Registered Office;
- (b) by sending it by post to the Registered Office; or
- (c) by sending it to the electronic address nominated by the Company.

22.4 Post

A document sent by post if sent to an address:

- (a) in Australia, may be sent by ordinary post; and
- (b) outside Australia, or sent from an address outside Australia, must be sent by airmail,
- (c) and in either case is taken to have been received on the second business day after the date of its posting.

22.5 Electronic transmission

If a document is sent by electronic transmission, delivery of the document is taken to:

- (a) be effected by properly addressing and transmitting the electronic transmission; and
- (b) have been delivered on the business day following its transmission.

23. INDEMNITY

23.1 Indemnity of officers

- (a) This **clause 23** applies to every person who is or has been:
 - (i) a Director, CEO or Company Secretary of the Company; and
 - (ii) to any other officers, employees, former officers or former employees of the Company or of its related bodies corporate as the Directors in each case determine.

Each person referred to in this **clause 23(a)** is referred to as an Indemnified Officer for the purposes of the rest of **clause 23**.

- (b) The Company will indemnify each Indemnified Officer out of the property of the Company against:
 - (i) every liability (except a liability for legal costs) that the Indemnified Officer incurs as an Officer of the Company or of a related legal entity of the Company; and
 - (ii) all 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 Indemnified Officer

becomes involved as an officer of the Company or of a related legal entity of the Company,

- (iii) unless:
 - (A) the Company is forbidden by statute to indemnify the person against the liability or legal costs; or
 - (B) an indemnity by the Company of the person against the liability or legal costs would, if given, be made void by statute.

23.2 Insurance

The Company may pay or agree to pay, whether directly or through an interposed entity, a premium for a contract insuring an Indemnified Officer against liability that the Indemnified Officer incurs as an officer of the Company or of a related legal entity of the Company including a liability for legal costs, unless:

- (a) the Company is forbidden by statute to pay or agree to pay the premium; or
- (b) the contract would, if the Company paid the premium, be made void by statute.

23.3 Deed

The Company may enter into a deed with any Indemnified Officer or a deed poll to give effect to the rights conferred by **clause 23.1** on the terms the Directors think fit (as long as they are consistent with **clause 23**).

24. WINDING UP

24.1 Contributions of Members on winding up

- (a) Each Voting Member must contribute to the Company's property if the Company is wound up while they are a Member or within one year after their membership ceases.
- (b) The contribution is for:
 - (i) payment of the Company's debts and liabilities contracted before their membership ceased;
 - (ii) the costs of winding up; and
 - (iii) adjustment of the rights of the contributories among themselves,
 - (iv) and the amount is not to exceed \$1.00.
- (c) No other Member must contribute to the Company's property if the Company is wound up.

24.2 Excess property on winding up

- (a) If on the winding up or dissolution of the Company, and after satisfaction of all its debts and liabilities, any property remains, that property must be given or transferred to another body or bodies:

- (i) having objects similar to those of the Company; and
 - (ii) whose constitution prohibits (or each of whose constitutions prohibit) the distribution of its or their income and property among its or their members to an extent at least as great as is imposed under this Constitution.
- (b) That body is, or those bodies are, to be determined by the Voting Members at or before the time of dissolution or, failing that determination, by a judge who has or acquires jurisdiction in the matter.

SCHEDULE 1 Legacy Life Members

1. Maureen Atkins
2. Susan Bamford
3. June Bothwell AM
4. Janelle Derrington
5. Dianne Cocker
6. Morna Franklin
7. Deirdre Hyland AM*
8. Jan Maggacis
9. Madonna McKenna
10. Lana Midson
11. Joan Pentecost*
12. Carole Scott
13. Annette Smith
14. Helen Stevens
15. Jeanette Warwick BEM*
16. Elizabeth White
17. Valda Williamson
18. Vicki Wilson OAM

*Deceased