

Constitution of Alara Qld Limited

ABN 94 628 523 943

A public company limited by guarantee

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Constitution

Alara Qld Limited

1. Preliminary

1.1. Definitions

In this constitution:

Term	Definition
ACNC	means the Australian Charities and Not-for-profits Commission
ACNC Act	means the Australian Charities and Not-for-profits Commission Act 2012 (Cth)
AGM	means an annual general meeting of the company held under rule 4.1.
Business Day	means a day that is not a Saturday, Sunday or public holiday in Queensland.
Company	means Alara Qld Limited.
Corporations Act	means Corporations Act 2001 (Cth).
ITAA	means the Income Tax Assessment Act 1997 (Cth).
surplus property	means any property of the company that remains after paying all debts and other liabilities of the company, including the costs of winding up.

1.2. Interpretation

In this constitution:

- (a) a reference to a member present at a meeting is a reference to:
 - (i) a member present in person, by electronic means or by proxy or attorney;
 - (ii) a body corporate member's authorized representative present in person or by electronic means or by proxy or attorney.
- (b) a reference to a person holding or occupying a particular office or position is a reference to any person who occupies or performs the duties of that office or position;
- (c) unless the contrary intention appears:
 - (i) a reference to a person includes a corporation, trust, partnership, unincorporated body, government and local authority or agency, or other entity whether or not it comprises a separate legal entity;
 - (ii) a reference to a person includes that person's successors, legal personal

representatives, permitted substitutes and permitted assigns;

- (iii) a reference to legislation or to a provision of legislation (including subordinate legislation) is to that legislation as amended, re-enacted or replaced, and includes any subordinate legislation issued under it;
 - (iv) if a word or phrase is defined, its other grammatical forms have a corresponding meaning;
 - (v) a reference to a rule is a reference to a rule of this constitution; and
 - (vi) if any day on or by which a person must do something under this document is not a Business Day, then the person must do it on or by the next Business Day; and
- (d) headings are for convenience only and do not affect interpretation.

1.3. Application of the Corporations Act and ACNC legislation

- (a) The replaceable rules in the Corporations Act do not apply to the company.
- (b) While the company is registered as a charity by the ACNC, the ACNC Act and the Corporations Act override any rules in this constitution which are inconsistent with those Acts.
- (c) If the company is not registered as a charity by the ACNC (even if it remains a charity), the Corporations Act overrides any rule in this constitution which is inconsistent with that Act.

2. Purpose and powers

2.1. Purpose of company

- (a) The purpose of the company is to be a public benevolent institution which provides support and services for people with disabilities, the frail aged and others in need of relief, and their carers and families in south east Queensland.
- (b) To achieve its purpose, the company may, without limitation:
 - (i) harness the expertise and resources of its members and the community in support of the purpose in rule 2.1(a);
 - (ii) establish and maintain affiliations with other organisations with similar purpose to those in rule 2.1(a);
 - (iii) act as trustee of any trust and create any public fund the purpose of which relates to or is incidental or ancillary to the purpose in rule 2.1(a);
 - (iv) promote the purpose in rule 2.1(a); and
 - (v) do all other things incidental or conducive to attaining the purpose in rule 2.1(a).

2.2. Not - for - profit

- (a) The income and property of the company must be used solely for promoting the purpose set out in this constitution.
- (b) No income or property of the company may be distributed paid or transferred, directly or indirectly, by way of bonus, dividend or other similar payment to a member except for payments authorized by the board to a member:
 - (i) in return for services rendered by, or goods supplied, by the member to the company in the

ordinary and usual course of business;

- (ii) for reasonable and proper rent for premises leased by a member to the company;
- (iii) as principal payments on money lent by the member, and interest payments if the interest is at a commercial rate; or
- (iv) in furtherance of the charitable purpose.

2.3. Exercising powers

- (a) The company may exercise any power, take any action or engage in any conduct which the Corporations Act permits a company limited by guarantee to exercise, take or engage in, in furtherance of its purpose.
- (b) Nothing restricts the company from exercising a power which in itself is not charitable, for any purpose which is incidental to the charitable purpose of the company or which is intended to generate revenue for, or otherwise further, those purpose.
- (c) A power conferred on a person to do a particular act or thing under this constitution includes, unless the contrary intention appears, a power (exercisable in the same way and subject to the same conditions) to repeal, rescind, revoke, amend or vary that act or thing.
- (d) A power conferred under this constitution to do a particular act or thing:
 - (i) may be exercised from time to time and subject to conditions; and
 - (ii) may, where the power concerns particular matters, be exercised for only some of those matters or as to a particular class of those matters, and to make different provision concerning different matters or different classes of matters.
- (e) Where a power to appoint a person to an office or position is conferred under this constitution (except the power to appoint a director under rule 5 or the power to remove a director) the power includes, unless the contrary intention appears, a power to:
 - (i) appoint a person to act in the office or position until a person is appointed to the office or position;
 - (ii) remove or suspend any person appointed (without prejudice to any rights or obligations under any contract between the person and the company); and
 - (iii) appoint another person temporarily in the place of any person removed or suspended or in the place of any sick or absent holder of the office or position.
- (f) Where this constitution gives power to a person to delegate a function or power:
 - (i) The delegation may be concurrent with, or (except in the case of a delegation by the directors) to the exclusion of, the performance or exercise of that function or power by the person;
 - (ii) The delegation may be either general or limited in any way provided in the terms of delegation;
 - (iii) The delegation 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;
 - (iv) The delegation may include the power to delegate; and
 - (v) Where performing or exercising that function or power depends on that person's

opinion, belief or state of mind about a matter, that function or power may be performed or exercised by the delegate on the delegate's opinion, belief or state of mind about that matter.

3. Membership

3.1. Members

- (a) The members of the company are:
 - (i) the initial members;
 - (ii) any other persons admitted to membership in accordance with this constitution.
- (b) Until otherwise decided in general meeting, the only class of membership is ordinary membership.
- (c) A person may, by virtue of meritorious service to the company, be awarded Life Membership by the members. A Life Member is an ordinary member.

3.2. Application for membership

- (a) Any individual who:
 - (i) is capable of making a decision at law;
 - (ii) is, in the opinion of the board, supportive of the purpose of the company,
 - (iii) is not an employee of the Company nor a spouse or legally recognized life partner of an employee of the Company,may apply to be a member of the company.
- (b) A body corporate which is, in the opinion of the board, supportive of the purpose of the company may apply to be a member of the company.
- (c) An application for membership must be in a form approved by the board together with:
 - (i) any other documents or evidence as to qualification for membership that the board requires; and
 - (ii) any application fee and membership fee as required by the board;
 - (iii) if the applicant is a body corporate, the full name and contact details for the individual that the body corporate has appointed to represent it in the company.

3.3. Admission to membership

- (a) The board may in its absolute discretion accept or reject an application for membership.
- (b) The board need not give a reason for rejecting an application for membership.
- (c) The number of body corporate members must be limited to one tenth (1/10th) of the total number of members of the company and if at the time of the consideration of an application for membership by a body corporate the number of body corporate members would exceed the limitation in this rule, the application must be rejected.
- (d) If an application for membership is rejected, the secretary must:

- (i) give written notice of the rejection to the applicant; and
 - (ii) refund any application fee and membership fee paid by the applicant, as soon as reasonably possible.
- (e) If an application for membership is accepted, the secretary must:
- (i) give written notice of the acceptance to the applicant; and
 - (ii) enter the member's name and details in the register of members.

3.4. Rights and responsibilities of Members

- (a) All members of the Company are entitled to:
- (i) receive notices of and attend member's meetings;
 - (ii) speak, be heard and vote on any proposed resolution at a members meeting.
- (b) All members must comply with the company's constitution and code of conduct.
- (c) The board may determine any fee payable by a member from time to time.

3.5. Limited liability on winding up

- (a) If the company is wound up while a person is a member, or within one year after the person ceases to be a member, the person must contribute to the property of the company for the:
- (i) payment of the debts and liabilities of the company contracted before the person ceased to be a member; and
 - (ii) costs of winding up.
- (b) Each member of the company agrees the guarantee amount under rule 3.5 (a) is \$10.

3.6. Cessation of membership

- (a) A member ceases to be a member if they:
- (i) resign as a member by giving one month's written notice to the company;
 - (ii) fail to pay an annual subscription or membership fee for 12 months after it becomes due;
 - (iii) are an individual, and they die;
 - (iv) are a body corporate and it becomes insolvent or is wound up;
 - (v) are removed as a member by the members by ordinary resolution at a general meeting.
- (b) Membership is personal to the member and is not transferable.

3.7. Register of Members

- (a) The company must have a Register of Members, maintained by the company secretary which must contain:
- (i) for each current member:

- (A) name and residential address
- (B) address nominated by the member for the service of notices, and
- (C) date the member was entered on to the register;
- (ii) for each person who stopped being a member in the last 7 years:
 - (A) name and residential address
 - (B) address nominated by the member for the service of notices, and
 - (C) dates the membership started and ended.
- (b) A member must promptly notify the company secretary of any change in their address or contact details (or if a body corporate member, any change in the name and contact details for its authorized representative).
- (c) The company must give current members access to the Register of Members.
- (d) Information that is accessed from the Register of Members must only be used in a manner relevant to the interests or rights of members and in accordance with the Corporations Act.

3.8. Associates

- (a) The board may adopt a policy that provides for the appointment of supportive individuals or a body corporate as associates of the company (**Associates**) on such terms and conditions as the board determines.
- (b) Associates do not have the right to vote nor do they have any of the other rights and responsibilities conferred on an ordinary member under this constitution or a member of a company by the Corporations Act.

4. General Meetings

4.1. Annual general meeting

- (a) A general meeting, to be called the annual general meeting, must be held each year within 6 months of the end of the company's financial year.
- (b) The business of an annual general meeting referred to in rule 4.1 is:
 - (i) to review the company's activities and finances during the period since the last AGM;
 - (ii) to receive and consider the annual financial statements and directors reports;
 - (iii) if necessary, to elect directors; and
 - (iv) to transact any other business which, under this document, is required by the Corporations Act or the ACNC to be transacted at an annual general meeting.
- (c) All other business transacted at an annual general meeting and all business transacted at other general meetings is special business.
- (d) The auditor for the company may attend and be heard on any part of the business of a meeting concerning the auditor. The auditor, if present at the meeting, may be questioned by the members, as a whole, about the audit.

4.2. Provisions about general meetings apply to annual general meeting

The provisions of this constitution about general meetings apply, with necessary changes, to annual general meetings and special general meetings.

4.3. Calling general meetings

- (a) A special general meeting must be called if the board demands it.
- (b) A special general meeting must be called within 28 days of a compliant request for a general meeting being received by the company secretary. To be a compliant request, the request must be in writing, signed by at least 25% of the ordinary members as at the date of the request, and set out the business to be discussed and any proposed resolution for the consideration of members at the meeting.
- (c) If the directors do not call a special general meeting within 28 days of being requested to do so under rule 4.3 (b), the members who made the request may, if they are satisfied it is for a proper purpose relating to the business of the company, call and arrange to hold a general meeting, and for that purpose as far as possible:
 - (i) a member may by written request to the company secretary under this rule seek a list of the current company members from the Members Register, and the company secretary must provide the list to that member within 7 days of the request, at no cost,
 - (ii) the members calling the meeting must:
 - (A) follow the procedures for general meetings set out in this constitution;
 - (B) hold the general meeting within three months after the request referred to in rule 4.3(b) was given to the company,
 - (iii) the members may resolve that the cost of the meeting called by the members under this rule should be met by the company.

4.4. Postponing or cancelling a meeting

- (a) Subject to rule 4.4 (b), the directors may:
 - (i) postpone a meeting of members;
 - (ii) cancel a meeting of members; or
 - (iii) change the place for a general meeting,
 - (iv) if they consider that the meeting has become unnecessary, or the venue would be unreasonable or impractical or a change is necessary in the interests of conducting the meeting efficiently.
- (b) A meeting which is called under a members' requisition referred to in rule 4.3 (b) or 4.3(c) may not be postponed or cancelled without the prior written consent of the members who called or requisitioned the meeting.

4.5. Notice of general meetings

- (a) At least 21 days notice of a general meeting must be given to:
 - (i) each member and director and the company secretary at the address given by them for the receipt of notices from the company; and

- (ii) the auditor of the company.
- (b) The directors may decide the content of a notice of a general meeting, but the notice must include the general nature of the business to be transacted at the meeting and any other matters required by the Corporations Act or the ACNC.
- (c) Unless the members determine otherwise:
 - (i) no business may be transacted at a general meeting unless the general nature of the business is stated in the notice calling the meeting; and
 - (ii) except with the approval of the directors or the chairperson, no person may move any amendment to a proposed resolution the terms of which are set out in the notice calling the meeting or to a document which relates to that resolution and a copy of which has been made available to members to inspect or obtain.
- (d) A person may waive notice of any general meeting by written notice to the company.

4.6. Quorum at general meetings

- (a) No business may be transacted at a general meeting, except the election of a chairperson and the adjournment of the meeting, unless a quorum of members is present when the meeting proceeds to business.
- (b) For a general meeting, the quorum is the number of members equal to the number of the directors at the time of the meeting plus one, present at the meeting.
- (c) If a quorum is not present within 30 minutes after the time appointed for the general meeting:
 - (i) where the meeting was called at the request of members, the meeting must be dissolved; or
 - (ii) in any other case:
 - (A) the meeting stands adjourned to the day, and at the time and place, the directors present decide; or
 - (B) if they do not make a decision, to the same day in the next week at the same time and place.
- (d) At an adjourned meeting, if the quorum referred to in rule 4.6 (b) is not present within 30 minutes after the time appointed for the meeting, the members present may resolve to proceed with the business of the meeting notwithstanding the lack of a quorum.

4.7. Chairperson

- (a) The chairperson of the board is entitled to preside at every general meeting.
- (b) If at any general meeting:
 - (i) the chairperson of the board is not present at the specified time for holding the meeting; or
 - (ii) the chairperson of the board is present but is unwilling to act as chairperson of the meeting,

another director is entitled to take the chair at the meeting.

4.8. Conduct at general meetings

The chairperson of a general meeting:

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

and a decision by the chairperson under this rule is final.

4.9. Decisions at general meetings

- (a) Except where the members' decision is required to be made by a special resolution, questions arising at a general meeting must be decided by a majority of votes cast by the members present at the meeting.
- (b) If at a general meeting the votes are equal on a proposed resolution, the chairperson of the meeting does not have a casting vote, and the motion will be taken to be lost.
- (c) A resolution put to the vote of a general meeting must be decided on a show of hands unless a poll is demanded:
 - (i) before the show of hands is taken;
 - (ii) before the result of the show of hands is declared.
- (d) Unless a poll is duly demanded, a declaration by the chairperson of a general meeting that a resolution has on a show of hands been carried or carried unanimously, or carried by a particular majority, or lost, and an entry to that effect in the company's minute book is conclusive evidence of the fact without proof of the number or proportion of the votes recorded for or against the resolution.

4.10. When poll may be demanded

- (a) A poll (confidential vote in writing or by electronic means) may be demanded by:
 - (i) the chairperson;
 - (ii) a member entitled to vote on the resolution.
- (b) A demand for a poll does not prevent a general meeting continuing to transact any business except the question on which the poll is demanded.
- (c) If a poll is duly demanded at a general meeting, it must be taken in the way and either at once or after an interval or adjournment as the chairperson of the meeting directs. The result of the poll as declared by the chairperson is the resolution of the meeting at which the poll was demanded.

4.11. Voting rights

- (a) Subject to rule 4.11 (b), at a general meeting each member present at the meeting has one vote.

- (b) Where any of the membership fee or other amount payable to the company is unpaid that member is not entitled to vote.
- (c) An objection to the validity of a vote tendered at a general meeting must be:
 - (i) raised before or immediately after the result of the vote is declared; and
 - (ii) referred to the chairperson of the meeting, whose decision is final.
- (d) A vote tendered, which is not disallowed by the chairperson of a meeting, is valid for all purposes, even if it would not otherwise have been valid.

4.12. Appointment of proxies

- (a) Any member entitled to vote at a general meeting may appoint one proxy, who does not need to be a member of the Company.
- (b) The document appointing a proxy must:
 - (i) be in the form approved by the board;
 - (ii) be signed by the appointer or the appointer's attorney;
 - (iii) set out the name of the person to be appointed as proxy;
 - (iv) allow the member to direct the proxy to vote for or against (or abstain from voting on) any proposed resolution;
 - (v) set out the period of appointment including whether it is valid only for stipulated meetings; and
 - (vi) be received by the Company at least 48 hours (or a lesser period as the board may decide and stipulate in the notice of meeting) before the time for holding the meeting or poll at which the person named in the document proposes to vote.

4.13. Conduct of general meeting by electronic means

- (a) A general meeting may be held by members meeting face to face in person or by the contemporaneous linking together by telephone or other electronic means including by way of a virtual online medium.
- (b) All the provisions in this constitution relating to meetings of the members apply, as far as they can and with any necessary changes, to meetings of the members by telephone or other electronic means including those held by way of a virtual online medium. In particular:
 - (i) The meeting is to be taken to be held at the place where the chairperson of the meeting is or at any other place the chairperson of the meeting decides on, if at least one of the members involved was at that place for the duration of the meeting.
 - (ii) A member participating in a meeting in this way, is to be taken to be present in person at the meeting.
 - (iii) If, before or during the meeting, any technical difficulty occurs where one or more members cease to participate, the chairperson may adjourn the meeting until the difficulty is remedied or may, where a quorum of members remains present, continue with the meeting.

5. Directors

5.1. Board

- (a) The company must have a minimum of five and a maximum of eight directors.
- (b) A person is eligible to be a director of the company, if the person:
 - (i) is a member;
 - (ii) is nominated for election as a director by one other member,
 - (iii) is over 18 and consents in writing to act as a director of the company, and
 - (iv) is not ineligible to be a director under the Corporations Act or the ACNC Act.

5.2. Election of directors

- (a) The members may elect a director to a vacant position by ordinary resolution passed at a general meeting.
- (b) The board must have a policy which sets out the election process including the requirement to provide notice to members of pending vacancies, and the application, nomination and voting process.

5.3. Resignation

A director may resign as a director by written notice delivered to the company secretary, which resignation takes effect when the notice is received by the secretary, or on a later date specified in the notice.

5.4. Term of office of director

The term of office of a director is two years from the date of their appointment, however at the end of that term an eligible person may be re-elected or re-appointed as a director.

5.5. Removal

- (a) A director may be removed from office by member's resolution provided that the director must first be provided with natural justice including notice of the intention to remove the director from office and the opportunity to be heard in relation to the matter.
- (b) A director removed under rule 5.5 (a) retains office until the dissolution or adjournment of the general meeting at which he or she is removed.

5.6. Vacating office

In addition to the circumstances prescribed by the Corporations Act, the ACNC legislation and this constitution, the office of a director becomes vacant if the director:

- (a) becomes bankrupt or an insolvent under administration, suspends payment generally to creditors or compounds with or assigns the director's estate for the benefit of creditors;
- (b) becomes a person of unsound mind or a person who is a patient under laws relating to mental health or whose estate is administered under laws about mental health;
- (c) is absent from meetings of the directors for three consecutive meetings without leave of absence from the directors;

- (d) resigns office by written notice to the company;
- (e) is removed from office;
- (f) is prohibited from being a director by reason of the operation of the Corporations Act or the ACNC legislation;
- (g) is convicted on indictment of an offence and the directors do not within one month after that conviction resolve to confirm the director's appointment or election (as the case may be) to the office of director.

5.7. Casual vacancies

The board has power to appoint a person as a director to fill a casual vacancy among the board, and the person appointed in the casual vacancy will hold office until the AGM following their appointment.

6. Powers and duties of directors

6.1. General powers

- (a) The directors are responsible for managing the business of the company and may exercise all powers and do all things that are within the company's power and are not expressly required by the Corporations Act or this constitution to be exercised by the company in a general meeting.
- (b) The board may make policies consistent with the constitution, which in the opinion of the board are necessary or desirable for the proper control, administration and management of the company's finances, affairs and property, and amend or rescind such policy.

6.2. Power to borrow and give security

- (a) The directors may exercise all the powers of the company to:
 - (i) borrow or raise money in any other way;
 - (ii) charge mortgage or otherwise encumber any of the company's property or business or any of its property; and
 - (iii) issue debentures or give any security for a debt, liability or obligation of the company or of any other person.
- (b) The directors may decide how cheques, promissory notes, banker's drafts, bills of exchange or other negotiable instruments must be signed, drawn, accepted, endorsed or otherwise executed, as applicable, by or on behalf of the company.

6.3. Powers of appointment

The directors may:

- (a) appoint or employ any person as an officer, agent or attorney of the company for the purposes, with the powers, discretions and duties (including powers, discretions and duties vested in or exercisable by the directors), for any period and on any other conditions they decide;
- (b) authorise an officer, agent or attorney to delegate any of the powers, discretions and duties vested in the officer, agent or attorney.

6.4. Duties of directors

Each director must comply with the duties:

- (a) of a director under the Corporations Act and at common law (judge-made law), and
- (b) imposed by Governance Standard 5 of the ACNC regulations.

6.5. Board Charter

The company must have a Board Charter setting out:

- a) the duties and responsibilities of a director,
- b) a skills matrix setting out the appropriate skills, experience, knowledge and qualifications and connection with the community appropriate for a director of the company;
- c) a code of conduct for directors,
- d) the process to be adopted by the company for the election of directors,
- e) the requirements in relation to board renewal and evaluation; and
- f) ongoing requirements for professional development of directors.

6.6. Director's interests and conflicts

- (a) A director must disclose the nature and extent of any actual or perceived material conflict of interest in a matter that is being considered at a meeting of directors (or that is proposed in a circular resolution):
 - (i) to the other directors; or
 - (ii) if all of the directors have the same conflict of interest, to the members at the next general meeting, or at an earlier time if reasonable to do so.
- (b) The disclosure of a conflict of interest by a director must be recorded in the minutes of the meeting.
- (c) Each director who has a material personal interest in a matter that is being considered at a meeting of directors (or that is proposed in a circular resolution) must not, except as provided under rule 6.6 (d):
 - (i) be present at the meeting while the matter is being discussed; or
 - (ii) vote on the matter.
- (d) A director may still be present and vote if:
 - (i) their interest arises because they are a member of the company, and the other members have the same interest;
 - (ii) their interest relates to an insurance contract that insures, or would insure, the director against liabilities that the director incurs as a director of the company;
 - (iii) their interest relates to a payment by the company under rule 7 (Indemnity), or any contract relating to an indemnity that is allowed under the Corporations Act;
 - (iv) the Australian Securities and Investments Commission (ASIC) makes an order allowing the director to vote on the matter, or
 - (v) the directors who do not have a material personal interest in the matter pass a resolution that:

- (A) identifies the director, the nature and extent of the director's interest in the matter and how it relates to the affairs of the company; and
 - (B) provides that those directors are satisfied that the interest should not stop the director from voting or being present.
- (e) A contract or arrangement made between the company and a director is not invalid or voidable merely because the director has an interest in that contract or arrangement.

6.7. Payments to a director

- (a) A director is not to be remunerated for work done by the director in their capacity as a director.
- (b) A director may be paid:
 - (i) out of pocket expenses incurred by a director in performing a duty as a director; and
 - (ii) for a service rendered to the company by a director in a professional or technical capacity or as an employee, other than in the capacity as a director where:
 - (A) the provision of the service has the prior approval of the directors; and
 - (B) the amount payable is not more than an amount which commercially would be reasonable payment for the service.

7. Proceedings of director's meetings

7.1. Meetings of directors

- (a) The directors may meet together to attend to business and adjourn and otherwise regulate their meetings as they decide.
- (b) The contemporaneous linking together by telephone or other electronic means including by way of a virtual online medium of a sufficient number of directors to constitute a quorum, constitutes a meeting of the directors. All the provisions in this constitution relating to meetings of the directors apply, as far as they can and with any necessary changes, to meetings of the directors by telephone or other electronic means including by way of a virtual online medium. In particular:
 - (i) A meeting conducted in this way is to be taken to be held at the place where the chairperson of the meeting is or at any other place the chairperson of the meeting decides on, if at least one of the directors involved was at that place for the duration of the meeting.
 - (ii) A director taking part in a meeting in this way is to be taken to be present in person at the meeting.
 - (iii) If, before or during the meeting, any technical difficulty occurs where one or more directors cease to participate, the chairperson may adjourn the meeting until the difficulty is remedied or may, where a quorum of directors remains present, continue with the meeting.

7.2. Calling meetings of directors

- (a) A director may, whenever the director thinks fit, call a meeting of the directors.
- (b) The company secretary must, if requested by a director, call a meeting of the directors.

7.3. Notice of meetings of directors

- (a) Reasonable notice of a meeting of directors must be given to each person who is, at the time the notice is given a director, except a director on leave of absence approved by the directors.
- (b) A notice of a meeting of directors:
 - (i) must specify the time and place of the meeting;
 - (ii) need not state the nature of the business to be transacted at the meeting;
 - (iii) may, if the business is urgent and all directors agrees, be given immediately before the meeting;
 - (iv) may be given in person or by post or by telephone or other electronic means, to the address provided by the director for the receipt of notices.
- (c) A director may waive notice of a meeting of directors by giving notice to that effect in person or by post or by telephone or other electronic means.
- (d) Failure to give a director notice of a meeting of directors does not invalidate anything done or any resolution passed at the meeting if:
 - (i) the failure occurred by accident or inadvertent error; or
 - (ii) the director attended the meeting or waived notice of the meeting (whether before or after the meeting).
- (e) A person who attends a meeting of directors waives any objection that person may have to a failure to give notice of the meeting.

7.4. Quorum at meetings of directors

- (a) No business may be transacted at a meeting of directors unless a quorum of directors is present at the time the business is dealt with.
- (b) Unless the directors decide otherwise, a simple majority of the directors constitute a quorum.
- (c) If there is a vacancy in the office of a director, the remaining directors may act. But, if their number is not sufficient to constitute a quorum, they may act only in an emergency or to increase the number of directors to a number sufficient to constitute a quorum or to call a general meeting of the company.

7.5. Chairperson of directors

At the first board meeting after the AGM each year, the directors may appoint one of the directors to the office of chairperson.

7.6. Decisions of directors

- (a) The directors, at a meeting at which a quorum is present, may exercise any authorities, powers and discretions vested in or exercisable by the directors under this constitution.
- (b) Questions arising at a meeting of directors must be decided by a majority of votes cast by the directors present and entitled to vote on the matter.
- (c) The chairperson of the meeting does not have a casting vote, in addition to the chairperson's deliberative vote.

7.7. Company secretary

- (a) The company must have at least one company secretary appointed by the directors.
- (b) The directors may suspend or remove a company secretary from that office.

7.8. Written resolutions

- (a) A resolution in writing of which notice has been given to all directors and which is signed or consented to by a majority of the directors entitled to vote on the resolution is as valid and effectual as if it had been passed at a meeting of the directors duly called and constituted and may consist of several documents in the same form, each signed or consented to by one or more of the directors.
- (b) A director may consent to a resolution by:
 - (i) signing the document containing the resolution (or a copy of that document); or
 - (ii) giving to the company a written notice (including by electronic means) addressed to the secretary or to the chairperson of directors signifying assent to the resolution and either setting out its terms or otherwise clearly identifying them.

7.9. Committees

- (a) The directors may delegate their powers to a committee of one or more persons, comprising of at least one director.
- (b) The committee must exercise the powers delegated in accordance with any directions of the directors.
- (c) The provisions of this constitution applying to meetings and resolutions of directors apply, so far as they can and with any necessary changes, to meetings and resolutions of a committee of directors, except to the extent they are contrary to any direction given by the board.

7.10. Advisory group

- (a) The directors may establish an advisory group. The directors may appoint and remove members of the advisory group and terminate an advisory group at any time.
- (b) The functions of the advisory group will be decided by the directors.
- (c) The directors may specify:
 - (i) the manner in which proceedings of an advisory group are conducted;
 - (ii) the matters which the advisory group must consider in carrying out its functions; and
 - (iii) any other matters concerning the advisory group or its functions that the directors decide.
- (d) For the avoidance of doubt, an advisory group will not be delegated with any power of the board and does not have any power to make decisions binding on the board.

7.11. Validity of acts

All acts done at any meeting of the directors or by a committee or by any person acting as a director are, notwithstanding that it is afterwards discovered:

- (a) that there was some defect in the appointment of any of the directors; or

- (b) the committee or the person acting as a director or that any of them were disqualified, valid as if every person had been duly appointed and was qualified and continued to be a director or a member of the committee (as the case may be).

8. Indemnity and insurance

- (a) The company indemnifies each officer of the company out of the assets of the company, to the relevant extent, against all losses and liabilities (including costs, expenses and charges) incurred by that person as an officer of the company.
- (b) In this clause,
 - (i) 'officer' means a director or secretary and includes a director or secretary after they have ceased to hold that office.
 - (ii) 'to the relevant extent' means:
 - (A) to the extent that the company is not precluded by law (including the Corporations Act) from doing so, and
 - (B) for the amount that the officer is not otherwise entitled to be indemnified and is not actually indemnified by another person (including an insurer under an insurance policy).
- (c) The indemnity is a continuing obligation and is enforceable by an officer even though that person is no longer an officer of the company.
- (d) To the extent permitted by law (including the Corporations Act), and if the directors consider it appropriate, the company may pay or agree to pay a premium for a contract insuring a person who is or has been an officer of the company against any liability incurred by the person as an officer of the company.

9. Records

9.1. Company's financial year

- (a) The company's financial year is from 1 July of a year to 30 June in the following year unless the directors pass a resolution to change the financial year.

9.2. Financial and related records

- (a) The company must make and keep written financial records that:
 - (i) correctly record and explain its transactions and financial position and performance; and
 - (ii) enable true and fair financial statements to be prepared.
- (b) The directors must take reasonable steps to ensure that the company's records are kept safe.

9.3. Accounts and audit

- (a) Each financial year, the Company must prepare a financial report in accordance with relevant legislation which gives a true and fair view of the financial position and performance of the Company.
- (b) Each financial year the Company must arrange for its accounts to be audited in accordance with the law.

9.4. Minutes

- (a) The company must, within one month, make and keep the following records:
 - (i) minutes of proceedings and resolutions of general meetings
 - (ii) a copy of a notice of each general meeting, and
 - (iii) minutes of proceedings and resolutions of directors' meetings (including meetings of any committees), and

10. Winding up and distribution

10.1. No distribution to members

Where property remains after the winding up or dissolution of the company and satisfaction of all its debts and liabilities, it must not be distributed among members.

10.2. Distribution to charitable DGR

- (a) Subject to rule 10.2 (b) and 10.2 (c), surplus property must be given to another charitable fund, authority or institution:
 - (i) with a purpose similar to the purpose of the company;
 - (ii) the constitution of which, prohibits the distribution of its income and property among its members to an extent at least as great as is imposed on the company under this constitution.
- (b) If the company is registered as a charity under Part 11A of the Taxation Administration Act 2001(Qld), then the charitable fund, authority or institution to which the surplus property may be given must also be:
 - (i) registered under the Taxation Administration Act 2001(Qld); or
 - (ii) one which the commissioner as defined in Taxation Administration Act is satisfied:
 - (A) has a principal object or pursuit mentioned in subsection (3)(a) of that Act or
 - (B) is charitable or for the promotion of the public good.
- (c) If the company is endorsed as a deductible gift recipient (DGR) under the ITAA, then upon
 - (i) the revocation of its endorsement as a DGR; or
 - (ii) the company being wound up,any surplus property must be distributed to a charitable fund, authority or institution which meets the requirements in rules 10.2 (a) and (b) and which is a deductible gift recipient.
- (d) The fund, authority or institution to receive property under this rule must be decided by the directors at or before the time of the winding-up or dissolution. If the directors do not wish to decide, or do not decide, the members by ordinary resolution must decide. If the members do not decide, the decision must be referred to the Supreme Court of the state or territory in which the company's registered office is located.

11. Notice

11.1. Notice to the company

- (a) Written notice or any communication under this constitution may be given to the company, the directors or the company secretary by:
 - (i) delivering it to the company's registered office;
 - (ii) posting it to the company's registered office or to another address chosen by the company for notice to be provided;
 - (iii) sending it to an email address or other electronic address notified by the company to the members as the company's email address or other electronic address.

11.2. Notice to members

- (a) Written notice or any communication under this constitution may be given to a member:
 - (i) in person
 - (ii) by posting it to, or leaving it at the address of the member in the register of members 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 address for service of notices.
- (b) If the company does not have an address for the member, the company is not required to give notice in person.

11.3. When notice is taken to be given

- (a) A notice:
 - (i) delivered in person, or left at a 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 day after it is posted with the correct payment of postage costs;
 - (iii) sent by email, fax or other electronic method, is taken to be given on the business day after it is sent.