



HERBERT SMITH
FREEHILLS
KRAMER

Constitution

Diabetes Australia Limited

ABN 47 008 528 461



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Constitution

Diabetes Australia Limited

A company limited by guarantee

1 Name

The name of the company is Diabetes Australia Limited.

2 Company's purpose

The company's purpose is to support people affected by diabetes and minimise the impact of diabetes in the community including through:

- (a) providing information, resources, education and support to people affected by diabetes and those at risk of diabetes in the Australian community;
- (b) supporting diabetes research;
- (c) promoting the prevention and early detection of diabetes;
- (d) advocating for and facilitating equitable access to appropriate and effective treatment and management for all people impacted by diabetes;
- (e) advocating for diabetes resources, professional development, programs, service funding and support;
- (f) providing a national voice on diabetes on behalf of all Australians affected by diabetes, diabetes health professionals, diabetes researchers and research organisations with an interest in diabetes; and
- (g) liaising with the International Diabetes Federation, World Health Organisation and other diabetes associations to advance the causes of people living with diabetes in accordance with our purpose.

3 Powers

Solely for carrying out the company's purpose, the company may exercise all the powers of a company limited by guarantee under the Corporations Act.

4 Not for profit

4.1 Application of income and assets

- (a) The company's income and assets may only be used in a manner consistent with the company's purpose.



- (b) The company must not distribute any income or assets, directly or indirectly, by way of dividend or other profit distribution, to any member in their capacity as member.
- (c) This rule does not prevent payments (directly or indirectly) to or for the benefit of a member in furtherance of the company's purposes under rule 2.

4.2 Payments to directors

- (a) All payments to a director must be approved by the board and must be no more than an amount which is fair and reasonable.
- (b) The board may decide the remuneration from the company to which each director is entitled for services as a director, provided that the amount is fair and reasonable and the total aggregate amount provided to all non-executive directors of the company for their services as directors (inclusive of superannuation) must not exceed in any financial year the amount fixed by the company in a general meeting.
- (c) For the purposes of setting the aggregate remuneration permitted under rule 4.2(b), the board may recommend an amount to members for their approval in a general meeting notwithstanding the non-executive directors' conflict of interest in making this recommendation.
- (d) Subject to rule 4.2(a), in addition to any remuneration as a director, the company may pay directors out of the funds of the company for, without limitation:
 - (1) out-of-pocket expenses connected with their role as a director;
 - (2) special exertions for the benefit of the company or for performance of services which, in the opinion of the board, are outside the scope of the ordinary duties of a director;
 - (3) goods or services provided to the company; or
 - (4) their role as an employee of the company (separate to their role as a director),with such payments not forming part of the aggregate remuneration permitted under rule 4.2(b).

5 Membership

5.1 Members

- (a) The members are:
 - (1) the directors;
 - (2) those who are members at the time this constitution is adopted;
 - (3) Community Members; and
 - (4) any other persons admitted as members in accordance with this constitution.
- (b) Applications to become a member (or to change member class) must follow the form and process decided by the board.



- (c) The board (or its delegate) will review each application to become a member and decide whether to approve or reject it. No reason is required to be given for rejecting an application.
- (d) Each member agrees to comply with this constitution, follow applicable company policies and support the purposes outlined in rule 2.

5.2 Community Members

- (a) A Community Member is a member that is a natural person admitted to the class of Community Member by the Board.
- (b) A Community Member is not entitled to vote but may have other rights as determined by the Board or by resolution at a general meeting.

5.3 Membership categories and membership fees

- (a) The board may create eligibility criteria and categories of membership and may set those out in a membership policy, which includes:
 - (1) Founding Membership category, which comprises of those members who were recognised by the company or board for their significant contribution to the company's creation and development; and
 - (2) Honorary Life Membership, which comprises those members who in the opinion of the board, have rendered eminent service to the company or to furthering the purposes of the company.
- (b) The board may set a membership fee and may set differing amounts for different categories of membership.
- (c) Community Members and those members with Founding Membership or Honorary Life Membership are not required to pay a membership fee.
- (d) The company must give notice to members of the amount and payment deadline of any membership fee and any changes to the amount or timing of the payment of the membership fee.
- (e) If an applicable annual membership fee is not received:
 - (1) from one month after the due date, the company may send a reminder notice to the member;
 - (2) two months after any reminder notice is sent, the person ceases to be a member.

5.4 When membership ends

Membership ends when the member:

- (a) dies, or in the case of an incorporated body, ceases to exist;
- (b) gives notice to the company that the member resigns or wishes to cease being a member;
- (c) becomes insolvent or makes any arrangement or composition with his or her creditors;
- (d) no longer satisfies the eligibility criteria that applied when they became a member;
- (e) is a member because they are a director and they cease to be a director;



- (f) ceases to be a member under rule 5.3(e)(2) (i.e. if an applicable membership fee is unpaid);
- (g) becomes, as determined by the board, uncontactable; or
- (h) is expelled under rule 5.7.

5.5 Accountability to members

The company must be accountable to the members within the terms of the law, including, as applicable, the Corporations Act, the ACNC Act and this constitution.

5.6 Register of members

- (a) The company must maintain a register of members that sets out a member's name, address, email (or other contact details for receiving notices) (**contact details**) and the date their membership begins and ends.
- (b) Each member must notify the company of any change to their contact details.

5.7 Expulsion

- (a) If the board considers that there may be grounds for expelling a member, it may investigate and decide the matter itself or appoint a committee or third party to investigate and decide the matter. The decision maker must be unbiased.
- (b) The grounds for expelling a member are:
 - (1) the member has not complied with the company's constitution, rules, procedures or policies;
 - (2) it is in the company's best interests for the member to cease being a member; or
 - (3) the member is not supporting the company's purposes or may harm the company's reputation.
- (c) Before any decision to expel a member, the decision maker must arrange a meeting and give the relevant member at least two weeks' notice:
 - (1) of the meeting's date, time and location, including any online links or phone number (if relevant);
 - (2) of the grounds for expulsion; and
 - (3) that the member may attend the meeting (including with a support person or representative) and give an oral or written submission.
- (d) After the meeting, the decision maker has six weeks to reach a decision and must give notice to the member of the decision. If a decision is not made within this time, no action can be taken against the member unless a new process is initiated.
- (e) A decision made under this rule is final and binding on all parties.

6 Member liability and guarantee

The liability of a member to contribute to the property of the company if it is wound up is limited to \$10.



7 Winding up

On winding up, if there are any surplus assets after all debts and liabilities have been met, and after applying rule 8, they must be given to one or more charities as decided by the board.

8 DGR status

8.1 Application of this rule

This rule 8 applies if the company is a deductible gift recipient under the ITAA 97 (**DGR**).

8.2 Identification of Gift Assets

The company must maintain records which identify Gifts and any money received because of those Gifts (such as interest) (**Gift Assets**) and which do not record any other assets.

8.3 Winding up or revocation of DGR status

The Gift Assets must be given to one or more charities that are DGRs, as decided by the board, on:

- (a) the winding up of the company where the surplus assets include Gift Assets; or
- (b) the revocation of the company's DGR status.

9 Changing this constitution

- (a) The company must not pass a special resolution changing this constitution if it would result in the company no longer being a charity.
- (b) A resolution that attempts to change this rule 9 or this constitution in breach of rule 9(a) will have no effect.

10 Patron

- (a) The board may appoint one or more eminent persons as the company's patron.
- (b) A patron may be identified on official correspondence of the company and receive such recognition and dignities as may be agreed between the patron and the company.
- (c) The patron may, but need not be, a member of the company.



11 General meetings

11.1 Convening general meetings

- (a) The board may convene a general meeting at a time and place it considers appropriate, which may include a physical, hybrid, or virtual meeting over the phone or online.
- (b) Members that hold at least 5% of the voting rights may request a general meeting. The request is valid if:
 - (1) the requested meeting is for a proper purpose;
 - (2) it sets out a valid resolution to be proposed;
 - (3) it is signed by those members entitled to vote; and
 - (4) it is given to the company.
- (c) On receiving a valid request under rule 11.1(b), the board must:
 - (1) give notice to all members of the meeting within two months of the request; and
 - (2) hold the meeting within three months of the request.

11.2 Notice

- (a) At least 21 days' notice of a general meeting must be given to each person who is a member, director or auditor (if one has been appointed) of the company at the date of the notice.
- (b) A person may waive notice of a general meeting or consent to shorter notice by giving notice to the company.
- (c) The notice must:
 - (1) specify the date, time and location of the meeting, including any online links or phone number (if relevant);
 - (2) state the general nature of the business of the meeting and, if a special resolution is proposed, include the wording of that resolution; and
 - (3) provide details of approved voting methods.
- (d) Failure to give or receive a meeting notice or proxy form (if any) does not invalidate resolutions passed or actions taken at the general meeting if the:
 - (1) failure was due to accident or error;
 - (2) affected person agrees to the resolution or action; or
 - (3) affected person attends the general meeting.

11.3 Changing, postponing or adjourning general meetings

- (a) The board may change the venue or format, postpone, adjourn or cancel a general meeting:
 - (1) if the board reasonably considers the meeting is no longer necessary;
 - (2) if the venue or format is unreasonable or impractical;



- (3) if a change is needed for efficient conduct of the meeting; or
 - (4) in accordance with rule 11.4(c).
- (b) An adjourned meeting may only deal with unfinished business from the original meeting.
- (c) No additional notice is needed for an adjourned meeting, unless a meeting is adjourned for 30 days or more, in which case notice of that adjourned meeting must be given in accordance with rule 11.2.
- (d) The board cannot postpone or cancel a general meeting convened by members under rule 11.1(b) without the prior written consent of the members who requested the meeting.

11.4 Quorum at a general meeting

- (a) No business (other than electing a chair and adjourning the meeting) may be conducted at a general meeting unless a quorum is present when the meeting proceeds to business.
- (b) A quorum consists of at least five members present and entitled to vote on any resolution at the meeting.
- (c) If a quorum is not present within 30 minutes of the scheduled start time:
 - (1) where the meeting was called at the request of members, the meeting must be dissolved; or
 - (2) in other cases, the meeting is adjourned to a time, date and place determined by the board. If the board does not decide, it is adjourned to the same day, time and place in the following week.
- (d) If a quorum is still not present within 30 minutes of the scheduled start time at the adjourned meeting, the meeting is dissolved.

11.5 Chair at a general meeting

- (a) The President presides as chair at a general meeting if present within 15 minutes of the scheduled start time and willing to act as chair.
- (b) If the conditions in rule 11.5(a) are not met, the members present must elect a chair for the meeting who must be:
 - (1) a director who is present and willing to act; or
 - (2) if no director is present and willing to act, a member who is present and willing to act.
- (c) The chair of the meeting decides questions relating to the order of business, procedure or conduct of the meeting, and their decision is final.
- (d) The chair of a general meeting may take any action they consider appropriate for the safety of persons attending the meeting and the orderly conduct of the meeting and may refuse admission to, or require to leave and remain out of, the meeting any person:
 - (1) in possession of an article considered by the chair to be inadmissible, dangerous, offensive or liable to cause disruption;
 - (2) who refuses to produce or permit examination of any article, in the person's possession;



- (3) who refuses to comply with a reasonable request regarding admission to the meeting;
- (4) who behaves (or who the chair has reasonable grounds to believe may behave) in a dangerous, offensive or disruptive way; or
- (5) who is not entitled to receive notice of the meeting.

The chair may delegate the powers conferred by this rule to any person.

- (e) A person, whether a member or not, requested by the board or the chair to attend a general meeting is entitled to be present and, at the request of the chairperson, to speak at the meeting.

12 Decisions of the members

12.1 Voting by members

- (a) Each member other than a Community Member has one vote.
- (b) Unless a special resolution is required, resolutions are passed by majority of votes cast. A special resolution is passed by at least 75% of votes cast.
- (c) If the votes on a proposed resolution are tied, the chair does not have a second or casting vote and the proposed resolution is taken as lost.
- (d) The board may decide voting procedures, including:
 - (1) the form and methods of voting;
 - (2) whether voting by proxy is permitted; and
 - (3) whether voting by notice is permitted in addition to or instead of proxy voting.
- (e) An objection to a person's right to vote must be:
 - (1) raised before the vote is counted; and
 - (2) decided by the chair, whose decision is final.

12.2 Proxies and representatives

- (a) An incorporated member (a body corporate) may appoint a representative to attend meetings and vote on their behalf.
- (b) If permitted by the board, a member who is entitled to vote at a meeting (including an incorporated member) may appoint a proxy to attend meetings and speak or vote on their behalf. The proxy need not be a member of the company.
- (c) An instrument appointing a proxy is valid if it is in accordance with the Corporations Act or in any form approved by the Board.
- (d) The appointment of a proxy or representative is made by notice to the company by the deadline specified by the board, or if no deadline is given, at least 48 hours before the meeting. The board may decide to accept appointments after any deadline.



- (e) The appointment of a proxy may specify voting instructions for a particular resolution. If instructions are given, the proxy or representative must vote as directed.
- (f) The appointment of a proxy remains valid even if the appointing member (or their representative) attends the meeting. However, if the appointing member (or their representative) votes on a resolution, the proxy is not entitled to vote on that resolution.
- (g) A proxy or representative may vote separately for each member they represent, in addition to any vote they may have as a member in their own right.

12.3 Voting is by show of hands unless a ballot is requested

- (a) A vote of the members at a general meeting is decided by a show of hands unless a ballot is requested under rule 12.3(b). Where a meeting is not held in person, the chair decides how a vote by show of hands will be conducted.
- (b) The chair, or at least four members present and entitled to vote, may request that a vote be decided by ballot instead of by show of hands. The request must be made at any time before or immediately after the result of a vote by show of hands is declared. A request for a ballot may be withdrawn.
- (c) If no ballot is requested, the result of the vote by a show of hands as declared by the chair, and its entry in the meeting minutes, is conclusive evidence of the outcome.
- (d) If a vote is conducted by ballot, the chair may decide how to conduct the ballot, including whether to conduct it electronically.
- (e) A request for a ballot does not prevent the meeting continuing with other business. However, if the request for a ballot is made on electing a meeting chair or on adjourning the meeting, the ballot must be taken immediately.

12.4 The board may allow voting at a general meeting by notice

- (a) The board may allow members entitled to vote at a meeting to vote on a resolution prior to a meeting by giving notice to the company specifying whether their vote is for or against the identified resolution (**vote by notice**). The board may decide the procedures for voting by notice including the form, method and timing of vote submission.
- (b) A member who has voted by notice may still attend the meeting but may not vote on a resolution if they have already voted by notice on that resolution.
- (c) Where the board allows voting by notice on a resolution, the secretary must provide written confirmation to the chair of the total votes by notice for and against the resolution before any vote on that resolution is held at the meeting.
- (d) When the vote is held at the meeting, the chair must:
 - (1) for a show of hands – count each vote by notice (for or against) along with the votes cast at the meeting;
 - (2) for a ballot – include each vote by notice (for or against) in the ballot count.



13 Board

13.1 Composition and eligibility

- (a) An individual is eligible to be a director if they:
 - (1) sign a consent to act as director; and
 - (2) are not disqualified from managing a corporation under the Corporations Act or from being a responsible entity under the ACNC Act.
- (b) The minimum number of directors is 5 and the maximum is 9, unless the company resolves otherwise at a general meeting. Directors cannot be added if doing so would result in this maximum being exceeded.
- (c) If the number of directors falls below the minimum required by this constitution, the remaining directors must appoint additional directors as soon as possible. Until that has happened, they may only act if and to the extent that there is an emergency requiring action.
- (d) The composition of the board must include:
 - (1) one director who is a health professional and a member of the Australian Diabetes Society Limited (ACN 053 787 965) or an equivalent organisation; and
 - (2) one director who is a health professional and a member of the Australian Diabetes Educators Association Limited (ACN 008 656 522) or an equivalent organisation.
- (e) The directors referred to in rule 13.1(d) are not subject to the nomination processes in rule 13.3 but may be subject to a selection process as determined by the board.
- (f) If any of the positions on the board referred to in rule 13.1(d) are vacant, the board can continue to act but must appoint additional directors to fill these positions as soon as practicable having regard to any selection process adopted by the Board in accordance with rule 13.1(e).

13.2 Directors elected by the members

- (a) The board must hold elections each financial year in accordance with this rule, where members entitled to vote may elect or re-elect eligible individuals as directors (**Board Elections**).
- (b) At each Board Election:
 - (1) directors appointed by the board under rule 13.4 since the last Board Election must retire and may offer themselves for election; and
 - (2) at least one third of the remaining directors (rounded to the nearest whole number) must retire and may offer themselves for re-election, unless they have reached the maximum term of office.
- (c) The number and identity of the directors to retire under rule 13.2(b)(2) is determined by the board composition on the date of the notice calling the Board Election. Changes in board composition after this date do not affect those who must retire. The directors who must retire are:
 - (1) those who choose to retire and not seek re-election;



- (2) those who have reached the maximum term of office;
 - (3) those who were not elected or re-elected at either of the last two Board Elections; and
 - (4) if needed to meet the number required in rule 13.2(b)(2), those who have served the longest since their last election or re-election. If multiple directors were elected or re-elected on the same day, the directors will decide who will retire, or if necessary, it will be decided by drawing lots.
- (d) The election, re-election or retiring as a director under this rule takes effect at the conclusion of the Board Election.

13.3 Nominations for Board Elections

- (a) Nominations are not required for directors who retire under rule 13.2(b) and are seeking election or re-election where the board has recommended the person's election or re-election to members.
- (b) The board will determine the selection criteria prior to the nomination process to support the establishment of a board with the appropriate skills and experience.
- (c) Subject to rule 13.3(a), nominations for candidates for election as directors are required and must:
 - (1) be in writing and signed by one member entitled to vote other than the candidate;
 - (2) include a short biographical statement and the candidate's written consent;
 - (3) be delivered to the company at least 45 days before the Board Election unless the board agrees to accept a late nomination.
- (d) The board may review the nominees in accordance with the selection criteria and a board composition policy, and endorse candidates for election by the members.
- (e) Where there is an insufficient number of candidates nominated, or the board determines that a nominee does not meet the selection criteria, the board can call for further nominations. The board must provide feedback to any nominee deemed not to meet the selection criteria and may choose to identify nominees who choose to continue with the nomination process.

13.4 Directors appointed by the board

The board may appoint any eligible individual as a director provided that the total number of directors does not exceed the maximum number fixed under this constitution.

13.5 Term of office

- (a) The maximum term of office for a director is 9 years, or the longer term decided by the board for a particular director in exceptional circumstances.
- (b) An individual who ceased to be a director of the company for a period of at least three continuous years is eligible to be appointed or elected as a director of the company, and their prior terms as a director of the company will not be counted for the purposes of the maximum term in rule 13.5(a).



- (c) A director ceases to be a director if they:
- (1) die;
 - (2) have served the maximum term of office in rule 13.5(a);
 - (3) retires from office under rule 13.2(b) and are not elected or re-elected;
 - (4) resign by giving notice to the company;
 - (5) are removed by member resolution;
 - (6) are appointed for a specific term and the term is not extended;
 - (7) are disqualified from managing a corporation under the Corporations Act or from being a responsible entity under the ACNC Act;
 - (8) fail to attend three consecutive board meetings or four meetings in a year, unless otherwise decided by the board; or
 - (9) in the circumstances outlined in the Corporations Act.

13.6 Powers and duties

- (a) The board is responsible for managing the company and carrying out its purpose set out in rule 2.
- (b) The board may exercise all the company's powers which are not required by the Corporations Act or this constitution to be exercised by the members.
- (c) Directors must understand and comply with their duties as directors, and the requirements described in the ACNC governance standards and external conduct standards.
- (d) The directors must ensure the company's financial affairs are managed responsibly, including by:
 - (1) maintaining accurate records that explain transactions and financial performance, and enable true and fair financial statements to be prepared annually;
 - (2) deciding how payments are approved or executed by or on behalf of the company; and
 - (3) ensuring the company does not operate while insolvent.
- (e) The board may delegate any of its powers or functions to a director, committee, employee, agent or other person as it decides. The delegate must exercise the powers or functions within the terms of the delegation.

13.7 Conflict of interest

- (a) A director must inform the other directors of any perceived or actual conflict of interest.
- (b) The directors must manage conflicts of interest in accordance with the ACNC governance standards, the Corporations Act and any conflict of interest policy adopted by the board.
- (c) Subject to conflicts of interest being managed in accordance with rule 13.7(b):
 - (1) a director is not disqualified from entering into an arrangement with the company as vendor, purchaser or in another capacity;



- (2) an arrangement entered into by the company in which a director is interested is not invalid or voidable;
- (3) a director who has an interest in an arrangement involving the company need not account to the company for any profit realised under the arrangement,
merely because of the director's fiduciary obligations.

13.8 Committees

The board may establish one or more committees (including advisory committees) consisting of any number of directors or others and provide a charter or terms of reference for the operations of the committee.

13.9 Validity of acts

An act done by a person acting as a director or done by the board, or by a person or committee exercising a power or function delegated by a director (or the board), is not invalidated merely because of:

- (a) a defect in appointment of any person;
- (b) a person no longer being a director or committee member; or
- (c) a person being ineligible to vote;

if that circumstance was not known by the person, board or committee (as applicable) when the act was done.

14 Board meetings

14.1 Convening and holding board meetings

- (a) A director may call a board meeting by giving reasonable notice to all the other directors, or by the secretary giving reasonable notice to all directors.
- (b) A notice of board meeting:
 - (1) must specify the date, time and location of the meeting, including any online links or phone number (if relevant);
 - (2) need not state the nature of the business to be conducted; and
 - (3) may be given immediately before the meeting.
- (c) Failing to give or receive a meeting notice does not invalidate resolutions passed or actions taken at the meeting if:
 - (1) the failure was due to accident or error;
 - (2) the director waives notice of that meeting before or after the meeting;
 - (3) the director notifies the company of their agreement to the resolution or action before or after the meeting; or
 - (4) the director attended the meeting.
- (d) Board meetings can be held in person or by telephone or digital means or any combination.



- (e) If a technical difficulty occurs which means that one or more directors cannot participate, the chair may adjourn the meeting until the difficulty is remedied or may, if a quorum remains present, continue with the meeting.

14.2 Quorum at a board meeting

- (a) No business may be conducted at a board meeting unless a quorum is present at the time the business is dealt with.
- (b) A quorum is a majority of directors.

14.3 President

The board may elect one of the directors to the position of president and decide how long they will hold the position (**President**).

14.4 Chair of board meetings

- (a) The President must preside as chair at each board meeting if present within 10 minutes of the scheduled start time and willing to act.
- (b) If the conditions in rule 14.4 are not met, the directors present must elect one of themselves to be the chair for that meeting.

14.5 Decisions at meetings

- (a) Resolutions at a board meeting pass by majority of votes cast by the directors present.
- (b) If the votes on a proposed resolution are equal, the President or chair of the board meeting does not have a second or casting vote, and the vote is taken as lost.

14.6 Decisions without a meeting

- (a) A board resolution may be passed without a board meeting if:
 - (1) all of the directors who are entitled to receive notice of a meeting and vote on a resolution are given notice setting out that resolution; and
 - (2) at least 75% of those directors consent to the resolution within the time specified, or if no time is specified, within 14 days of the document being sent.
- (b) A director may consent to a resolution in the manner set out in the notice of the resolution, or by:
 - (1) signing the document containing the resolution (or a copy of that document); or
 - (2) emailing or telephoning the secretary or the other directors and signifying assent to the resolution and clearly identifying its terms.
- (c) The resolution is taken as passed when the last director required to make up at least 75% of the directors consents to the resolution within the required time period.



15 Minutes and records

- (a) The board must ensure that the following company records are maintained:
 - (1) minutes of general meetings, board meetings and committee meetings (including all resolutions proposed); and
 - (2) records of resolutions passed by members, the board and committees without a meeting.
- (b) The records must be made within one month after the relevant meeting is held or resolution passed.
- (c) The minutes of a meeting must be signed within a reasonable time by the chair of the meeting or the chair of the next meeting.

16 Secretary

- (a) The board must appoint at least one secretary who ordinarily resides in Australia. The secretary may also be a director.
- (b) The secretary must consent to the appointment.
- (c) The secretary may be removed by the board.

17 Indemnity and insurance

17.1 Indemnity

- (a) The company must indemnify, on a full indemnity basis and to the maximum extent permitted by law, each Indemnified Officer against all losses or liabilities (including costs and expenses) they incur as an officer of the company.
- (b) This indemnity:
 - (1) continues and is enforceable by an Indemnified Officer even if they are no longer an officer of the company; and
 - (2) can be enforced without the person first having to incur any expense or make any payment.

17.2 Insurance

The company must, to the extent permitted by law:

- (a) purchase and maintain insurance; or
- (b) pay or agree to pay a premium for insurance,

for any Indemnified Officer against any loss or liability they incur as an officer of the company if the board decides it is appropriate to do so.



17.3 Savings

Nothing in this rule:

- (a) affects any other rights or remedies an Indemnified Officer has in relation to losses or liabilities covered by this rule; or
- (b) limits the company’s ability to indemnify or provide or pay for insurance for anyone not covered by this rule.

18 Notice

18.1 Notice from the company or a director

The company or a director may give notice:

- (a) personally;
- (b) by post to the person’s nominated address; or
- (c) by email or other technological means.

18.2 Notice to the company

Notice to the company may be given:

- (a) by post or personal delivery to its registered address; or
- (b) by email to the company’s main email address, or if none, to the secretary’s email address as set out on the company’s website or public register.

18.3 Time of service

- (a) A notice that is posted and properly addressed is considered served at 10.00am, three Business Days after it was posted.
- (b) A notice sent by email or other technological means is considered served at the time it is sent. However, if it was not sent on a Business Day or was sent after 4.00pm (addressee’s time), the notice is considered to be served at 10.00am on the next Business Day.

19 Definitions and interpretation

19.1 Definitions

Term	Meaning
ACNC Act	the <i>Australian Charities and Not-for-profits Commission Act 2012</i> (Cth).



board	the directors of the company passing a resolution in accordance with this constitution.
Business Day	Monday to Friday inclusive, excluding the public holidays in the State or Territory of the registered office of the company.
Community Member	a member referred to in rule 5.2(a).
Corporations Act	the <i>Corporations Act 2001</i> (Cth).
Founding Membership	Members admitted to the membership class described in rule 5.3(a)(1).
Gift	<ol style="list-style-type: none">1 a voluntary transfer of money or property (including financial assets such as shares) where the donor receives no material benefit or advantage; or2 a voluntary transfer of money or property in relation to an eligible fundraising event as described in item 7 or item 8 of the table in section 30-15 of the ITAA 97.
Honorary Life Membership	Members admitted to the membership class described in rule 5.3(a)(2).
Indemnified Officer	each person who is or has been a director, secretary or officer of the company.
ITAA 97	the <i>Income Tax Assessment Act 1997</i> (Cth).
President	means any person elected to the role of president of the company by the board under rule 14.3.

19.2 Interpretation

In this constitution:

- (a) a reference to legislation includes all delegated legislation made under it and amendments, consolidations, replacements or re-enactments of any of them;
- (b) unless the contrary intention appears, a word or expression defined or used in the Corporations Act, covering the same subject, has the same meaning in this constitution;
- (c) a reference to 'notice' means 'written notice', 'in writing' includes electronic communications and 'signed' includes an electronic signature;



- (d) a reference to 'person' means a natural person or an incorporated entity;
- (e) a person is present at a meeting if they are present in person, over the phone, online or by proxy or representative; and
- (f) the singular includes the plural and the plural includes the singular.

20 Corporations Act

- (a) The replaceable rules in the Corporations Act do not apply to the company.
- (b) To the extent that this constitution is inconsistent with any applicable requirements in the Corporations Act, the constitution is modified to reflect those requirements.