

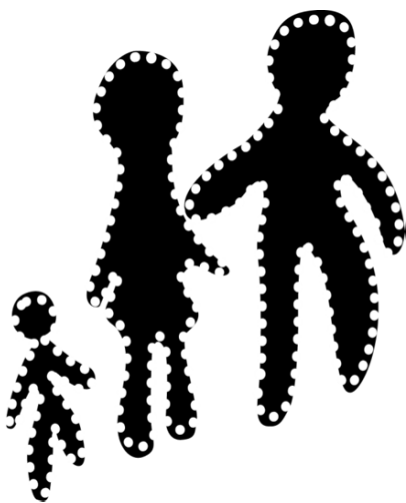


Wungening Aboriginal Corporation

Healing Aboriginal Peoples:
Mind, Body and Spirit



CONSTITUTION



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1. Name

The name of the Corporation is: Wungening Aboriginal Corporation.

2. Definition and interpretation

In this Constitution, unless the contrary intention appears:

- (a) **Aboriginal person** means a person of the Aboriginal race of Australia.
Torres Strait Islander means a descendent of the Indigenous inhabitant of the Torres Strait Islands.
- (b) **Act** means the *Corporations – (Aboriginal and Torres Strait Islander) Act 2006* as amended from time to time and any regulations made under it.
- (c) **Annual General Meeting (AGM)** means a general meeting held in accordance with clause 7.
- (d) **Applicant** means a person who is eligible to become a Full Member or Associate Member of the Corporation and has applied to become a Full Member or Associate Member according to clause 5.
- (e) **Associate Member** means any person who is registered as an Associate Member in accordance with this Constitution, but does not include a Full Member.
- (f) **Corporation** means Wungening Aboriginal Corporation.
- (g) **Books** include a register, any record of information, financial reports or records, or documents of the Corporation however compiled, recorded or stored, but does not include medical records of any patients of the Corporation.
- (h) **Business day** means a day which is not a Saturday, Sunday or bank or public holiday in the place concerned.
- (i) **Calendar year** means a period from and including 1 January to 31 December in a year.
- (j) **Code of Ethics and Conduct Policy** means the Code of Ethics and Conduct Policy as approved by the Board of Directors.
- (k) **Registrar** is the Registrar appointed pursuant to the *Corporations (Aboriginal and Torres Strait Islander) Act 2006*.
- (l) **Common Seal** means the common seal of the Corporation referred to in clause 10, if any.
- (m) **Constitution** means this constitution including any schedules.
- (n) **Directly related family member** means a mother, father, brother, sister, spouse, defacto spouse, child, grandchild or grandparent.

- (o) **Director** means a person elected or appointed according to clause 8 to manage the affairs of the Corporation in accordance with the Act and this Constitution.
- (p) **Full Member** means any person whose name appears on the Register of Members. A reference to Full Member in this Constitution includes a reference to a Lifetime Member.
- (q) **Fit and Proper Person** means a person of good fame, integrity and character and who has not, in the last five years:
 - (i) Been convicted of an offence under the Act that is punishable by imprisonment for more than 12 months;
 - (ii) Been convicted of an offence under criminal legislation in any jurisdiction in Australia that is punishable by imprisonment for more than 12 months;
 - (iii) Been convicted of an offence involving dishonesty that is punishable by imprisonment for at least 3 months;
 - (iv) Had the status of an undischarged bankrupt;
 - (v) Signed a personal insolvency agreement and have not kept to the agreement.
- (r) **General Meeting** refers to both Special General Meetings and Annual General Meetings of the Full Members of the Corporation called and held according to clause 7.7.
- (s) Holistic and culturally relevant means services that respect and support the individual by acknowledging and encouraging positive connections to family, community and culture. It means respect for family and community in the context of the individual's beliefs and values.
- (t) **Life Member** means a Full Member or an Associate Member who has been granted honouree or life membership by a majority of Full Members at a General Meeting pursuant to clauses of this Constitution.
- (u) **Material Personal Interest** means a personal interest which has the capacity to influence a Director's consideration of, and vote on, a particular matter.
- (v) **Members** means any person whose name appears on the member's register and shall include Full Members and Associate Members;
- (w) **Objects** means the Corporation's objectives set out in clause 3.
- (x) **Officer** is a Director, Secretary, manager, administrator, special administrator, receiver, receiver and manager, liquidator or trustee of the Corporation or a person who makes decisions that affect a substantial part of the business of the Corporation, or could significantly affect the Corporation's financial position.
- (y) **Perth Metropolitan area** is defined according to the Metropolitan Local Government, Western Australia.

- (z) **Poll** means voting at a General Meeting by the Full Members signing a paper headed “for” or “against” a motion or resolution, as the case may be (as opposed to voting by a show of hands). A Poll can include a secret ballot.
- (aa) **Register of Former Members** means the register of former members kept according to clause 6.
- (bb) **Register of Members** means the register of members kept according to clause 6.1.
- (cc) **Reside** means to dwell permanently (or for a considerable time) or to have one's settled or usual abode in or at a particular place.
- (dd) **Secretary** means a person elected or appointed according to clause 10.
- (ee) **Special Resolution** means a resolution that has been passed by at least 75% of the votes cast by Full Members present at a General Meeting and entitled to vote on the resolution.

In this Constitution:

- (a) A reference to Aboriginal person in this Constitution shall mean an Aboriginal person or a Torres Strait Islander person and shall include the individual, family and community.
- (b) Words in the singular include the plural and vice versa;
- (c) Any gender includes the other genders;
- (d) The words ‘including’, ‘include’ and ‘includes’ are to be read without limitation;
- (e) A reference to:
 - (i) Legislation is to be read as a reference to that legislation, any subordinate legislation under it, and that legislation and subordinate legislation as amended, re-enacted or replaced for the time being;
 - (ii) Writing includes any mode of representing or reproducing words in tangible and permanently visible form, and includes fax transmissions; and
 - (iii) A clause or schedule is a reference to a clause or schedule, as the case may be, of this document.
- (f) Headings and notes are used for convenience only and are not intended to affect the interpretation of this Constitution;
- (g) A word or expression defined in the Act and used, but not defined, in this Constitution has the same meaning given to it in the Act when used in this Constitution;
- (h) If a word or phrase is defined its other grammatical forms have corresponding meanings;

- (i) Where time is to be calculated by reference to a day or event, that day or the day of the event is excluded; and
- (j) Any inconsistency with the Act is to be resolved in favour of the Act.

3. Objectives

The Objectives of the Corporation are to:

- (a) Provide holistic, culturally relevant services to Aboriginal people.
- (b) Provide services that enable people to live positive and healthy lives.
- (c) Provide services that seek to prevent and/or minimise the harm caused to the individual, family and community by misuse of alcohol, other drugs and harmful substances.
- (d) Create opportunities to engage with the broader Aboriginal community for the purpose of advancing the objectives of the Corporation.
- (e) Advocate on behalf of Aboriginal people in respect to matters relating to and relevant to the objectives of the Corporation.
- (f) Provide services that operate according to accepted Australian and international standards for best practice in service delivery as it relates to the services provided by the Corporation.
- (g) Operate a Corporation that provides opportunities to build the capacity of the Aboriginal workforce within the context of the services provided by the Corporation.
- (h) Contribute to the best practice evidence base of alcohol and other drug services and related services by participating in and contributing to research that is culturally appropriate, ethical and relevant to the needs of clients and our target population.
- (i) To implement strategic and operation plans that advance the objectives of the Corporation.
- (j) Form partnerships with organisations, companies, agencies and any other legal entity as necessary and desirable for the purpose of advancing the objectives of the Corporation.
- (k) Achieve the objectives within a framework of good governance and leadership principles and standards.
- (l) Operate a public benevolent Corporation that is a charitable, not-for-profit Corporation and where all funds and revenue are directed at achieving the objectives of the Corporation and applied solely to the Corporation, whereby not part of the property or income may be paid or otherwise distributed by any means, directly or indirectly to the members of the Corporation, except in good faith in the promotion of the objectives of the Corporation.

- (m) To operate and maintain a gift fund to be known as 'The Wungening Aboriginal Corporation Gift Fund' in accordance with the requirements of the *Income Tax Assessment Act 1997*.

4. Powers

Subject to the Act and this Constitution, the Corporation has the power to do anything lawful to carry out its objectives.

5. Membership

5.1 Members on registration

Members' names must be entered on the Register of Members.

5.2 Full Members

- (a) A person who applies for Full Membership agrees to comply with this Constitution.
- (b) A person becomes a Full Member if:
 - (i) The person applies to the Corporation in writing in the form prescribed by the Directors; and
 - (ii) The person is eligible under clause 5.4(a); and
 - (iii) The Directors by a majority approve the application; and
 - (iv) The person has paid their subscription as required in accordance with clause 5.6; and
 - (v) Subject to clause 5.5, the person's name, address and date they became a Full Member is placed on the register of Full Members.
- (c) The Directors will consider and decide all applications for Full membership within a reasonable period after they are received, but not later than three months following receipt.
- (d) Applications will be considered and decided in the order in which the Corporation receives them.
- (e) The Directors must not accept an application for Full membership of the Corporation unless the Applicant:
 - (i) Applies in accordance with clause 5.2(a); and
 - (ii) Meets all the eligibility for Full membership requirements.
- (f) The Directors may refuse an application for membership if the Directors determine by majority in their absolute discretion that accepting the applicant as a member could cause significant harm to the Corporation and the operations of the Corporation.

- (g) The Directors may refuse to accept a Full membership application in their absolute discretion.
- (h) If the Directors refuse an application for Full Membership, the Directors must notify the Applicant in writing of the decision and the reasons for it.

5.3 Associate Members

- (i) A person who applies for Associate Membership agrees to comply with this Constitution.
- (j) A person becomes an Associate Member if:
 - a) The person applies to the Corporation in writing; and
 - b) The person is eligible under clause 5.4(b); and
 - c) The Directors, by a majority approved the application; and
 - d) Subject to clause 5.5, the person's name, address and date they became an Associate Member, is placed on the Register of Associate Members.
- (k) The Directors will consider and decide all applications for Associate membership within a reasonable period after they are received, but not later than three months following receipt.
- (l) Applications will be considered and decided in the order in which the Corporation receives them.
- (m) The Directors must not accept an application for Associate Membership of the Corporation:
 - (i) Unless the Applicant applies in accordance with clause 5.3(a); and
 - (ii) Unless the Applicant meets all the eligibility for Associate membership requirements; and
 - (iii) Acceptance of the application does not result in a majority of the total membership of the Corporation being non-Aboriginal persons; and
- (n) The Directors may refuse an application for Associate membership if the Directors determine by majority in their absolute discretion that accepting the applicant as a member could cause significant harm to the Corporations and the operations of the Corporation.
- (o) The Directors may refuse to accept an Associate membership application in their absolute discretion.
- (p) If the Directors refuse an application for Associate Membership, the Directors must notify the Applicant in writing of the decision and the reasons for it.

5.4 Who is eligible?

A Full Member:

- (i) Must be 18 years or older; and
- (ii) Must be an Aboriginal person; and
- (iii) Must agree to comply with all the provisions of this Constitution; and
- (iv) Must be a natural person and cannot be a body corporate, company or any entity other than a natural person; and
- (v) Must reside in the Perth metropolitan area; and
- (vi) May not be an employee of the Corporation.

(a) An Associate Member:

- (i) Must be 18 years or older; and
- (ii) May be a non-Aboriginal persons; and
- (iii) Must be a natural person and cannot be a body corporate, company or any entity other than a natural person; and
- (iv) Must reside in the Perth metropolitan area; and
- (v) May be an employee of the Corporation.

5.5 Entry on the register

(a) If the Directors accept a membership application, the Applicant's name must be entered on the Register of Members within 14 days. However, subject to clause 5.5 (b):

If the Applicant applies for membership after a notice has been given for the holding of a general meeting; and the meeting has not been held when the directors consider the application, then the corporation must not enter the person on the register of members until after the general meeting has been held.

5.6 Subscriptions

- (a) Subscription fees for Full Members and Associate Members shall be set at a rate as determined by the corporation by resolution in general meeting.
- (b) Subscription fees shall be paid annually per Calendar Year.
- (c) A member must pay their membership subscription in advance by 31 January each calendar year or the member's subscription shall be deemed to be in arrears.

5.7 Cancellation of membership for failure to pay subscription

- (a) Subject to clause 5.7 (b), where a member's subscription is in arrears for 30 days the member's membership may be cancelled by a two-thirds majority vote of Directors.
- (b) A member's membership may not be cancelled pursuant to clause 5.7 (a) unless and until:
 - (i) A notice has been sent to the member in accordance with clause 14; and
 - (ii) The member has been provided at least 30 days' notice to pay their subscription fee.
- (c) Where a membership is cancelled pursuant to clause 5.7 (a), clause 5.14 shall not apply and instead the provisions of this clause 5.7 shall apply.
- (d) A member whose membership is cancelled pursuant to this clause shall not have a right to appeal the decision to the members at a General Meeting of members and clause 5.14 (f) shall not apply.
- (e) A person whose membership has been terminated pursuant to this clause will not be eligible to re-apply for membership for a period of four years.

5.8 Full Member rights

- (a) Subject to clause 5.10, each Full Member has the following rights:
 - (i) Subject to clause 5.10, to attend, speak and vote at a General Meeting of the Corporation;
 - (ii) To not be removed as a Full Member unless the Directors and the Corporation have complied with the relevant provisions of this Constitution and the CATSI Act;
 - (iii) Subject to clause 5.10, to put forward resolutions to be voted on at a General Meeting of the Corporation in accordance with clause 7.13;
 - (iv) Subject to clause 5.10, to ask the Directors to call a General Meeting of the Corporation in accordance with clause 7.8 (b);
 - (v) To access the following Books and records of the Corporation:
 - (a) The Register of Members, under clause 6.1;
 - (b) The minutes of meetings of members, under clause 11.8;
 - (c) The Corporation's Constitution under clause 11.10; and
 - (d) Other documents as required by law.
 - (vi) To ask the Directors to provide access to any other records or Books of the Corporation in accordance with the Act; and

- (b) Members do not have the right to share in the profits of the Corporation or take part in the distribution of the Corporation's assets if it is wound up.

5.9 Associate Member rights

- (a) Associate Members are entitled to:
 - (i) Receive notice of and to attend General Meetings;
 - (ii) Subject to clause 5.10, to attend and speak at any General Meeting;
 - (iii) To access the following Books and records of the Corporation:
 - (1) The Register of Members, under clause 6.1;
 - (2) The minutes of meetings of members, under clause 11.8;
 - (3) The Corporation's Constitution under clause 11.10; and
 - (4) Other documents as required by law.
- (b) Associate Members are not:
 - (i) Entitled to vote at any General Meeting;
 - (ii) Eligible to be elected or appointed as a Director;
 - (iii) Entitled to share in the profits of the Corporation or take part in the distribution of the Corporation's assets if it is wound up; and
 - (iv) Entitled to exercise any other right or privilege enjoyed by a Full Member as specified in clause 5.7.

5.10 Members' subscription and eligibility to vote

- (a) A full member whose subscription is in arrears at the date of a meeting in which resolutions are to be proposed and members have a right to vote, shall not be eligible to vote on a resolution put to the members at a general meeting of members.
- (b) A full member whose subscription is in arrears shall not be eligible to propose a resolution for consideration at a general meeting of members.
- (c) A full member whose subscription is in arrears shall not be eligible to request a general meeting of members pursuant to clause 7.8.
- (d) An Associate member whose subscription is in arrears shall not be eligible to attend a general meeting of members.

5.11 Members' responsibilities

Each member, be they a full or associate member has the following responsibilities:

- (a) To comply with the Act and this Constitution; and
- (b) To notify the Corporation of any change in their address within 28 days; and
- (c) To comply with any code of conduct for members adopted by the Corporation; and
- (d) To treat other members and the Directors with respect and dignity; and
- (e) To not behave in a way that significantly interferes with the operation of the Corporation or of Corporation meetings; and
- (f) To not behave in a way that damages or may tend to cause significant damage to the Corporation whether or not that behaviour is wilful or reckless.

5.12 Liability of members

- (a) The members are not liable to contribute to the property of the Corporation on winding up.
- (b) Members and former members are not to be liable to contribute towards the payment of the debts and liabilities of the Corporation.

5.13 How to stop being a member

- (a) A person will stop being a member if:
 - (i) They resign in accordance with clause 5.13 (c);
 - (ii) The person is deceased;
 - (iii) Their membership is cancelled.
- (b) A person ceases to be a member when their name is removed from the Register of Members as a member of the Corporation.
- (c) A member may resign by giving a resignation notice in writing to the Corporation.
- (d) A member may have their membership cancelled in accordance with clause 5.7.
- (e) Where a membership is cancelled pursuant to clause 5.13 (a) (iii), the Corporation must remove the member's name from the Register of Members within 14 days of the cancellation of membership.
- (f) Where the Corporation receives notice that a person is deceased or has resigned as a member, the Corporation must remove the member's name from the Register of Members within 14 days of receipt of the notice.

5.14 Cancelling membership

- (a) Subject to clause 5.14 (b), the Directors may, by resolution of a two-thirds majority of the Directors, cancel the membership of a member if they are not eligible for membership or have ceased to be eligible for membership.

- (b) Before cancelling the membership, the Directors must issue a *show cause* notice to the member in writing asking the member to show cause why the member should not have their membership cancelled. The Notice must:
 - (i) Be addressed to the member at the address that appears on the Register;
 - (ii) Must provide adequate explanation for the reason for issuing the show cause notice;
 - (iii) Must provide the member with 14 days to submit a written reply or provide the member with an opportunity to attend the next Board of Directors meeting to discuss the matter, not later than 60 days from the date of issuance of the 'Notice to Show Cause';
 - (iv) Where the Chairperson receives notice from a member of their intention to respond in person, the Chairperson must give notice in writing within 14 days to the member of the date of the next Board meeting;
- (c) Upon receipt of a 'Notice to Show Cause' why membership should not be terminated a member who wishes to respond must:
 - (i) Notify the Chairperson, in writing, within 14 days of the receipt of the notice of the intention to respond in person or.
 - (ii) Submit their written response in writing within 14 days of receipt of the 'Notice to Show Cause'.
- (d) A member who does not respond to a 'Notice to Show Cause' will be deemed to have no objection to their membership being cancelled and the Directors may proceed to cancel the membership.
- (e) Where a member responds in writing to the Board of Directors, or speaks to the Board of Directors in response to a 'Show Cause Notice' and following the hearing of the member, the Board must, within 14 days:
 - (i) Issue a notice of termination of membership to the member; or
 - (ii) Issue a notice in writing affirming the membership of the member; and/or
 - (iii) Issue a notice to the member providing for an opportunity to rectify any outstanding issue.
- (f) A person who has had their membership terminated may make an application for review of the decision at the next Annual General Meeting of members. An application for a review of the decision must:
 - (i) Be made in writing,
 - (ii) Be addressed to the Board of Directors, and

- (iii) Must be received by the Board of Directors within 14 days of the applicant receiving notice that membership has been terminated.
- (g) Upon receipt of a request for review of a decision to terminate membership the Board of Directors must:
 - (i) Within 21 days acknowledge receipt of the request in writing addressed to the applicant.
 - (ii) Place the application for review on the agenda of the next Annual General Meeting.
 - (iii) Inform the applicant of the date of the next Annual General Meeting at least 14 days prior to the date of the general meeting.
 - (iv) Inform the applicant, at least 14 days prior to the date of the Annual General Meeting of the time they may be present to put their case to the Annual General Meeting.
 - (v) Where the next Annual General Meeting is less than 14 days from the date of receipt of the application for review, the Board is not bound by the time limits provided for in 5.14 (g).
- (h) The Annual General Meeting of members may rescind the termination on a majority vote. Failure to achieve a majority vote will be confirmation of the decision of the Board of Directors.
- (i) A person whose membership has been terminated will not be eligible to re-apply for membership for a period of four years.

Membership may be cancelled if member cannot be contacted

- (a) The membership may be cancelled by special resolution in a general meeting if the corporation:
 - (i) Has not been able to contact that member at their address entered on the register of members for a continuous period of two years before the meeting and
 - (ii) Has made two or more reasonable attempts to contact the member during that 2-year period but has been unable to.
- (b) If the corporation cancels the membership, the directors must send that person a copy of the resolution at their last known address, as soon as possible after the resolution has been passed.

Membership may be cancelled if a member is not an Aboriginal and Torres Strait Islander person

- (a) If the constitution includes an eligibility requirement that an individual be an Aboriginal and Torres Strait Islander person, membership may be cancelled if member is not an Aboriginal and Torres Strait Islander person

- (b) The corporation, by special resolution in a general meeting, may cancel the member's membership if the general meeting is satisfied that member is not an Aboriginal or Torres Strait Islander person.
- (c) If the corporation cancels a person's membership under this rule, the directors must give that person a copy of the resolution, as soon as possible after it has been passed.

Membership may be cancelled if a member misbehaves

- (a) The corporation may cancel the membership by special resolution in a general meeting if the general meeting is satisfied that member has behaved in a way that significantly interfered with the operation of the corporation or of corporation meetings.
- (b) If the corporation cancels a membership under this rule, the directors must give that person a copy of the resolution, as soon as possible after it has been passed.

5.15 Lifetime Members

- (a) A lifetime member is an honorary title.
- (b) A person becomes a lifetime member:
 - (i) In recognition of outstanding contribution and service over a continuous and extended period of time to the Corporation; and
 - (ii) If by Special Resolution the members decide that a person is to be given the honorary title of Lifetime member.
- (c) A lifetime member is bound by all the clauses of this Constitution.
- (d) A lifetime member has all the rights and obligations of a full member pursuant to this Constitution except:
 - (i) A lifetime member shall not be required to pay a membership subscription fee; and
 - (ii) A lifetime member cannot have their membership cancelled for failure to pay a subscription that is due in respect to membership subscription.
- (e) A lifetime member:
 - (i) Must be Full Member; and
 - (ii) Must be nominated for lifetime membership by a majority of two thirds of the Directors; or
 - (iii) Must be nominated by at least 2 full members.
- (f) Those nominating the lifetime member must sign the Lifetime Member Nomination form as authorised by the Board of Directors.

- (g) Nominations for lifetime membership will not be accepted less than 60 days before an Annual General Meeting of members.
- (h) Not more than two lifetime members shall be accepted by the Corporation annually.
- (i) Lifetime memberships shall be voted at the Annual General Meeting.
- (j) Nominations for lifetime membership must be made in a manner and in the form prescribed by the Corporation.

Transitional provisions

- (k) Any person who is a Full lifetime member of the Corporation at the time this Constitution is registered, shall be accepted as a Full lifetime member of the Corporation.
- (l) Any person who is an Associate lifetime member of the Corporation at the time this Constitution is registered, shall be accepted as an Associate lifetime member of the Corporation.

6. Register of Members and Former Members

6.1 Register of Full Members

- (a) The Corporation must establish and maintain a Register of Full Members.
- (b) The Register of Full Members must contain the following information about a member:
 - (i) Their full name and address; and
 - (ii) The date on which their name was entered on the register; and
 - (iii) Whether or not they are a lifetime member and if so the date on which they became a lifetime member.
- (c) The Register of Full Members may also contain any other name by which the member is or was known.

6.2 Register of Associate Members

- (a) The Corporation must establish and maintain a Register of Associate Members.
- (b) The Register of Associate Members must contain the following information about a member:
 - (i) Their full name and address; and
 - (ii) The date on which their name was entered on the register.
- (c) The Register of Associate Members may also contain any other name by which the member is or was known.

6.3 Register of Former Members

- (a) The Corporation must establish and maintain a separate Register of Former Members.
- (b) The Register of Former Members must contain the following information about each individual who stopped being a member within the last 7 years:
 - (i) The former member's full name and address; and
 - (ii) The date on which the former member stopped being a member.
- (c) The Register of Former Members may also contain any other name by which the individual is or was known.

6.4 Location of registers

The Corporation must keep the Register of Members and the Register of Former Members at the Corporation's registered office.

6.5 Right to inspect registers

- (a) The Register of Members must be open for inspection by any person, and any person has a right to inspect the registers.
- (b) If a register is kept on a computer, the Corporation must allow the person to inspect a hard copy of the information on the register (unless the person and the Corporation agree that the person can access the information by computer).

6.6 Inspection fees

- (a) A member may inspect the registers without charge.
- (b) A person who is not a member may inspect the registers only on payment of any fee required by the Corporation.

6.7 Right to get copies

The Corporation must give a person a copy of the registers (or a part of either register) within 7 days (or such longer period as the Registrar may allow) if the person:

- (a) Asks for the copy; and
- (b) Pays any fee as determined by the Directors but not exceeding the amount prescribed by the Regulations (if any).

6.8 Making the Register of Members available at Annual General Meeting

The Corporation must:

- (a) Make the Register of Members available for inspection (without charge) by members at the Annual General Meeting; and

- (b) Ask each member attending the Annual General Meeting to check and update his or her entry.

6.9 Provision of registers to Registrar

If the Registrar requests a copy of the Register of Members or former members, it must be provided within 14 days or such longer period as the Register specifies.

7. Annual General Meetings and General Meetings

7.1 Holding Annual General Meetings

- (a) Subject to clauses 7.2 and 7.6 (a), the Corporation must hold an Annual General Meeting within four months after the end of its financial year.
- (b) Members must be provided at least 21 days' notice of an Annual General Meeting.

7.2 Extension of time for holding Annual General Meeting

- (a) The Corporation may apply to the Registrar to extend the period within which the Corporation must hold an Annual General Meeting, provided the application is made before the end of the period within which the Corporation would otherwise be required to hold an Annual General Meeting.
- (b) If the Registrar grants an extension, the Corporation must hold its Annual General Meeting within the extended period specified by the Registrar.

7.3 Business of Annual General Meeting

The business of an Annual General Meeting includes but is not limited to:

- (a) Confirmation of the minutes of the previous General Meeting;
- (b) The consideration of the financial reports of the Corporation;
- (c) When elections are due, the election of Directors;
- (d) The appointment and remuneration of the auditor;
- (e) Checking of details on the Register of Members;
- (f) Any resolutions or special resolutions for which the members have received notice.

7.4 The Auditor and the Annual General Meeting and General Meetings

- (a) The auditor must receive a notice of the Annual General Meeting or a General Meeting, including a meeting at which a special resolution is to be voted on by the members, and the notice must be issued at least 21 days prior to the date of the Annual General Meeting or the General Meeting.

- (b) The auditor has a right to speak at the Annual General Meeting or the General Meeting. The auditor has a right to be heard even if:
 - (i) The auditor retires at that meeting; or
 - (ii) The meeting passes a resolution to remove the auditor from office.
- (c) The auditor may authorise a person in writing as the auditor’s representative for the purpose of attending and speaking at any General Meeting.
- (d) Members may ask the auditor questions in respect to the conduct of the audit, the preparation of the audit, the accounting policies adopted by the Corporation in the preparation of the financial statements and the independence of the auditor.

7.5 General meetings

- (a) A General Meeting must be held:
 - (i) For a proper purpose; and
 - (ii) At a reasonable time and place.
- (b) If the Directors change the place of a General Meeting, notice of the change must be given to each person who is entitled to receive it.

7.6 General meeting business

The business at each General Meeting must include:

- (a) Confirmation of the minutes of the previous General Meeting; and
- (b) All matters set out in the notice of the General Meeting.

7.7 Calling general meetings

- (a) A Director may call a General Meeting of the Corporation.
- (b) Members must be given 21 days’ notice in writing of the date of a General Meeting and the notice must comply with the provisions of clause 14.
- (c) The directors must call and arrange to hold a general meeting on the request of at least the required number of members specified under rule 7.7.

Number of members	Number of members needed in corporation to ask for a general meeting
2 to 10 members =	1 member
11 to 20 members =	3 members
21 to 50 members =	5 members
51 members or more =	10 per cent of members

- (d) A request under clause 7.7 (c) must:

- (i) Be in writing;
 - (ii) State any resolution to be proposed at the meeting;
 - (iii) Be signed by the Full Members making the request;
 - (iv) Nominate a Full Member to be the contact Full Member on behalf of the Full Members making the request; and
 - (v) Be addressed to the Chairperson.
- (e) Separate copies of a document setting out a request under clause 7.7 (c) may be used for signing by Full Members if the wording of the request is identical in each copy.
- (f) If the Directors resolve that:
- (i) A request under clause 7.7 (c) is frivolous or unreasonable; or
 - (ii) Complying with a request under clause 7.7 (c) would be contrary to the interests of the Full Members as a whole,

The Directors may, on a majority vote make an application to the Registrar for permission to deny the request.

- (g) The Directors must, as soon as possible after making an application pursuant to clause 7.7 (f), give the contact Full Member (see clause 7.7 (d) (iv)) notice that an Application has been made.
- (h) If the Directors call a Members Meeting pursuant to this clause 7.7, the Directors must call the meeting within 21 days of receipt of the request.
- (i) If:
- (i) The Directors have applied to deny a request; and
 - (ii) The Registrar refuses that request,

The Directors must call the meeting within 21 days after receipt of the notification of the Registrar's decision.

7.8 Notice of General Meetings and the Annual General Meeting

- (a) All Members, Directors, the Secretary and the auditor of the Corporation are to be notified by the Directors of the Annual General Meeting:
- (i) By posting each member a notice of the meeting to the address listed on the member's register.
 - (ii) The notice must contain:

- a. The date of the meeting;
- b. The address at which the meeting is to be held;
- c. The time of the meeting;
- d. Any resolutions to be put to the members at the meeting;
- e. Whether Directors are to be elected at the meeting;
- f. If an Annual General Meeting and an election year, details of how a member may access a nomination to become a Director form;
- g. The agenda of the meeting.

7.9 Failure to give notice

A General Meeting or Annual General Meeting, or any proceeding at a General Meeting or Annual General Meeting, will not be invalid just because:

- (a) The notice of the General Meeting or Annual General Meeting is deficient in form (or a minor way that does not affect the substance of the notice) such that there is no substantive deficiency; or
- (b) A person entitled to receive a notice has not received a notice.

For clarity, failure to include that Directors are to be elected is a substantive deficiency of the notice.

7.10 Resolutions must be on notice

- (a) Members must be provided notice of any resolution to be put to the members at a general meeting of members.
- (b) The notice period for a resolution, including a special resolution, is the same notice period as for a general meeting of members and notices of a resolution must comply with clause 14 of this Constitution.

7.11 Full Members' resolutions and request to circulate a statement

- (a) If a Full Member wishes to move a resolution at a General Meeting, and subject to clauses 5.10, a notice of that resolution must be given to the Corporation by at least the required number of Full Members under clause 7.11 (d).
- (b) A notice of a Full Members' resolution must:
 - (i) Be in writing;
 - (ii) Set out the wording of the proposed resolution; and
 - (iii) Be signed by the Full Members proposing to move the resolution; and

- (iv) The members' names must be printed.
- (c) Separate copies of a document setting out the notice may be used for signing by Full Members if the wording of the notice is identical in each copy.
- (d) Members can propose a resolution by giving notice of it to the corporation.

Number of Members Number of members needed in corporation to propose a resolution

2 to 10 members =	1 member
11 to 20 members =	3 members
21 to 50 members =	5 members
51 members or more =	10 per cent of members

- (e) When requesting that a resolution be put to members at a General meeting, the members proposing the resolution may request that the Corporation circulate a statement in respect to the resolution and the Corporation shall circulate the statement.
- (f) The Corporation must give notice of the resolution to all people entitled to it at the time of issuing a notice of a general meeting or Annual General Meeting, whichever comes first.
- (g) If the notice is received less than 21 days prior to the date of the next general Meeting, the Corporation cannot put the resolution to members until the next general meeting.
- (h) A full member may request that the Corporation circulate a statement to all members.

Number of Members Number of members needed in corporation to propose a resolution

2 to 10 members =	1 member
11 to 20 members =	3 members
21 to 50 members =	5 members
51 members or more =	10 percent of members

- (i) The full members making the request must sign the statement and the names of the members making the request must be printed.
- (j) Separate copies of a document setting out the notice may be used for signing by Full Members if the wording of the notice is identical in each copy.
- (k) When circulating a member proposal or a member statement, the Directors may, at their discretion and by a majority, issue a statement in respect to the proposal or statement and at the same time as the statement or resolution is circulated.
- (l) The Directors must not circulate a statement that is defamatory or that if in circulating the statement a law would be breached.

7.12 Quorum for general meetings

- (a) The quorum for a general meeting of members, (including an Annual General Meeting), shall be 10 or 10% of the full membership, whichever is greater.
- (b) A quorum must be present at all times during the meeting and if the number of members present falls below the required number, the meeting is to be adjourned until such time as a quorum is present.
- (c) A meeting adjourned for more than one hour is deemed to have closed.

7.13 Adjourned meeting where no quorum

- (a) A meeting of the Corporation's members that does not have a quorum present within 1 hour after the time for the meeting set out in the notice is adjourned to the same time of the same day in the next week, and to the same place, unless the Directors specify otherwise.

7.14 Quorum for re-scheduled general meeting of members

- (a) If within 1 hour after the time for a resumed, rescheduled meeting, the quorum required for a general meeting of members is not present, the meeting is to proceed and the number of members present at the meeting shall be deemed to be the quorum required for that meeting.
- (b) clause 7.14 (a) shall only operate where a general meeting of members has been adjourned at least 7 days prior to the resumed meeting and the reason for the general meeting of members being re-scheduled was for failure to achieve a quorum pursuant to clause 7.12.

7.15 Conducting and chairing general meetings

- (a) The Chairperson shall chair general meetings of members.
- (b) The Directors, by a majority, may elect an alternative Director to chair a general meeting.
- (c) If the delegated chairperson is unwilling to act in the position of chairperson or is not present within 10 minutes after the time appointed for the General Meeting to be held, the Directors present at the General Meeting may delegate to another Director the role of chair of the meeting.
- (d) If the Directors are unwilling or for some reason unable to chair a general meeting Full Members at a General Meeting must elect a Full Member present to chair the meeting.
- (e) The Chairperson of a General Meeting of Members may eject a person from a General Meeting if the person is disruptive to the business and/or operation of a General Meeting. The Decision of the Chairperson to eject a person from a General Meeting shall be absolute and final.

- (f) A general meeting of members is adjourned, if by a two-thirds majority, the full membership decides by resolution to adjourn the meeting. A resolution to adjourn a meeting does not have to comply with clauses 7.10, 7.11 and 7.12.

7.16 Chairperson's rulings final

The chairperson's rulings on any matter relating to order of business, procedure, the conduct of the General Meeting and resolutions moved in accordance with the Constitution are final. No motion of dissent from a ruling will be accepted.

7.17 Voting at a general meeting

- (a) At a General Meeting, each eligible Full Member has one vote per resolution.
- (b) In addition to any right to vote that the person chairing the meeting may have, the Chair shall have a casting vote.
- (c) A challenge to a right to vote at a General Meeting:
 - (i) May only be made at the meeting; and
 - (ii) Must be determined by the chair, whose decision is final.
- (d) A resolution put to the vote at a General Meeting may be decided by:
 - (i) A simple majority on a show of hands; or
 - (ii) By a ballot whereby votes are collected and counted; or
 - (iii) By a show of cards in favour or against;
 - (iv) By a Poll if a Poll is demanded.
- (e) Where a vote is by ballot, two independent vote counters, one of who may be the auditor, must oversee the counting of votes and must confirm the final count.
- (f) If there is any doubt as to the independence of a vote counter, that doubt shall be removed by a resolution to accept the independent vote counter and the independent vote counter shall be accepted by a simple majority of voting members. A vote pursuant to this clause shall be by show of hands. A resolution to accept an independent person for the purpose of clause 7.17 (f) does not have to comply with clause 7.11.
- (g) The Directors at their absolute discretion shall determine the form of voting.
- (h) A Special Resolution must be decided on a majority of 75% of eligible voting members present at the meeting.
- (i) A declaration by the chair is conclusive evidence of the result, provided that the declaration reflects the outcome of the vote. Neither the chair nor the minutes need to state the number or proportion of the votes recorded for or against.

- (j) Where a vote concerns the election of a Director, the nominee must be present at the General Meeting that the vote is to take place.

7.18 Proxy voting

- (a) In accordance with this clause 7.18, a Full Member who is eligible to vote, may appoint a proxy to vote on any resolution proposed at a general meeting of members.
- (b) The person appointed the proxy voting right must be a Full Member of the Corporation and must be eligible to vote in their own right on any resolution put to the members at a general meeting of members of the Corporation.
- (c) A Full Member may exercise a proxy voting right for not more than one Full Member at any general meeting of members. This means that a Full Member may vote on behalf of themselves and, upon being duly authorised pursuant to clause 7.18 (d), not more than one other Full Member.
- (d) To appoint a proxy voting right, a Full member must complete a Proxy Voting Form as authorised by the Directors. The Proxy Voting Form must:
 - (i) State the Full Member's name; and
 - (ii) State the name of the Full Member appointed the proxy voting right; and
 - (iii) State the date of the general meeting of members at which the proxy voting right is to be exercised; and
 - (iv) State either:
 - a. The particular resolution that the proxy voting right is to be exercised for; or
 - b. State that the proxy voting right may be exercised for all resolutions put to members at the general meeting of members; and
 - (v) Be signed and dated by the Full member assigning the proxy voting right; and
 - (vi) Be submitted to the Corporation by the Full Member holding the proxy vote at the time of registration immediately prior to the general meeting of members.
- (e) A proxy appointment will be valid for only one meeting of members.
- (f) The Corporation must make a Proxy Voting Form available to Full Members upon request.

8. Directors

8.1 Number of Directors

- (a) Subject to clause 8.1 (b) and 8.21, there must be at least 7 Directors of the Corporation and not more than 9.

- (b) If the number of Directors falls below the minimum set by the Corporation, the Directors must appoint, by a majority of two thirds, at least the number of Directors required to reach the minimum number required.
- (c) If the number of Directors falls below the minimum required for more than 30 calendar days, the Directors must call a general meeting of members and the meeting must elect the number of Directors required to have 9 Directors.
- (d) If the number of Directors falls below the minimum number required, the Directors may not make decisions except those necessary to appoint new Directors or to call a general meeting of members.
- (e) If a person is appointed under clause 8.1 (b), the Corporation must confirm the appointment by resolution at the Corporation's next General Meeting. If the appointment is not confirmed, the person ceases to be a Director of the Corporation at the end of the General Meeting.

8.2 Eligibility of Directors

- (a) A Director of the Corporation must:
 - (i) Have been a Full Member for more than 12 months prior to the date of the meeting at which the election of Directors is to take place; and
 - (ii) Have paid their subscription fee pursuant to clause 5.6; and
 - (iii) Be a Fit and Proper Person; and
 - (iv) Never have been disqualified under the Corporations Act 2001 or the Corporations (Aboriginal and Torres Strait Islander) Act 2006 or the Corporations Incorporation Act (1987) WA from managing Corporations; and
 - (v) Agree to comply with the Code of Conduct & Ethics of the Corporation; and
 - (vi) Reside in the Perth Metropolitan area; and
 - (vii) Not have been an employee of the Corporation for a period of at least 2 years prior to the date of the meeting at which the election of Directors is to take place; and
 - (viii) Agree to comply with this Constitution and all the clauses contained herein; and
 - (ix) Agree to act in the best interests of the Corporation and not do anything wilfully, recklessly or carelessly to damage or harm the Corporation; and
 - (x) Be nominated to be a Director.
- (b) The Directors may request such evidence as it deems necessary to establish the eligibility of a person to be nominated as a Director.

8.3 Nomination and Consent to act as a Director

- (a) To be eligible for election as a Director a person must be nominated. The nomination:
 - (i) Must be on the form prescribed by the Corporation and approved by the Directors; and
 - (ii) Must be signed by the person being nominated and two full members; and
 - (iii) Must be submitted not later than 14 days prior to the date of a general meeting at which Directors are to be elected.
- (b) A nominee must submit a police criminal check that was performed not more than 3 months prior to submission or a receipt proving that the nominee has applied for a police criminal/background check and it must be attached to the signed nomination form.
- (c) The Directors must not put a nominee for Director forward at a general meeting unless this clause has been complied with.

8.4 Appointment of a Director

- (a) Subject to clause 8.4 (b), the Corporation can appoint a Director by resolution passed by a simple majority at a General Meeting.
- (b) The Corporation must not appoint a Director if doing so results in more than two Directors being directly related family members.
- (c) The Corporation must not appoint a Director if it results in two Directors being a directly related family member of the CEO or an employed Senior Manager as per the organisation structure of the Corporation.

8.5 Term of appointment

- (a) Subject to clause 8.5 (b), each Director will be elected for a period of three years.
- (b) Where a person is appointed a Director pursuant to clause 8.1 (b), notwithstanding confirmation of appointment at a General Meeting, the term of that Director shall expire on the same day and at the same General Meeting as for all other Directors.
- (c) Clause 8.5 (b) applies regardless of how many Directors are appointed pursuant to clause 8.1 (b).
- (d) Where there is an extension in time granted for holding an Annual General Meeting at which Directors are to be elected, the term of Directors shall extend to the date of the Annual General Meeting.
- (e) Nothing in this clause shall prevent a person from serving more than one term as a Director.

Explanatory note. This clause is intended to provide for election of Directors every three years and the terms of all Directors shall expire on the date that elections fall due.

8.6 A person ceases to be a Director if:

- (a) The person is deceased; or
- (b) The person resigns; or
- (c) The term of the person's appointment as a Director expires; or
- (d) The person is removed as a Director by the Members as provided for in clause 8.7; or
- (e) The person is removed as a Director by the other Directors as provided for in clause 8.8.

8.7 Removal by Members

- (a) The Corporation may, by resolution in General Meeting, remove a Director from office despite anything in:
 - (i) The Constitution; or
 - (ii) An agreement between the Corporation and the Director concerned; or
 - (iii) An agreement between any or all members of the Corporation and the Director concerned.
- (b) A notice of intention to move a resolution to remove a Director must be given to the Corporation at least 21 days before the meeting is to be held. However, if the Corporation calls a meeting after the notice of intention is given, the meeting may pass the resolution even though the meeting is held less than 21 days after the notice is given.
- (c) The Corporation must give the Director concerned a copy of the notice as soon as possible after it is received.
- (d) The Director concerned is entitled to put his or her case to the Full Members by:
 - (i) Giving the Corporation a written statement for circulation to members (see clauses 8.7 (e) and (f)); and
 - (ii) Speaking to the motion at the meeting.
- (e) The Corporation is to circulate the written statement given under clause 8.7 (d) (i) to members by:
 - (i) Delivering, by ordinary post, a copy to every person to whom notice of the meeting is sent if there is time to do so; or
 - (ii) If there is not time to comply with clause 8.7 (e) (i), having the statement distributed to members attending the meeting and read out at the meeting before the resolution is voted on.

- (f) The written statement given under clause 8.7 (d) (i) does not have to be circulated to members if it is defamatory or if to do so would breach a law.

8.8 Removal by other Directors

- (a) The only ground on which the directors may remove a director from office is that they fail without reasonable excuse to attend 3 or more consecutive directors' meetings. The directors may remove a director by resolution.
- (b) Clause 8.8 (a) operates despite anything in:
 - (i) The Constitution;
 - (ii) An agreement between the Corporation and the Director concerned; or
 - (iii) An agreement between any or all members and the Director concerned.
- (c) Before removing the director concerned, the directors must give the director concerned notice in writing:
 - (i) Stating that the directors intend to remove the director concerned from office because they have failed without reasonable excuse to attend 3 or more consecutive directors' meetings
 - (ii) Stating that the director concerned has 14 days to object in writing to the removal
- (d) If the director concerned does not object, the directors must remove the director concerned.
- (e) If the director concerned does object:
 - (i) The directors cannot remove the director concerned
 - (ii) The corporation, by resolution in general meeting, may remove the director in accordance with rule 8.10.1.
- (f) If the director concerned is removed, the corporation must give them a copy of the resolution as soon as possible after the resolution has been passed.
- (g) If a person is appointed to replace a director removed under this rule, the time at which:
 - (i) The replacement Director or
 - (ii) Any other Director, is to retire is to be worked out as if the replacement Director had become Director on the day when the replaced Director was last appointed a Director.

8.9 Directors' and officers' duties

- (a) The Directors, Secretary, other officers and employees have the same duties as those contained in Chapter 2D.1 of the *Corporations Act 2001 (Cth)* and any other duty imposed in general law upon Directors, officers and employees.
- (b) Consistent with Chapter 2D.1 of the *Corporations Act 2001 (Cth)* and any other duty imposed in general law upon Directors, the duties of Directors include but are not limited to:
 - (i) The duty to act with care and diligence; and
 - (ii) The duty to act in good faith and for a proper purpose; and
 - (iii) The duty to disclose a conflict of interest (material personal interest); and
 - (iv) The duty not to improperly use position or information; and
 - (v) The duty to be properly informed about the financial position of the Corporation; and
 - (vi) The duty to not trade while insolvent.
- (c) The Directors, officers and employees cannot delegate the duties in this section.

8.10 Powers of Directors

- (a) The business of the Corporation is to be managed by or under the Direction of the Directors.
- (b) The Directors may exercise all the powers of the Corporation except any that the Act or the Constitution requires the Corporation to exercise in General Meeting.

8.11 Duty to disclose material personal interests

- (a) A Director who has a Material Personal Interest in a matter that relates to the affairs of the Corporation must give the other Directors notice of the Material Personal Interest unless clause 8.11 (b) says otherwise.
- (b) A Director does not need to give notice of Material Personal Interest if:
 - (i) The Material Personal Interest:
 - a. Arises because the Director is a Full Member and is held in common with the other Full Members;
 - b. Arises in relation to the Director's remuneration as a Director; or
 - c. Relates to a contract the Corporation is proposing to enter into that is subject to approval by the Full Members and will not impose any obligation on the Corporation if it is not approved by the Full Members;

And

- (ii) All the following conditions are satisfied:
 - a. The Director has already given notice of the nature and extent of the interest and its relation to the affairs of the Corporation under clause 8.11 (a);
 - b. If a person who was not a Director when the notice under clause 8.11 (a) was given is appointed as a Director, the notice is given to that person; and
 - c. The Director has not acted under a conflict of interest;
 - d. The nature or extent of the interest has not materially increased above that disclosed in the notice; or
 - (iii) The Director has given a standing notice of the nature and extent of the Material Personal Interest and that notice is still effective.
- (c) The notice required by clause 8.11 (a) must:
- (i) Give details of the:
 - a. Nature and extent of the interest; and
 - b. Relation of the interest to the affairs of the Corporation;
 - (ii) Be given at a Directors' meeting as soon as possible after the Director becomes aware of their interest in the matter; and
 - (iii) The details must be recorded in the minutes of the meeting.
- (d) A contravention of this clause 8.11 by a Director does not affect the validity of any act, transaction, agreement, instrument, resolution or other thing.

8.12 Remuneration

- (a) Subject to this clause, the Directors may be paid such Director's meeting fee as determined by the Corporation by resolution at a General Meeting of members.
- (b) The Directors may not receive payment in respect to Rule 8.12 (a) unless and until the members have passed a resolution at a General Meeting and the resolution will expire within 15 months of being passed.
- (c) The Directors may be reimbursed for travel and other expenses that the Directors reasonably incur in the performance of their duties as Directors and subject to the rules of the Australian Taxation office in respect to reimbursement of expenses.
- (d) Member approval is not required for reimbursement of expenses.
- (e) The Corporation must disclose the remuneration and expenses paid to each Director of the Corporation in the audited financial statements published by the Corporation annually and as required by law.

8.13 Negotiable instruments

- (a) Any 2 Directors as delegated by the majority of Directors of the Corporation may sign, draw, accept, endorse or otherwise execute a negotiable instrument.
- (b) A Director and the CEO may sign, draw, accept, endorse or otherwise execute a negotiable instrument.
- (c) The Directors may determine that a negotiable instrument may be signed, drawn, accepted, endorsed or otherwise executed in a different way.

8.14 Delegation by Directors

- (a) Directors may, by a vote of the majority of Directors and subject to relevant laws and legislation, delegate their powers to:
 - (i) Another Director; or
 - (ii) A committee consisting of at least 2 Directors; or
 - (iii) An employee of the Corporation; or
 - (iv) Any other person.
- (b) The delegate must exercise the powers delegated in accordance with any directions of the Directors.
- (c) The exercise of a power by a delegate is as effective as if the Directors had exercised it.
- (d) The Directors may appoint Director Sub-Committees comprising of at least two Directors as the Directors deem desirable and by a majority vote of Directors.
- (e) The meetings and proceedings of any committee are to be governed by the provisions of this Constitution for regulating the meetings and proceedings of the Directors so far as they are applicable and are not inconsistent with any direction made by the Directors under clause 8.

8.15 Member approval needed for related party benefit

- (a) For the Corporation, or an entity that the Corporation controls, to give a financial benefit to a related party of the Corporation:
 - (i) The Corporation or entity must:
 - a. Obtain the approval of the Full Members at a general meeting by the members passing a resolution;
 - b. Must give the benefit within 15 months of the approval, or
- (b) If the:

- (i) Giving of the benefit is required by a contract;
- (ii) Making of the contract was approved in accordance with clause 8.15 (a) (i) (1) and
- (iii) The contract was made:
 - a. Within 15 months after that approval; or
 - b. Before that approval, if the contract was conditional on the approval being obtained,

Full Member approval for the giving of the benefit is taken to have been given and the benefit need not be given within the 15 months.

8.16 Directors' meetings

- (a) The Directors will meet as often as the Directors consider necessary for the good functioning of the Corporation, but must meet at least ten times per year at reasonable intervals.
- (b) The Directors will normally determine the date, time and place of each Directors' meeting at the previous meeting but if not so determined, the Chairperson shall determine the date, time and place, but only so far as to ensure compliance with this clause and as reasonable considering the circumstances of each Director and any other relevant circumstances.
- (c) A Director may call a Directors' meeting by giving reasonable notice individually to every other Director.
- (d) The date, time and place for a Directors' meeting must not unreasonably prevent a Director attending.
- (e) Reasonable notice of each Directors' meeting must be given to each Director. The notice must state:
 - (i) The date, time and place of the meeting;
 - (ii) The general nature of the business to be conducted at the meeting; and
 - (iii) Any proposed resolutions.
- (f) A resolution passed at a Directors' meeting will not be invalid only because of an unintentional omission or mistake in giving notice of the Directors' meeting under clause 8.16 (e) or in giving notice of any changes to the item, date or place of the Directors' meeting.
- (g) The CEO will attend Director's meetings.
- (h) Directors may vote by majority to remove the CEO from a meeting for discussions of issues that are confidential as to the Directors.

8.17 Quorum for Directors' meetings

The quorum for a Directors' meeting is a majority of the Directors, and the quorum must be present at all times during the meeting.

8.18 Chairing Directors' meetings

- (a) The Chairperson is responsible for chairing the Directors' meetings.
- (b) In the absence of the Chairperson the Vice Chairperson shall chair the Directors' meetings.
- (c) In the absence of the Chairperson and the Vice Chairperson, the other Directors present must elect a Director present to chair a meeting, or part of it as the case may be.

8.19 Using technology

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

8.20 Resolutions at Directors' meetings

- (a) Unless otherwise specified in this Constitution or by law, a resolution of the Directors must be passed by a majority of the votes cast by Directors entitled to vote on the resolution.
- (b) The chairperson shall have a casting vote if necessary in addition to any vote they have as a Director.
- (c) The Directors may pass a resolution without a Directors' meeting being held if all the Directors entitled to vote on the resolution sign a statement that they are in favour of the resolution set out in the document.
- (d) Separate copies of a document under clause 8.20 (c) may be used for signing by Directors if the wording of the resolution and statement is identical in each copy.
- (e) A resolution under clause 8.20 (c) is passed when the last Director signs.

8.21 Executive Directors

- (a) The executive Directors are elected by the members at an Annual General Meeting that Directors are due to be elected at. The Directors are elected in the following order:
 - (i) Chairperson;
 - (ii) Vice Chairperson;
 - (iii) Secretary;
 - (iv) Treasurer;

- (v) The Ordinary Directors.
- (b) The Chairperson shall perform all the duties as specified in this Constitution.
- (c) Directors may elect an Executive Director if an Executive Director position becomes vacant.
- (d) Unless otherwise specified in this Constitution, the vice chairperson shall undertake all the duties of the Chairperson in the absence of the Chairperson.
- (e) Where an executive Director is elected pursuant to clause 8.21 (c) the Director shall remain in the Executive position until the election of Directors falls due.
- (f) An executive Director position becomes vacant if:
 - (i) The Executive Director resigns their executive position; or
 - (ii) The Executive Director ceases to act as a Director; or
 - (iii) By A two-thirds majority and subject to clause 8.21 (g), the Directors decide to remove the Executive from their position as Executive Director.
- (g) Directors may only remove a Director from the position of executive Director is:
 - (i) The Executive fails to discharge their duties pursuant to the Roles and Responsibilities of Directors; and
 - (ii) The Chairperson has issued the Executive with a written Notice of Breach of Executive Duty stating the breaches and providing the Executive Director an opportunity to remedy their conduct and that the period of opportunity has been at least 60 days; and
 - (iii) The Chairperson has provided the Executive Director an opportunity to respond to the Notice of Breach of Executive Duty; and
 - (iv) The Directors have considered in good faith any response provided in response to a Notice of Breach of Executive Duty.

8.22 Directors may confer powers on executive Directors

Subject to a power expressly conferred under this Constitution, the Directors may confer upon executive Directors or the chief executive officer, any of the powers exercisable by the Directors upon such terms and conditions and with such restrictions as they think fit. Any powers so conferred may be concurrent with or to the exclusion of their own powers. The Directors may at any time revoke, withdraw, alter or vary all or any of those powers.

8.23 Effectiveness of acts by Directors

- (a) An act done by a Director is effective even if their appointment is invalid because the Corporation or Director did not comply with this Constitution or the Act.

- (b) This clause does not deal with the question of whether an effective act by a Director:
 - (i) Binds the Corporation in its dealings with other people; or
 - (ii) Makes the Corporation liable to another person.

8.24 Public statements

- (a) The Chairperson is authorised to make public statements on behalf of the Corporation.
- (b) The Chief executive officer is authorised to make public statements on behalf of the Corporation.
- (c) The Directors may authorise by a majority any other person to make a public statement on behalf of the Corporation.
- (d) The Directors by a majority may withdraw the authority of any individual to make public statements.

8.26 A Director cannot become an employee

- (a) A Director cannot apply to become an employee of the Corporation unless the Director has:
 - (i) Resigned as a Director of the Corporation; and
 - (ii) A period of 6 months has elapsed since that resignation.

9. The Chief Executive Officer

- (a) The Chief Executive Officer shall be an Aboriginal person.
- (b) The line manager of the Chief Executive Officer shall be the Chairperson.
- (c) The Directors may appoint up to one other Executive Director as deemed necessary and desirable to assist with the duties of managing the Chief Executive Officer.
- (d) The Board of Directors may delegate to the Chief Executive Officer the authority to conduct the day-to-day business and management operations of the Corporation. The powers that may be exercised by the Chief Executive Officer include, but are not limited to the authority to:
 - (i) Appoint, employ and dismiss people.
 - (ii) Determine appropriate policies and procedures as necessary or deemed necessary or desirable for the efficient, lawful and safe management of employees.
 - (iii) Subject to and in accordance with the approved budget of the Corporation:
 - a. Determine wages, salaries and gratuities of appointees and employees.

- b. Print and publish newsletters, periodicals, books, leaflets or other documents.
 - c. Establish, maintain and manage any building owned by the Corporation.
 - d. Purchase, take on lease or in exchange and the hiring or otherwise acquiring of any real or personal property that may be deemed necessary or convenient.
 - e. Buy, sell and supply of and dealing in, goods of any kind.
 - f. Arrange for the construction maintenance and alteration of buildings or works necessary or convenient.
- (iv) Accept any gift whether subject to special trust or not.
 - (v) Take any measures from time to time as the Board may deem expedient or appropriate for the purpose of procuring contributions to the funds of the Corporation, whether by way of donations, subscriptions, grants or otherwise.
 - (vi) Borrow or raise money in such manner and on such terms as the Board may think fit.
 - (vii) Maintain the registry of members and former members.
 - (viii) Make any public statement on behalf of the Corporation.
 - (ix) Do any other lawful act as may be necessary, incidental or conducive to the achievement of the objectives of the Corporation?

No power or authority that is delegated under this provision shall relieve the Board or the Corporation of any of its responsibilities under the Corporations Incorporation Act 1987 (WA) or any other applicable laws or regulations.

10. Common Seal

10.1 Common Seal

- (a) The Corporation may have a Common Seal.
- (b) If the Corporation does have a Common Seal:
 - (i) The Corporation must set out on it the Corporation's name; and
 - (ii) The Common Seal must be kept by a person nominated by the Directors.
 - (iii) Records must be kept of the use of the Common seal.
- (c) The Corporation may have a duplicate Common Seal. The duplicate must be a copy of the Common Seal with the words 'duplicate seal' added.

10.2 Agent exercising Corporation's power

The Corporation's power to make, vary, ratify or discharge a contract may be exercised by an individual acting with the Corporation's express or implied authority and on behalf of the Corporation. The power may be exercised without using a Common Seal.

10.3 Execution of documents by the Corporation

- (a) The Corporation may execute a document without using a Common Seal if the document is signed by:
 - (i) 2 Directors; or
 - (ii) A Director and the CEO
- (b) If the Corporation has a Common Seal, the Corporation may execute a document if the seal is fixed to the document and the fixing of the seal is witnessed by:
 - (i) 2 Directors; or
 - (ii) A Director and the CEO
- (c) The Corporation may execute a document as a deed if the document is expressed to be executed as a deed and is executed in accordance with clauses 10.3 (a) or 10.3 (b).
- (d) This clause 10.3 does not limit the ways in which the Corporation may execute a document (including a deed).

11. Finances and record-keeping

11.1 Application of funds and property

- (a) Subject to the Act and this Constitution, all funds or property of the Corporation not subject to any special trust can be used at the discretion of the Directors to carry out the Corporation's objectives.
- (b) Subject to the Act and this Constitution, no portion of the funds and property of the Corporation may be paid or distributed to any Member of the Corporation.
- (c) Nothing in clause 11.1(b) is intended to prevent:
 - (i) The payment in good faith of reasonable wages to a member who is an employee of the Corporation (having regard to the circumstances of the Corporation and the qualifications, role and responsibilities of the member as an employee); or
 - (ii) Reasonable payment in good faith to a member for a contract for goods or services provided by that member (having regard to the market costs for obtaining similar goods or services in the area where the goods or services are to be provided).

11.2 Distribution of funds

- (a) The Disbursement of funds may be undertaken in any way consistent with the policies of the Corporation as approved by the Board of Directors. Funds disbursement may include electronic fund transfers, writing cheques, payment of cash and any other lawful means of disbursement of funds.
- (b) No one person in the Corporation may disburse funds. All funds must be disbursed by at least two people.
- (c) Funds may be disbursed by:
 - (i) At least two (2) Directors, or
 - (ii) One (1) Director and the Chief Executive Officer, or
 - (iii) One (1) Director and a Senior Manager, or
 - (iv) The Chief Executive Officer and a Senior Manager or Finance Officer.
- (d) Delegations under this clause must be by resolution passed by a majority of Directors and must be recorded in the minutes of the Director's meeting at which the resolution is passed.
- (e) A delegation pursuant to clause 11.2 (d) is valid only if the names of the delegated persons are documented in the resolution passed.
- (f) Nothing in this provision shall prevent the use of petty cash from time to time once funds have been disbursed for that purpose and all other provisions of this Constitution have been complied with.

11.3 Minutes of meetings

- (a) The Corporation must keep records of minutes in which it records within one month:
 - (i) Proceedings and resolutions of General Meetings;
 - (ii) Proceedings and resolutions of Directors' meetings (including meetings of a committee of Directors);
 - (iii) Resolutions passed by Directors without a meeting; and
- (b) The minutes of the meeting may be kept:
 - (i) In writing; or
 - (ii) By an audio, or audio-visual, recording.
- (c) If the minutes of the meeting are kept by an audio, or an audio-visual recording of the meeting, the Corporation must ensure that, on the recording each person attending the meeting stated their name.

- (d) If the minutes of the meeting are kept in writing, the Corporation must ensure that either the chair of the meeting, or the chair of the next meeting signs those minutes within a reasonable time after the first meeting.
- (e) If the minutes of the meeting are kept by an audio, or audio visual, recording, the Corporation must ensure that either the chair of the meeting, or the chair of the next meeting, signs a declaration under clause 11.3 (f) within a reasonable time after the first meeting.
- (f) The declaration under clause 11.3 (e) must:
 - (i) Identify the audio, or audio-visual, recording; and
 - (ii) If the recording is not a recording of the whole of the meeting, identify the part of the meeting that is recorded; and
 - (iii) Declare that the recording constitutes the minutes of the meeting or that part of the meeting.
- (g) The Corporation must ensure that minutes of the passing of a resolution without a meeting are signed by a Director within a reasonable time after the resolution is passed.
- (h) The Corporation must keep its minutes at its registered office.
- (i) A minute that is recorded and signed in accordance with this clause 11.3 is evidence of the proceeding, resolution or declaration to which it relates, unless the contrary is proved.

11.4 Constitution and records

The Corporation must keep:

- (a) An up-to-date copy of its Constitution (incorporating any changes to the Constitution made in accordance with the Act and the terms of the Constitution); and
- (b) Written records relating to the:
 - (i) Names and addresses of the Corporation's current Directors and officers; and
 - (ii) The Corporation's registered office.
- (c) The Chief Executive Officer shall maintain custody of all books, documents, records and registers of the Corporation, except those required under this Constitution to be in the custody of another officer of the Corporation.

11.5 Financial records

- (a) The Corporation must keep written financial records that:
 - (i) Correctly record and explain its transactions and financial position and performance; and

- (ii) Would enable true and fair financial reports to be prepared and audited.
- (b) This obligation extends to transactions undertaken as trustee.
- (c) The financial records must be retained for the period prescribed by law but in any event must be retained for at least 7 years after the transactions covered by the records are completed.
- (d) If the records that the Corporation is required to keep under clause 11 are kept in electronic form:
 - (i) The records must be convertible into hard copy; and
 - (ii) The hard copy must be made available, within a reasonable time, to a person who is entitled to inspect the records.
 - (iii) The records are to be kept at the Registered Office of the Corporation.

11.6 Right of access to Corporation books

- (a) A Director may inspect the Books of the Corporation (other than its financial records) for the purposes of a legal proceeding:
 - (i) To which that person is a party;
 - (ii) Which that person proposes in good faith to bring; or
 - (iii) Which that person has reason to believe will be brought against him or her.
- (b) A person who has ceased to be a Director may inspect the Books of the Corporation (including its financial records) for the purposes of a legal proceeding:
 - (i) To which that person is a party;
 - (ii) Which that person proposes in good faith to bring; or
 - (iii) Which that person has reason to believe will be brought against him or her.

This right continues for 7 years after the person ceased to be a Director.

- (c) A person authorised to inspect Books under this clause 11.5 for the purposes of a legal proceeding may make copies of the Books for the purposes of those proceedings.
- (d) The Corporation must allow a person to exercise the person's rights to inspect or take copies of the Books under this clause 11.5.
- (e) This clause 11.5 does not limit any right of access to Corporation Books that a person has apart from this clause 11.5.

11.7 Access to financial records by Directors

- (a) A Director has a right of access to the records that the Corporation is required to keep under clause 11.3 or clause 11.4.
- (b) On application by a Director, the court may authorise a person to inspect on the Director's behalf the records that the Corporation is required to keep under this clause 11 subject to any other orders the court considers appropriate.
- (c) A person authorised to inspect records under clause 11 may make copies of the records unless the court orders otherwise.

12. Auditor

- (a) The Corporation must comply with any requirements set out in the Act and the Australian Accounting Board Standards relating to the examination or auditing of its financial records.

13. Annual reporting

The Corporation will publish an annual report and the annual report shall be available at the date of the Annual General Meeting. The annual report shall at least contain:

- (a) The audited financial statements of the Corporation including profit and loss statements;
- (b) The reimbursement paid to each Director;
- (c) A Chairperson's report;
- (d) A Chief Executive officer's report.

14. Notices

14.1 General

- (a) Unless the Act or as this Constitution otherwise requires, notices must be given in writing (including by email).
- (b) Notices of Directors' meetings can be given in writing, by email, by telephone or orally, if all the Directors agree to notice being given in that way.

14.2 How a notice to a member may be given

Unless the Act or if this Constitution requires otherwise, a notice or communication may be given:

- (a) In writing, delivered by hand to the member's address as recorded in the Register of Members;
- (b) Sent by pre-paid ordinary mail to the member's address as recorded in the Register of Members; or

- (c) Sent by email to the member's current email address (if the member has nominated one).

14.3 When notice is to be given

- (a) Unless the Act or this Constitution requires otherwise, a notice of a General Meeting of Members must be given at least 21 days in advance.
- (b) For clarity, if notice of a General Meeting of Members is to be given by ordinary post, the Notice must be sent at least 24 days prior to the date of the meeting, allowing for 3 days ordinary post (clause 14.3(b)) and 21 days' notice of the meeting (clause 14.3(a)).

14.4 When notice taken as being given

Unless the Act or this Constitution requires otherwise, if a notice or communication:

- (a) Is given by post, it is taken to have been given 3 days after posting; or
- (b) Is given by email or in person on a business day, it is taken to have been given at 5pm on the business day it is sent; or
- (c) Is given by email or in person on a non-business day, it is taken to have been given at 9am on the next business day.

15. Application of funds

The Corporation's income and property must be applied solely towards promoting the Objects. No part of the income or property may be paid, transferred or distributed, directly or indirectly, by way of dividend, bonus, fee or otherwise, to any Members, Associate Members or Directors. However, this clause 15 does not prohibit making a payment approved by the Directors for:

- (a) Out-of-pocket expenses incurred by a Director in performing a duty as a Director of the Corporation;
- (b) A service rendered to the Corporation by a Director in a professional or technical capacity, other than in the capacity as a Director of the Corporation, where the:
 - (i) Provision of the service has the prior approval of the Members; and
 - (ii) Amount payable is not more than an amount which commercially would be reasonable payment for the service; and
 - (iii) The payment does not contravene any other provision of this Constitution.
- (c) Or any other amount determined in accordance with this constitution.

Or prohibit payment:

- (d) In good faith to any member for goods supplied in the ordinary and usual course of business;

- (e) Of reasonable and proper rent for premises let by any member to the Corporation,

Or indemnification of, or payment of premiums on contracts of insurance for, any Director, in respect to the conduct of the business of the Corporation to the extent permitted by law and this Constitution.

16. Winding up

- (a) The Corporation may be wound up voluntarily if the Full Members of the Corporation in General Meeting so resolve by Special Resolution.
- (b) If, on the winding up or dissolution of the Corporation, or if the Corporation ceases to have its deductible gift recipient endorsement revoked (whichever comes first) surplus assets remain after satisfaction of all its debts and liabilities, these surplus assets must only be given or transferred to a fund, authority or institution:
 - (i) Which is charitable at law;
 - (ii) Which has objectives similar to the Corporation's; and
 - (iii) Whose constitution prohibits distributions or payments to its members and Directors (if any) to any extent
- (c) The identity of the fund, authority or institution referred to in clause 16 (b) must be decided by the Full Members by ordinary resolution at or before the time of winding up or dissolution of the Corporation.
- (d) The distribution of surplus assets must not be made to any member or any person to be held on trust for any member.

17. Dispute Resolution

- (a) In the event that a dispute arises between the Directors or between the Directors and a Member or between the Members or between the Corporation and a Member concerning the affairs of the Corporation, the parties must attempt to resolve the dispute by mediation as follows:
 - (i) Either party may start mediation by serving a mediation notice on the other.
 - (ii) The notice must state that a dispute has arisen and identify what is in dispute.
 - (iii) The parties must jointly appoint a Mediator. If the parties fail to agree on the appointment within 7 days of service of the notice, a Mediator will be appointed by the Secretary, for the time being of The Law Society of Western Australia, upon the application of either party.
 - (iv) The parties must observe the instructions of the Mediator about the conduct of the mediation, execute any written agreements that the Mediator may reasonably ask them to execute and make a genuine and determined effort to resolve the dispute.

- (v) If the dispute is not resolved within 14 days after the Mediator is appointed or any other time that the parties are agreed to in writing, the mediation ceases.
- (vi) The Directors and the Members must as far as is reasonably practicable and provided to do so is not in breach of the Law, maintain the status quo concerning the affairs of the Corporation whilst the mediation process is taking place.
- (vii) No request for arbitration may be made nor any application made to a court of law except in the case that the status quo concerning the affairs of the Corporation is not maintained until such time as the parties have attended a mediation meeting.
- (viii) Each party must pay an equal share of the cost of mediation to the Mediator.
- (ix) If the dispute is resolved, each party must sign the terms of the agreement and the terms are binding on the parties.
- (x) The mediation procedure is confidential and written statements prepared for the Mediator or for a party and any discussions between the parties and between the parties and the Mediator before or during the mediation procedure cannot be used in any legal proceedings. The Mediator shall destroy any notes made during the mediation at the end of the mediation.

18. Changing the Constitution

18.1 Changing the Constitution

For the Corporation to change its Constitution, the following steps must be complied with:

- (a) The Corporation must pass a Special Resolution effecting the change; and
- (b) If, under the Constitution, there are further steps that must also be complied with to make a change, those steps must be complied with; and
- (c) The Corporation must lodge all documents with the Registrar as required by the Act.

18.2 Date of effect of change

- (a) A Constitutional change under this clause 18 takes effect on the day the change is registered by the Registrar.