

Self-Determination Fund Limited

ABN / ACN 56663801956 / 663 801 956

Constitution

A company limited by guarantee

Adopted on: Friday, 18 November 2022

Constitution

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1 Interpretation

1.1 Definitions

In this Constitution unless the contrary intention appears:

Aboriginal Representative Body means the entity that is declared to be the Aboriginal Representative Body under section 11 of the Treaty Act or under section 18 of the Treaty Act. At the date of this Constitution, the Aboriginal Representative Body is the First Peoples' Assembly of Victoria Limited (ABN 51 636 189 412).

ACNC means the Australian Charities and Not-for-profits Commission.

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

ACNC Governance Standards means the governance standards established in accordance with Chapter 3, Division 45 of the ACNC Act, with which an entity Endorsed as a Charity must comply.

Charitable Fundraising Legislation means *Fundraising Act 1998* (Vic) and corresponding legislation in other Australian States and Territories.

Chief Executive Officer means a person appointed as an executive director under clause 12.

Committee means a committee of Directors constituted under clause 10.7.

Company means Self-Determination Fund Limited.

Constitution means this constitution and a reference to a clause is a reference to a clause of this constitution.

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

Direction to Trustee means directions given by the Aboriginal Representative Body to the Company, in the Company's capacity as trustee of the Fund, from time to time in accordance with Trust Deed.

Director means a person holding office as a director.

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

Endorsed as a Charity means registered as a charity by the Australian Charities and Not-for-profits Commission and endorsed for income tax exemption by the Commissioner of Taxation.

Endorsed as a DGR means registered as a charity by the Australian Charities and Not-for-profits Commission with the subtype "public benevolent institution" and endorsed by the Commissioner of Taxation as a deductible gift recipient.

First Peoples means:

- (a) Traditional Owners of Country in Victoria; and
- (b) Aboriginal and Torres Strait Islander persons who are living in the place now known as Victoria.

Fund means the means the public charitable trust to be established and called the “Self-Determination Fund”, of which the Company will be the first trustee.

Longest Serving Directors has the meaning given in clause 9.5(b)(iv).

Member means a member of the Company, and at the date this Constitution is adopted the Aboriginal Representative Body is intended to be the sole Member.

Minister means the State Minister responsible for administering the Treaty Act.

Purposes means the purposes specified in clauses 2.3 and 2.4.

Register means the register of Members of the Company and, if appropriate, includes a branch register.

Registered Office means the registered office of the Company.

Representative means a person appointed to represent a corporate Member at a general meeting of the Company in accordance with clause 6, subject to the Corporations Act.

Secretary means a person appointed under clause 13 as a secretary of the Company, and where appropriate, includes an acting secretary and a person appointed by the Directors to perform all or any of the duties of a secretary of the Company.

Selection Criteria means the criteria specified in clause 9.9.

Self-Determination Fund Agreement means the agreement entered into between the Aboriginal Representative Body and the State for the purposes of section 35 of the Treaty Act.

State means the State of Victoria.

Tax Act means the *Income Tax Assessment Act 1936* (Cth) or the *Income Tax Assessment Act 1997* (Cth), or both as the context requires.

Traditional Owners has the meaning given to that term under the Treaty Negotiation Framework established by agreement between the Aboriginal Representative Body and State of Victoria under section 30 of the Treaty Act.

Treaty Act means *Advancing the Treaty Process with Aboriginal Victorians Act 2018* (Vic).

Trust Deed means the deed governing the Fund.

1.2 Interpretation

Headings are for convenience only and do not affect interpretation. Unless the contrary intention appears, in this Constitution:

- (a) the singular includes the plural and vice versa;
- (b) words importing any gender include all other genders;
- (c) a reference to a document includes any variation or replacement of it;
- (d) the meaning of general words is not limited by specific examples introduced by “including”, “for example” or “such as” or similar expressions;

- (e) a reference to “person” includes an individual, a body corporate, a partnership, a joint venture, an unincorporated association and an authority or any other entity or organisation;
- (f) a reference to a particular person includes the person’s executors, administrators, successors, substitutes and permitted assigns;
- (g) a reference to dollars, \$ or A\$ is a reference to the currency of Australia;
- (h) a reference to “**law**” includes common law, principles of equity and legislation (including regulations);
- (i) a reference to any legislation includes regulations under it and any consolidations, amendments, re-enactments or replacement of any of them;
- (j) a reference to “**regulations**” includes instruments of a legislative character under legislation (such as regulations, rules, by-laws, ordinances and proclamations);
- (k) a reference to a group of persons is a reference to any 2 or more of them jointly and to each of them individually;
- (l) a power, an authority or a discretion given to a Director, the Directors, the Company in general meeting or a Member may be exercised at any time and from time to time;
- (m) a reference to “writing” or “written” includes printing, typing and other modes of reproducing words in a visible form including any representation of words in a physical document or in an electronic communication or form or otherwise;
- (n) a chairperson appointed under this Constitution may be referred to as a chairperson, chairwoman or as chair, as appropriate; and
- (o) a reference to a person being “present” at a meeting includes participating using technology approved by the Directors in accordance with this Constitution.

1.3 Corporations Act

- (a) In this Constitution unless the contrary intention appears:
 - (i) a word or expression defined or used in the Corporations Act has the same meaning when used in this Constitution in a similar context; and
 - (ii) “section” means a section of the Corporations Act.
- (b) If the Company becomes Endorsed as a Charity, the ACNC Act and the Corporations Act override any clauses in this Constitution which are inconsistent with those Acts.
- (c) If the Company is not Endorsed as a Charity, the Corporations Act overrides any clause in this Constitution which is inconsistent with that Act.

1.4 Replaceable rules not to apply

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

2 Purposes of the Company

2.1 Endorsement and charitable purpose

The Company must be a public company limited by guarantee.

The Company must apply to be Endorsed as a Charity and maintain that endorsement if it is granted.

The Company may only pursue charitable purposes associated with its Purposes and must do so solely in the Company's capacity as trustee of the Fund.

2.2 Activities

The Company will:

- (a) maintain the endorsement of the Fund once it is Endorsed as a Charity;
- (b) not act as trustee of any trust other than the Fund; and
- (c) only carry out business relating to its role as trustee of the Fund.

2.3 Principal purposes

- (a) Under the Treaty Act, the Aboriginal Representative Body and the State are required to work together to establish a self-determination fund. It is intended that, subject to the Self-Determination Fund Agreement, the Fund will be the self-determination fund for the purposes of the Treaty Act.
- (b) The purposes of the Company, and the purposes for which the Fund will be established, are, while recognising the strength and resilience of First Peoples, to work towards the relief of poverty, distress, or disadvantage of First Peoples by:
 - (i) supporting First Peoples to have equal standing with the State in treaty negotiations; and
 - (ii) providing a financial resource independent from the State, that empowers First Peoples to build capacity, wealth and prosperity.

2.4 Other purposes

In furtherance of the purposes in clause 2.3, the purposes of the Company include the following purposes in relation to First Peoples:

- (a) the advancement of social and community welfare, including in relation to individuals or families;
- (b) the advancement of health, including the relief of sickness, disease or human suffering;
- (c) the advancement of education;
- (d) the maintenance, promotion and advancement of the culture of First Peoples;
- (e) the promotion of reconciliation, mutual respect and tolerance between groups of individuals in Australia;

- (f) promoting or protecting human rights;
- (g) advancing and protecting the natural environment;
- (h) promoting or opposing a change to any matter established by law, policy or practice in the Commonwealth, a State, a Territory or another country, in furtherance or in aid of one or more of the purposes listed above;
- (i) providing support or funding for persons and initiatives that include (among other things):
 - (i) activities such as capacity-building and training programs for the purpose of developing First Peoples' skills, capabilities and competence;
 - (ii) strengthening First Peoples' governance and internal decision-making structures, facilitating community meetings and research to support proposals in treaty negotiations;
 - (iii) First Peoples-owned enterprises, where such support is consistent with the purposes and other purposes in this clause 2;
 - (iv) education and leadership training for First Peoples; and
 - (v) land, sea and water management and use initiatives; and
- (j) to do all other things as may be incidental or ancillary to the attainment of these purposes.

3 Income and property of the Company

3.1 Application of income and property

All income, property and profits of the Company must be applied towards the promotion of the Purposes.

3.2 No dividend, bonus or profit paid to Members

No part of the profits, income or property of the Company may be paid or transferred to a Member, either directly or indirectly by way of dividend, bonus or otherwise, other than in accordance with clause 3.3.

3.3 Permitted payments by the Company

Subject to clauses 9.12 and 9.14, clause 3.2 does not prevent payment in good faith to an officer of the Company or a Member, or to a firm of which an officer of the Company or a Member is a partner:

- (a) of remuneration for services provided by, or reimbursement of expenses incurred by, that person or firm, including:
 - (i) in accordance with clauses 9.13, 9.14 and 12; or
 - (ii) reimbursement of reasonable expenses incurred in carrying out functions contemplated by the Trust Deed;

- (b) of payment or distributions from the Fund, in accordance with the Trust Deed, for the purposes of carrying out the charitable purposes of the Fund;
- (c) for goods supplied in the ordinary course of business;
- (d) for repayment of any money borrowed from an officer of the Company or a Member;
- (e) of interest at a rate fixed by the Directors (but not exceeding the sum of the National Australia Bank's published overdraft rate from time to time for its corporate customers and 5% per annum) on money borrowed from an officer of the Company or a Member; or
- (f) of reasonable rent for premises let by an officer of the Company or a Member.

3.4 Provision of Services

Clause 3.2 does not prevent an officer of the Company or a Member being the recipient of services from the Company in accordance with the Company's Purposes.

4 Membership

4.1 Becoming a Member

- (a) The Aboriginal Representative Body is the initial Member and is intended to be the sole Member of the Company.
- (b) Except for the entity that is the Aboriginal Representative Body and which agreed in writing to the terms of this Constitution before the application for the Company's registration was lodged, a person may only become a Member if:
 - (i) the person is either:
 - (A) an entity that is declared to be the Aboriginal Representative Body under section 18 of the Treaty Act; or
 - (B) until such time that an entity is declared to be the Aboriginal Representative Body under section 18 of the Treaty Act, a person whom the Minister provides is the Member of the Company under transitional arrangements made under section 14(3) of the Treaty Act;
 - and
 - (ii) the person first agrees to be bound by this Constitution.

4.2 Sole Member

Despite anything to the contrary contained in this Constitution:

- (a) it is intended that the Company will have only one Member, being the Aboriginal Representative Body (where such an entity has been declared); and

- (b) subject to the Corporations Act and ACNC Act, during such time that the Aboriginal Representative Body is the only Member of the Company:
 - (i) if the Member records in writing the Member's decision to a particular effect, the recording of the decision is deemed to be the passing by the Member of a resolution to that effect and also has effect as the minutes of the passing of that resolution; and
 - (ii) the Member may, in its discretion, determine that provisions in this Constitution relating to the holding of general meetings will not apply.

4.3 Register of Members

Upon admission as a Member, that person's details will be recorded in the Register by a Director or the Company Secretary.

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

4.4 No transfer of Membership

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

4.5 Ceasing to be a Member

A person ceases to be a Member at the time specified in clause 4.6 if they:

- (a) wish to resign as a Member;
- (b) are dissolved or otherwise cease to exist;
- (c) have a liquidator or provisional liquidator appointed to the entity which is the Member; or
- (d) become insolvent.

The Member, as the Aboriginal Representative Body, must inform the Minister for the purposes of section 14(1)(b) of the Treaty Act that it is unable to perform its function under the Treaty Act as soon as practicable if it anticipates that any of the events specified in this clause will occur.

4.6 Member ceasing to be the Aboriginal Representative Body

An entity that is the Aboriginal Representative Body will, to the extent possible, remain a Member until:

- (a) the time a person becomes a Member in circumstances where the Minister has provided for the person to become a Member in the instrument of revocation made under section 14(3) of the Treaty Act; or
- (b) the time that a substitute entity has been declared to be the Aboriginal Representative Body under section 18 of the Treaty Act, and that substitute entity has become a Member.

A person whom the Minister provides in the instrument of revocation made under section 14(3) of the Treaty Act is to be a Member will also cease to be a Member at the time another person has been declared to be the Aboriginal Representative Body under section 18 of the Treaty Act, and that other person

has become a Member. Transitional arrangements will ensure compliance with section 114 of the Corporations Act that there must always be one member of the Company.

4.7 Limited liability

A Member has no liability as a Member except as set out in this clause 4 and clause 18.1.

5 General meetings

5.1 Annual general meeting

- (a) Annual general meetings of the Company are to be held in accordance with this clause 5, subject to any applicable law.
- (b) A general meeting, called the annual general meeting, must be held by the Company:
 - (i) within 12 months after registration of the Company; and
 - (ii) subsequent to the first annual general meeting, at least once in every calendar year and within 3 months after the end of the financial year of the Company.
- (c) The annual general meeting shall be specified as such in the notice convening it.
- (d) The Member, as the Aboriginal Representative Body, may elect, at its discretion, to invite or allow observers to attend an annual general meeting.

5.2 Business at annual general meeting

The business of an annual general meeting may include any of the following even if not referred to in the notice of meeting:

- (a) the consideration of the annual financial report, the Directors' report and auditor's report;
- (b) the election of Directors;
- (c) the appointment of the auditor; and
- (d) the fixing of the remuneration of the auditor (if relevant).

5.3 Convening a general meeting

- (a) The Directors may convene and arrange to hold a general meeting of the Company when they think fit and must do so if required to do so under any applicable law.
- (b) The Aboriginal Representative Body can make a request to the Company for a general meeting to be held, and the Directors must:
 - (i) within 21 days of the Aboriginal Representative Body's request, give all Members notice of a general meeting, and

- (ii) hold the general meeting within 2 months of the Aboriginal Representative Body's request.
- (c) The Aboriginal Representative Body can also call and hold a general meeting if the Directors do not call the general meeting within 21 days of being requested.
- (d) The request made by the Aboriginal Representative Body for a general meeting must:
 - (i) be in writing;
 - (ii) state any resolution to be proposed at the meeting;
 - (iii) be signed by an authorised representative of the Aboriginal Representative Body, and
 - (iv) be given to the Company.
- (e) Separate copies of a document setting out the request may be signed by Members if the wording of the request is identical in each copy.

5.4 Use of technology at general meetings

The Company may hold a meeting of Members at 2 or more venues using any technology that gives the Members as a whole a reasonable opportunity to participate.

5.5 Notice of general meeting

- (a) Notice of a general meeting must be given in accordance with this clause 5.5, clause 5.6 and clause 16, subject to any applicable laws.
- (b) Notice of a general meeting must be provided at least 21 days before the meeting.
- (c) Subject to clause 5.6(d), notice of a general meeting may be provided by the Company less than 21 days before the meeting if:
 - (i) for an annual general meeting, all the Members entitled to attend and vote at the annual general meeting agree beforehand; or
 - (ii) for any other general meeting, Members with at least 95% of the votes that may be cast at the meeting agree beforehand.
- (d) Notice of a general meeting cannot be provided by the Company less than 21 days before the meeting if a resolution will be moved to:
 - (i) remove a Director in accordance with the Corporations Act;
 - (ii) appoint a Director in order to replace a Director who was removed; or
 - (iii) remove an auditor in accordance with the Corporations Act.
- (e) Notice of a general meeting must be given to:
 - (i) each Member entitled to vote at the general meeting; and
 - (ii) each Director; and

- (iii) the auditor (if any).

5.6 Contents of notice of general meetings

Subject to any applicable laws, every notice of a general meeting must:

- (a) set out the place, date and time for the meeting (and if the meeting is to be held in 2 or more places, the technology that will be used to facilitate the holding of the meeting in that manner);
- (b) state the general nature of the meeting's business;
- (c) if a special resolution is to be proposed at the meeting, set out an intention to propose the special resolution and state the resolution;
- (d) contain a statement setting out the following information:
 - (i) that the Member has a right to appoint a proxy;
 - (ii) that the proxy does not need to be a Member of the Company;
 - (iii) that a Member who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise; and
 - (iv) that the proxy appointment must be delivered to the Company at least 48 hours before the meeting to:
 - (A) its Registered Office; or
 - (B) the place or electronic address specified in the notice of meeting.

5.7 Calculation of period of notice

In computing the period of notice for a general meeting, both the day on which the notice is given or taken to be given and the day of the meeting convened by it are to be disregarded.

5.8 Cancellation or postponement of general meeting

Where a general meeting (including an annual general meeting) is convened by the Directors, they may by notice, whenever they think fit, cancel the meeting or postpone the holding of the meeting to a date and time determined by them or change the place for the meeting.

This clause does not apply to a meeting convened in accordance with the Corporations Act by a single Director, by Members, by the Directors on the request of Members, or to a meeting convened by a court.

5.9 Notice of cancellation or postponement of a general meeting

Notice of cancellation or postponement or change of place of a general meeting must state the reason for cancellation or postponement and be given:

- (a) to each Member; and
- (b) to each other person entitled to be given notice of a general meeting.

5.10 Contents of notice postponing general meeting

A notice of postponement of a general meeting must specify:

- (a) the postponed date and time for the holding of the meeting;
- (b) a place for the holding of the meeting which may be either the same as or different from the place specified in the notice convening the meeting; and
- (c) if the meeting is to be held in 2 or more places, the technology that will be used to facilitate the holding of the meeting in that manner.

5.11 Number of clear days for postponement of general meeting

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

5.12 Business at postponed general meeting

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

5.13 Non-receipt of notice

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

5.14 Proxy, attorney or Representative at postponed general meeting

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

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

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

5.15 Director entitled to notice of meeting

A Director is entitled to receive notice of and to attend all general meetings of the Company and is entitled to speak at those meetings.

5.16 Auditor entitled to notice of meeting

- (a) The auditor (if any) is entitled to receive notice of and to attend all general meetings of the Company and is entitled to speak at those meetings.
- (b) The Company must give the auditor (if any) any communications relating to the general meeting that a Member is entitled to receive.

5.17 Circulating resolutions

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

6 Appointment of proxies, attorneys and Representatives

6.1 Appointment of a proxy

- (a) A Member may appoint a proxy to attend and vote at a general meeting on their behalf.
- (b) A proxy does not need to be a Member and may be an individual or a body corporate.
- (c) A proxy appointed to attend and vote for a Member has the same rights as the Member to:
 - (i) speak at the meeting;
 - (ii) vote (but only to the extent allowed by the appointment); and
 - (iii) join in a demand for a poll.
- (d) An appointment of proxy must be signed by the Member appointing the proxy and must contain:
 - (i) the Member's name and address;
 - (ii) the Company's name;
 - (iii) the proxy's name or the name of the office held by the proxy; and
 - (iv) the meeting(s) at which the appointment may be used.
- (e) A proxy appointment may be standing (ongoing).
- (f) Proxy forms must be received by the Company at the address stated in the notice under clause 5.5 or at the Registered Office at least 48 hours before a meeting.

- (g) A proxy does not have the authority to speak and vote for a Member at a meeting while the Member is at the meeting.
- (h) A proxy appointment may specify the way the proxy must vote on a particular resolution.

6.2 Representatives of Members

- (a) An incorporated Member may appoint an individual as a representative to exercise all or any of the powers the incorporated Member may exercise:
 - (i) at general meetings of the Company;
 - (ii) at meetings of creditors or debenture holders;
 - (iii) relating to resolutions to be passed under clause 5.17;
 - (iv) in the capacity of the Member's proxy appointed under clause 6.1.

The appointment may be standing (ongoing).

- (b) The appointment of a Representative by a Member must:
 - (i) be in writing;
 - (ii) include the name of the Representative;
 - (iii) be signed on behalf of the Member; and
 - (iv) be given to the Company or, for representation at a meeting, be given to the chairperson before the meeting starts.
- (c) A Representative has all the rights of a Member relevant to the purposes of the appointment as a Representative.

6.3 Right to appoint attorney

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

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

7 Proceedings at general meetings

7.1 Number for a quorum

Subject to clause 7.3, the quorum for a general meeting is, where the Company has only 1 Member, that Member and otherwise, 2 Members present in person or by proxy, attorney or Representative are a quorum at a general meeting. In determining whether a quorum is present, each individual attending as a proxy, attorney or Representative is to be counted, except that:

- (a) where a Member has appointed more than 1 proxy, attorney or Representative, only 1 is to be counted; and

- (b) where an individual is attending both as a Member and as a proxy, attorney or Representative, that individual is to be counted only once.

7.2 Requirement for a quorum

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

7.3 If quorum not present

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

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

7.4 Adjourned meeting

At a meeting adjourned under clause 7.3(b), where the Company has only 1 Member, the quorum is that Member, and otherwise, the quorum is 2 Members, present in person or by proxy, attorney or Representative. If a quorum is not present within 15 minutes after the time appointed for the adjourned meeting, the meeting is dissolved.

7.5 Appointment of chairperson of general meeting

If the Directors have elected 1 of their number as chairperson of their meetings, that person is entitled to preside as chairperson at a general meeting of the Company.

7.6 Absence of chairperson at general meeting

If a general meeting is held and:

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

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

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

7.7 Conduct of general meetings

The chairperson of a general meeting:

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

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

7.8 Adjournment of general meeting

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

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

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

7.9 Notice of adjourned meeting

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

7.10 Questions decided by majority

Subject to the requirements of the Corporations Act, a resolution is taken to be carried if a simple majority of the votes cast on the resolution are in favour of it.

7.11 No casting vote for chairperson

If there is an equality of votes, either on a show of hands or on a poll, the chairperson of the general meeting is not entitled to a casting vote in addition to any votes to which the chairperson is entitled as a Member or proxy or attorney or Representative.

7.12 Voting on show of hands

At any general meeting a resolution put to the vote of the meeting must be decided on a show of hands unless a poll is effectively demanded and the demand is not withdrawn. A declaration by the chairperson that a resolution has

on a show of hands been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book containing the minutes of the proceedings of the Company, is conclusive evidence of the fact. Neither the chairperson nor the minutes need state, and it is not necessary to prove, the number or proportion of the votes recorded in favour of or against the resolution.

7.13 Demanding a poll

- (a) At a general meeting of the Company, a poll may be demanded by:
 - (i) a Member entitled to vote on the resolution; or
 - (ii) the chairperson of the meeting.
- (b) A poll may be demanded:
 - (i) before a vote is taken;
 - (ii) before the voting results on a show of hands are declared; or
 - (iii) immediately after the voting results on a show of hands are declared.

7.14 Poll

If a poll is effectively demanded in accordance with clause 7.13:

- (a) it must be taken in the manner and at the date and time directed by the chairperson and the result of the poll is a resolution of the meeting at which the poll was demanded;
- (b) on the election of a chairperson or on a question of adjournment, it must be taken immediately;
- (c) the demand may be withdrawn; and
- (d) the demand does not prevent the continuance of the meeting for the transaction of any business other than the question on which the poll has been demanded.

7.15 Entitlement to vote

Subject to this Constitution, the Corporations Act or any other applicable laws:

- (a) on a show of hands, each Member present in person and each other person present as a proxy or Representative of a Member has 1 vote; and
- (b) on a poll, each Member present in person has 1 vote and each person present as proxy or Representative of a Member has 1 vote for each Member that the person represents.

7.16 Objection to voting qualification

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

- (a) may not be raised except at that meeting or adjourned meeting; and

- (b) must be referred to the chairperson of the meeting, whose decision is final.

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

8 Advisory and Investment Committee

8.1 Establishment of Advisory and Investment Committee

- (a) The Directors must establish an Advisory and Investment Committee, within 6 months of the execution of the Trust Deed, for:
 - (i) the purposes of providing guidance and advice to the Directors in connection with the Company's role as trustee of the Fund; and
 - (ii) any other purposes as the Directors may decide from time to time.
- (b) Subject to any Directions to Trustee, the Directors may determine the formation, composition, functions and processes of that Advisory and Investment Committee.

8.2 Advice

- (a) The Directors must consider any advice provided by the Advisory and Investment Committee.
- (b) The advice of the Advisory and Investment Committee is not binding on the Directors.

9 The Directors

9.1 Number of Directors

Unless otherwise determined by the Company in general meeting, the number of Directors is to be not less than 3 and no more than 5.

9.2 Change of number of Directors

The Company in general meeting may by resolution increase or reduce the number of Directors, provided that the minimum number of Directors must be not less than 3.

9.3 Appointment of Directors

- (a) The initial Directors must be appointed by the Aboriginal Representative Body and specified in the application for registration of the Company.
- (b) All subsequent appointments or reappointments of Directors must be by the Company in general meeting.

9.4 Removal of Directors

The Company in general meeting may by ordinary resolution remove any Director before the expiration of their period of office.

9.5 Rotation and retirement of Directors

- (a) A Director must not hold office without re-election:
- (i) past the third annual general meeting following the Director's last election; or
 - (ii) for more than 3 years,
- whichever is the longer.
- (b) There must be an election of Directors at each annual general meeting of the Company. This can be satisfied by one or more of the following, so long as the number of Directors determined in accordance clause 9.1 is not exceeded:
- (i) a person standing for election as a new Director in accordance with clauses 9.7 or 9.8;
 - (ii) any Director who was appointed under clause 9.11 standing for election as a Director;
 - (iii) any Director who is retiring at the end of the annual general meeting due to the tenure limitation in clause 9.5(a), standing for re-election; or
 - (iv) if no person or Director is standing for election or re-election in accordance with clause 9.5(b)(i), 9.5(b)(ii), or 9.5(b)(iii), any Director who wishes to retire and stand for re-election. Otherwise, the person who has been a Director the longest without re-election must retire and stand for re-election. If 2 or more Directors have been a Director the longest and an equal time without re-election ("**Longest Serving Directors**"), then unless the Longest Serving Directors agree among themselves, the Directors will determine by ballot which of the Longest Serving Directors will retire.

9.6 Office held until conclusion of meeting

- (a) The initial Directors will hold office until the appointment of a new board at the first general meeting that is called.
- (b) A retiring Director holds office until the conclusion of the meeting at which that Director retires but is eligible for re-election.

9.7 Director elected at general meeting

The Company may, at a general meeting at which a Director retires or otherwise vacates office, by resolution fill the vacated office by electing a person to that office.

9.8 Eligibility for election as Director

Except for:

- (a) a person who is eligible for election or re-election under clause 9.10 or 9.11; and
- (b) a person recommended for election by the Directors,

a person is not eligible for election as a Director at a general meeting of the Company unless a consent to nomination signed by the person has been lodged at the Registered Office at least 5 business days before the general meeting or any other period permitted under the Corporations Act but no more than 90 business days before the meeting.

9.9 Directors Individual Selection Criteria

A person is eligible to be appointed as a Director if they meet the Selection Criteria.

A person is eligible to be appointed as a Director if they:

- (a) are able to discharge the obligations and duties of director under the applicable provisions of the Corporations Act, the ACNC Act and ACNC Governance Standards and other applicable law;
- (b) have demonstrated experience managing or holding a decision-making position in a company or other organisation similar to the Company;
- (c) do not have commitments that would conflict with the time commitments of a director of the Company;
- (d) are not a general member or reserved member of the Aboriginal Representative Body;
- (e) have not been a general member or reserved member of the Aboriginal Representative Body within the preceding 3 months;
- (f) are of high repute and recognised integrity, as determined by the Aboriginal Representative Body;
- (g) are not a person who has been disqualified from managing corporations under the Corporations Act, *Corporations (Aboriginal and Torres Strait Islander) Act 2006* (Cth) or any other applicable law;
- (h) have other demonstrated experience and expertise relevant to the Company as determined by the Aboriginal Representative Body from time to time; and
- (i) are financially literate and able to read and understand financial statements.

9.10 Directors Group Selection Criteria

As a group, the Directors must have:

- (a) a majority of persons that are Aboriginal or Torres Strait Islander (from a cross-section of communities);
- (b) a gender balance, with at least 30% of Directors being non-male identifying;
- (c) at least 30% of the total number of Directors possessing demonstrated expertise in culturally respectful leadership and collaboration; and
- (d) at least 50% of Directors possessing demonstrated expertise in the finance sector or other related fields, which could include:
 - (i) demonstrated experience in governance or management of funds such as investment, social or statutory funds; and

- (ii) demonstrated experience in grant management processes or systems, to support social outcomes.

9.11 Casual vacancy or additional Director

The Member may at any time appoint any person to be a Director, either to fill a casual vacancy or as an addition to the existing Directors, provided the total number of Directors does not exceed any maximum number specified in clause 9.1.

A Director appointed under this clause holds office until the conclusion of the next annual general meeting of the Company but is eligible for election at that meeting.

9.12 Remuneration for services as a Director

A Director is entitled to reasonable remuneration for their services as a Director out of the funds of the Company (including funds to which the Company is entitled) as determined by resolution of the Members. If the Company in general meeting has fixed a limit on the amount of remuneration payable to the Directors, the aggregate remuneration of Directors must not exceed that limit. In all cases, the remuneration of a Director must be reasonable, having regard to the remuneration of directors of similar organisations to the Company.

9.13 Reimbursement of expenses

A Director is entitled to be reimbursed out of the funds of the Company (including funds to which the Company is entitled) such reasonable travelling, accommodation and other expenses as the Director may incur when travelling to or from meetings of the Directors or a Committee or when otherwise engaged on the business of the Company.

9.14 Payments to a Director

Any payment to a Director (including a payment permitted under clause 9.12 or clause 9.13) must be approved by the Aboriginal Representative Body.

9.15 Conflicts policy

- (a) The Directions to Trustee specify the contents of an initial conflicts policy for the Company.
- (b) The Directors may amend this policy with the consent of the Aboriginal Representative Body, and in accordance with clause 11 of the Self-Determination Fund Agreement. Any amendments must be consistent with this Constitution.
- (c) The conflicts policy must address:
 - (i) management of conflicts of interest; and
 - (ii) related party transactions.

9.16 Disclosure of Director's interests

A Director must comply with any applicable laws relating to disclosure of Director interests.

9.17 Director's interests

Subject to the provisions of this Constitution and to complying with the conflicts policy adopted by the Directors from time to time, the Corporations Act, applicable ACNC Governance Standards and any other applicable law regarding disclosure of and voting on matters involving material personal interests, a Director may:

- (a) hold any office or place of profit in the Company, except that of auditor;
- (b) hold any office or place of profit in any other company, body corporate, trust or entity promoted by the Company or in which it has an interest of any kind;
- (c) enter into any contract or arrangement with the Company;
- (d) participate in any association, institution, fund, trust or scheme for past or present employees of the Company or Directors or persons dependent on or connected with them;
- (e) act in a professional capacity (or be a member of a firm, or an officer or employee of a body cooperate which acts in a professional capacity) for the Company, except as auditor;
- (f) participate in, vote on and be counted in a quorum for any meeting, resolution or decision of the Directors and may be present at any meeting where any matter is being considered by the Directors;
- (g) sign or participate in the execution of a document by or on behalf of the Company; and
- (h) do any of the above despite the fiduciary relationship of the Director's office:
 - (i) without any liability to account to the Company for any direct or indirect benefit accruing to the Director; and
 - (ii) without affecting the validity of any contract or arrangement.

A reference to the Company in this clause is also a reference to each related body corporate of the Company.

9.18 Vacation of office of Director

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

- (a) is a Managing or Executive Director and ceases to be employed by the Company or a related body corporate;
- (b) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
- (c) resigns from the office by notice in writing to the Company;
- (d) is not present personally or by proxy at meetings of the Directors for a continuous period of 4 months without leave of absence from the Directors; or

- (e) is removed from office by resolution under section 203D of the Corporations Act, but without depriving the Director of any compensation or damages payable to the Director in respect of the termination of the Director's appointment as a Director or of an appointment terminating with that appointment.

10 Powers and duties of Directors

10.1 Duties of Directors

The Directors must comply with their duties as Directors under this Constitution, the applicable requirements of the ACNC Governance Standards and any applicable law.

10.2 Directors to manage the Company

The Directors are responsible for overseeing the proper management of the business of the Company. They may exercise all the powers of the Company that are not, by the Corporations Act or by this Constitution, required to be exercised by the Company in general meeting.

10.3 Specific powers of Directors

Without limiting the generality of clause 10.2, the Directors may exercise all the powers of the Company, to borrow or raise money, to charge any property or business of the Company or all or any of its uncalled capital and to issue debentures or give any other security for a debt, liability or obligation of the Company or of any other person.

10.4 Appointment of attorney

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

10.5 Provisions in power of attorney

A power of attorney granted under clause 10.4 may contain such provisions for the protection and convenience of persons dealing with the attorney as the Directors think fit and may also authorise the attorney to delegate (including by way of appointment of a substitute attorney) all or any of the powers, authorities and discretions vested in the attorney.

10.6 Signing of cheques

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

10.7 Committees

The Directors may delegate any of their powers, other than powers required by law to be dealt with by Directors as a board, to a Committee or Committees consisting of 2 or more of their number as they think fit.

10.8 Powers delegated to Committees

A Committee to which any powers have been delegated under clause 10.7 must exercise those powers in accordance with any directions of the Directors.

10.9 Delegation of Directors' powers

- (a) Without limiting clauses 10.1 and 10.2, and subject to clause 10.9(b), the Directors may delegate any of their powers to any persons they select for any period.
- (b) A power delegated under clause 10.9(a) must be exercised for the Purposes, and in accordance with the terms, conditions and restrictions specified by, the Directors and may be revoked, withdrawn, altered or varied as determined by the Directors.
- (c) For the avoidance of doubt, nothing in this clause 10.9 is intended to enable the Directors to delegate any power that the Directors are themselves not permitted to exercise.
- (d) The powers of delegation expressly or impliedly conferred by this Constitution on the Directors are conferred in substitution for, and to the exclusion of, the power conferred by section 198D of the Corporations Act.

11 Proceedings of Directors

11.1 Directors' meetings

The Directors must meet together at least 4 times each year for the dispatch of business and adjourn and otherwise regulate their meetings as they think fit.

11.2 Director may convene a meeting

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

11.3 Use of technology for Directors' meetings

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

11.4 Questions decided by majority

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

11.5 Proxy and voting

A person who is present at a meeting of Directors as a proxy for another Director has 1 vote for each absent Director who would be entitled to vote if present at the meeting and for whom that person is proxy and, if that person is also a Director, has 1 vote as a Director in that capacity.

11.6 Chairperson of Directors' meetings

The Directors may elect 1 of their number as chairperson of their meetings, or may elect 2 of their number as co-chairs (one as non-male identifying and one as male identifying). They may also determine the periods for which the chairperson or co-chairs are to hold office.

11.7 Absence of chairperson at a Directors' meeting

If a Directors' meeting is held and:

- (a) a chairperson has not been elected under clause 11.6; or
- (b) a chairperson or co-chair is not present within 10 minutes after the time appointed for the holding of the meeting or is unable or unwilling to act,

the Directors present must elect 1 of their number to be chairperson of the meeting.

11.8 Director attending and voting by proxy

A Director may participate in and vote by proxy at a meeting of the Directors if the proxy:

- (a) is another Director; and
- (b) the appointment is signed by the appointor.

The appointment may be general or for 1 or more particular meetings. A Director present as proxy of another Director who would be entitled to vote if present at the meeting has 1 vote for the appointor and 1 vote in their own capacity as a Director.

11.9 Quorum for Directors' meeting

At a meeting of Directors, the number of Directors whose presence in person or by proxy is necessary to constitute a quorum is one half of Directors holding office (rounded up to the next highest whole number).

11.10 Continuing Directors may act

The continuing Directors may act despite a vacancy in their number, but for so long as their number is reduced below the minimum fixed by clause 9.1, the continuing Directors may, except in an emergency, act only for the purpose of filling vacancies to the extent necessary to bring their number up to that minimum or to convene a general meeting.

11.11 Chairperson of Committee

The members of a Committee may elect 1 of their number as chairperson of their meetings, or may elect 2 of their number as co-chairs (one as non-male identifying and one as male identifying). If a meeting of a Committee is held and:

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

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

11.12 Meetings of Committee

A Committee may meet and adjourn as it thinks proper.

11.13 Determination of questions

Questions arising at a meeting of a Committee are to be determined by a majority of votes of the members of the Committee present and voting.

11.14 Circulating resolutions

- (a) The Directors may pass a resolution without a Directors' meeting being held if all of the Directors entitled to vote on the resolution have consented to the resolution in accordance with this clause 11.14. The resolution is passed when the last participating Director consents to the resolution in accordance with this clause 11.14. The resolution is not invalidated if it is consented to by a Director who is not entitled to vote.
- (b) A Director may consent to a resolution by signing a document that sets out the terms of the resolution and contains a statement to the effect that the Director is in favour of the resolution.
- (c) Alternatively, a Director may consent to a resolution by giving the Company a written notice (including by fax or other electronic means) addressed to and received by the Secretary or the Chairperson:
 - (i) that signifies the Director's assent to the resolution;
 - (ii) that sets out the terms of the resolution or identifies those terms; and
 - (iii) if the Director has notified the Company in writing of a specified means by which their consent must be authenticated (including by providing particular personal information or an allocated code), that authenticates the Director's consent by those specified means.
- (d) Any document referred to in this clause may be in the form of a fax or electronic notification. Separate copies of a document (including in electronic form) may be signed by the Directors if the wording of the resolution and statement is identical in each copy.
- (e) This clause 11.14 applies to resolutions of Committees as if the references to Directors were references to Committee members.

11.15 Validity of acts of Directors

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

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

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

12 Chief Executive Officer

The Directors may:

- (a) appoint a Chief Executive Officer for any period;
- (b) delegate to the Chief Executive Officer any of the powers conferred on the Directors; and
- (c) withdraw or vary any of those powers,

on any terms and conditions and with any restrictions as they think fit. The Directors may fix the remuneration of the Chief Executive Officer which may be by way of salary drawn from the Company or funds to which the Company is entitled.

13 Secretary

13.1 Appointment of Secretary

The Company must have at least 1 Secretary who is to be appointed by the Directors (except for the initial Secretary, who is to be appointed by the Aboriginal Representative Body).

13.2 Suspension and removal of Secretary

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

13.3 Powers, duties and authorities of Secretary

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

14 Seals

14.1 Safe custody of common seals

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

14.2 Use of common seal

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

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

15 Inspection of records

15.1 Inspection by Member

Subject to the Corporations Act, the Directors must ensure that all accounting records, books, records of meetings (including those of Directors and Committees) and other documents of the Company or any of them will be open to the inspection of a Member on request by the Member.

15.2 Right of other person to inspect

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

In deciding whether to authorise the inspection of any document of the Company, the Directors may consider whether the records or documents contain personal or culturally sensitive information.

16 Service of documents

16.1 Document includes notice

In this clause 16, a reference to a document includes a notice and a notification by electronic means.

16.2 Form of document

Unless expressly stated otherwise in this Constitution, all notices, certificates, statements, demands, appointments, directions and other documents referred to in this Constitution must be in writing.

16.3 Methods of service

The Company may give a document to a Member:

- (a) personally;
- (b) by delivering it or sending it by post to the address for the Member in the Register or an alternative address nominated by the Member;
- (c) by sending it to an electronic address nominated by the Member; or
- (d) by notifying the Member by an electronic means nominated by the Member that:
 - (i) the document is available; and
 - (ii) how the Member may use the nominated access means to access the document.

16.4 Post

A document sent by post:

- (a) if sent to an address in Australia, may be sent by ordinary post; and
- (b) if sent to an address outside Australia, must be sent by airmail,

and, in either case, is taken to have been given and received on the day after the day of its posting.

16.5 Electronic means

A document sent by electronic means:

- (a) is taken to be effected by properly addressing and transmitting the electronic transmission; and
- (b) is taken to have been given and received on the day after the date of its transmission.

16.6 Evidence of service

A certificate signed by a Director or a Secretary stating that a document was sent, delivered or given to a Member personally by post or electronic means on a particular date is evidence that the document was sent, delivered or given on that date and by that means.

17 Indemnity and insurance

17.1 Indemnity

To the maximum extent permitted by law, the Company may indemnify any current or former Director or Secretary or officer or senior manager of the Company out of the property of the Company against:

- (a) any liability incurred by the person in that capacity (except a liability for legal costs);
- (b) legal costs incurred in defending or resisting (or otherwise in connection with) proceedings, whether civil or criminal or of an administrative or investigatory nature, in which the person becomes involved because of that capacity; and
- (c) legal costs incurred in good faith in obtaining legal advice on issues relevant to the performance of their functions and discharge of their duties as an officer of the Company or a subsidiary, if that expenditure has been approved in accordance with the Company's policy,

except where:

- (a) the Company is forbidden by law to indemnify the person against the liability or legal costs; or
- (b) an indemnity by the Company of the person against the liability or legal costs, if given, would be made void by law.

17.2 Insurance

The Company may pay or agree to pay, whether directly or through an interposed entity, a premium for a contract insuring a person who is or has been a Director or Secretary or officer or senior manager of the Company or subsidiary of the Company against liability incurred by the person in that capacity, including a liability for legal costs, unless:

- (a) the Company is forbidden by law to pay or agree to pay the premium; or

- (b) the contract would, if the Company paid the premium, be made void by law.

17.3 Contract

The Company may enter into an agreement with a person referred to in clauses 17.1 and 17.2 with respect to the matters covered in those clauses. An agreement entered into pursuant to this clause may include provisions relating to rights of access to the books of the Company conferred by the Corporations Act or otherwise.

18 Winding up

18.1 Contributions on winding up

Each Member undertakes to contribute to the Company's property an amount not exceeding \$10 if the Company is wound up during, or within one year after the cessation of, the Member's membership, on account of:

- (a) payment of the Company's debts and liabilities contracted before they ceased to be a Member;
- (b) the costs of winding up; and
- (c) adjustment of the rights of the contributories among themselves.

18.2 Application of property on winding up

If any property or funds remain on the winding-up or dissolution of the Company and after satisfaction of all its debts and liabilities, the property or funds may not be paid to or distributed among the Members (other than a Member that satisfies the requirements in paragraphs (a) and (b) below) but must be given or transferred to 1 or more funds or institutions:

- (a) having public charitable purposes similar to the purposes of the Company; and
- (b) whose constitution or rules prohibit the distribution of its property and funds among its members to an extent at least as great as is imposed on the Company under this Constitution.

The fund or institution is to be determined by the Member at or before the time of dissolution and in default by application to the court.

19 Accounts

The Directors must cause the accounts and records of the Company to be maintained and, if required, audited in accordance with the requirements of the Corporations Act, applicable ACNC Governance Standards and applicable Charitable Fundraising Legislation.

20 Charitable Fundraising Legislation

If the Company is an authorised fundraiser within the meaning of the Charitable Fundraising Legislation, the Company must comply with relevant requirements of the legislation and conditions of its authority to the extent applicable.

