

National Congress of Australia's First Peoples Limited

ABN 47 143 207 587

Constitution

A company limited by guarantee

Originally adopted by the National Board on **15 April 2010**

Amendments approved at the company's annual general meeting on **15 May 2017**.

Proposed amendments to be considered at Special General Meeting on **31 August 2017**

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Constitution

1 History and Overview

1.1 Steering Committee Report

- (a) This company and the terms of this constitution arose from the report issued in August 2009 by the Steering Committee for the National Representative Body consultations and the Australian Human Rights Commission entitled: 'Our future in our hands – Creating a sustainable National Representative Body for Aboriginal and Torres Strait Islander peoples'.
- (b) The contribution of the following individuals in drawing that report and this constitution together are acknowledged:
 - (1) Mr Tom Calma;
 - (2) Mr Mark Bin Bakar;
 - (3) Ms Tanya Hosch;
 - (4) Mr Geoff Scott;
 - (5) Dr Jackie Huggins AM;
 - (6) Mr Tim Goodwin;
 - (7) Ms Yananymul Mununggurr;
 - (8) Mr Jason Glanville; and
 - (9) Mr John Toshi Kris.

1.2 Initial National Board

The inaugural directors on the National Board of the company were:

- (a) Sam Jeffries and Kerry Arabena (Co-Chairs)
- (b) Daphne Yarram
- (c) Peter Buckskin
- (d) Klynton Wanganeen
- (e) Josephine Bourne
- (f) Colleen Hayward
- (g) Ned David.

1.3 Structure

- (a) To assist in understanding the structure of the company, this constitution provides for:
 - (1) members of the company to be divided into Chambers by the National Board, subject to eligibility requirements set by the National Board; and
 - (2) a National Board of up to 8 directors, all of whom are members of the company; and

- (3) each Chamber will elect 2 directors to the National Board at a general meeting of the members in that Chamber; and
 - (4) the election of two co-chairs to the National Board at every second annual general meeting of the company's members; and
 - (5) the appointment of an Ethics Council to monitor and review relevant matters determined by the National Board, and provide advice to the National Board in relation to those matters.
- (b) In addition to this constitution, the National Board will adopt regulations, procedures and policies which will bind all directors and members in addition to this constitution. The regulations, procedures and policies adopted by the National Board will be available to all directors and members upon request to the company secretary.

2 Company's purposes

- (a) The company is established for the public charitable purposes of:
- (1) providing national leadership and recognition of the status and of the rights of Aboriginal and Torres Strait Islander people as first nations peoples;
 - (2) protecting and advancing the wellbeing and rights of Aboriginal and Torres Strait Islander peoples and communities;
 - (3) providing a representative voice of, and a conduit for communications with and between, Aboriginal and Torres Strait Islander peoples;
 - (4) securing economic, political, social, cultural and environmental futures for Aboriginal and Torres Strait Islander peoples and communities by working with governments, service providers, communities and other stakeholders;
 - (5) building strong relationships with government, industry and among Aboriginal and Torres Strait Islander peoples and communities, based on mutual respect and equality;
 - (6) identifying issues, researching solutions and educating government, service providers and Aboriginal and Torres Strait Islander peoples and communities to achieve the above purposes.
- (b) In carrying out its purposes, the company will operate with the following values:
- (1) the highest standards of professionalism and objectivity;
 - (2) integrity and honesty;
 - (3) accountability, transparency and openness;
 - (4) participation and inclusion; and
 - (5) being informed.

3 Company's powers

Solely for carrying out the company's purposes, the company may:

- (a) raise funds or encourage contributions by way of gifts (by will or otherwise), grants, sponsorships, personal or public appeals or in any other manner;

- (b) provide funds, facilities or other material benefits;
- (c) accept and hold funds or property of any kind on or for any charitable objects or purposes specified or to be specified by any person or to be selected by the National Board from a class of trusts, objects or purposes specified by any person;
- (d) engage or dismiss any employee, agent, contractor or professional person;
- (e) accept and undertake trusteeships, administration and management of trusts and funds, whether as trustee or as agent for the trustee or otherwise, and charge and accept fees, commission or other remuneration for doing so;
- (f) purchase, take on lease or in exchange, hire or otherwise acquire real or personal property, and any rights or privileges;
- (g) control, manage, lease, exchange, mortgage, charge, sell, transfer, surrender, dispose of, develop, carry on business or otherwise deal with any real or personal property of any kind or any estate or interest in that property;
- (h) invest, deal with and lend money and otherwise provide financial accommodation to, and guarantee or otherwise secure loans to, charitable objects or purposes;
- (i) construct, improve, maintain, develop, work, manage and control real or personal property;
- (j) enter into contracts and deeds;
- (k) appoint an attorney or agent with powers (including the power to sub-delegate) and on terms the company thinks fit, and procure registration or recognition of the company in any other country or place;
- (l) enter into arrangements with any government or authority;
- (m) borrow, raise or secure the payment of money and secure the repayment or performance of any debt, liability, contract, guarantee or other engagement in any way and, in particular, by mortgage, charge or overdraft or by the issue of debentures or debenture stock (perpetual or otherwise) charged on all or any of the company's property (both present and future) and purchase, redeem or pay off those securities;
- (n) make, draw, accept, endorse, discount, execute and issue promissory notes, bills of exchange and other negotiable or transferable instruments;
- (o) print and publish information in hard copy or by electronic means;
- (p) accept any gift of real or personal property, whether subject to any special trust or not and decline to accept any gift;
- (q) appoint patrons of the company;
- (r) make donations for charitable purposes;
- (s) arrange conferences, meetings and other forums; and
- (t) do all other things that are incidental or conducive to carrying out the company's purposes.

4 Not for profit

- (a) The company's income and property must be applied solely towards promoting the company's purposes.

- (b) No part of the income or property may be paid, transferred or distributed, directly or indirectly, by way of dividend, bonus, or other profit distribution, to any of the members or directors.
- (c) This rule 4 does not prohibit:
 - (1) indemnification of, or payment of premiums on contracts of insurance for; or
 - (2) payment of director's fees or other payments under rule 13.5 to, any director to the extent permitted by law and this constitution.

5 Membership

5.1 Application for membership

- (a) The members are:
 - (1) the persons who consent to be the initial members; and
 - (2) any other persons the National Board admit to membership in accordance with this constitution and any regulations, procedures and policies of the National Board.
- (b) Every applicant for membership of the company (except the initial members) must apply in the form and manner decided by the National Board.
- (c) After receipt of an application for membership, the National Board (or a delegate approved by the National Board) must consider the application and decide whether to admit or reject the admission of the applicant. The National Board need not give any reason for rejecting an application.

5.2 Eligibility

- (a) The National Board may formulate regulations for categories of membership and eligibility to those categories. The National Board may increase the number of categories or change the type of category or eligibility requirements.
- (b) All members must assist the company in carrying out its purposes and adhering to its values.
- (c) The National Board may assign each member to a category of membership. At the commencement of the company, the following categories of membership and eligibility for the categories of membership existed (subject to the power of the National Board in rule 5.2(a)):
 - (1) Category 1 members - organisations which must be:
 - Peak Bodies for Aboriginal and Torres Strait Islander people at regional, State or Territory, or National level; or
 - National Aboriginal and Torres Strait Organisations, which meet any other eligibility requirements set by the National Board;
 - (2) Category 2 members – Aboriginal and Torres Strait Islander Organisations which meet any other eligibility requirements set by the National Board; and
 - (3) Category 3 members - individual members who are Aboriginal or Torres Strait Islander people and are over the age of 18 years old and who meet any other eligibility requirements set by the National Board.

- (d) For the avoidance of doubt, the categories of membership referred to in this rule 5.2 do not constitute different classes of membership in the company.

5.3 Subscription fee

- (a) A subscription fee may be decided by the National Board. Varying amounts for the subscription fee may be applied to differing types of members as decided by the National Board and made available to the members in a subscription fee policy.
- (b) The National Board must notify all persons entered on the register of members of the amount and time for payment of any annual subscription fee and of any alteration to the subscription fee.
- (c) Where the subscription fee is not received:
 - (1) one month after the due date, the National Board may issue a written reminder notice to the member; and
 - (2) if the subscription fee is still not received one month after issue of the written reminder notice, the member's rights and privileges associated with that membership will be suspended.
- (d) If a member who was suspended under rule 5.3(c) has not paid a subscription fee for more than 2 months after issue of the written reminder notice, the person ceases to be a member, unless the person is also a director, in which case the suspension under rule 5.3(c) will continue.

5.4 Membership of Chambers

- (a) The membership of the company is divided into Chambers by reference to the categories of membership. The number of Chambers may increase or the composition of the Chambers may be varied by regulation by the National Board.
- (b) The Chambers at the commencement of the company are intended to be:
 - (1) Chamber 1 – Category 1 members are members of Chamber 1;
 - (2) Chamber 2 – Category 2 members are members of Chamber 2;
 - (3) Chamber 3 – Category 3 members are members of Chamber 3.
- (c) The National Board may by regulation or policy, divide the Chambers into divisions or create separate Chambers based on postcodes or focus areas for meetings and communications and other purposes in the interests of the company.
- (d) For the avoidance of doubt, the Chambers of membership referred to in this rule 5.4 do not constitute different classes of membership in the company.

5.5 National Board may create and vary class rights

The National Board may, subject to this constitution and the Corporations Act:

- (a) prescribe, revoke and amend the criteria for membership and any classes of membership (but are not obliged to accept persons fulfilling those criteria as members or members of a class);
- (b) establish any new class of members and define the rights, restrictions and obligations of members in that class; and
- (c) vary or cancel the rights, restrictions and obligations of members in any new or existing class, if:

- (1) at least 75% of the members of that class give their written consent; or
- (2) a special resolution to that effect is passed at a separate meeting of those members.

The rules on general meetings in rule 12 of this constitution apply to meetings of a class of members so far as they are capable of application and with the necessary changes to every separate meeting.

6 Cessation of membership status

6.1 Cessation of membership

A person immediately ceases to be a member if the person:

- (a) dies;
- (b) resigns as a member by giving written notice to the company;
- (c) becomes of unsound mind or the person is, or their estate is, liable to be dealt with in any way under a law relating to mental health;
- (d) becomes bankrupt or insolvent or makes any arrangement or composition with his or her creditors;
- (e) ceases to be a member under rule 5.3(d) or is expelled under rule 6.2; or
- (f) becomes, if the National Board so decide in their absolute discretion, an untraceable member because the person has ceased to reside at, attend or otherwise communicate with his or her Registered Address.

6.2 Expulsion

- (a) The National Board may by resolution expel a member from the company, if, in their absolute discretion, they decide it is not in the interests of the company for the person to remain a member.
- (b) If the National Board intend to consider a resolution under rule 6.2(a), at least one week before the meeting at which the resolution is to be considered, they must give the member written notice:
 - (1) stating the date, place and time of the meeting;
 - (2) setting out the intended resolution and the grounds on which it is based; and
 - (3) informing the member that he or she may attend the meeting and may give an oral or written explanation or submission before the resolution is put to the vote.

7 Liability of members

The liability of the members is limited to the amount of the guarantee given in rule 8.

8 Guarantee by members

Every member must contribute an amount not more than **\$100** to the property of the company if it is wound up while the person is a member or within one year after the person ceases to be a member, for:

- (a) payment of the company's debts and liabilities contracted before the time he or she ceased to be a member; and
- (b) costs, charges and expenses of winding up.

9 Winding up or ceasing to be a deductible gift recipient

- (a) If, on the winding up or dissolution of the company, or upon the company ceasing to be a deductible gift recipient under section 30-15 of the ITAA 97, any property remains after satisfaction of all its debts and liabilities, this property must only be given or transferred to an institution:
 - (1) that is charitable at law;
 - (2) that has charitable purpose(s) similar to, or inclusive of, the company's purposes as defined in rule 2;
 - (3) whose constitution prohibits distributions or payments to its members, or former members and directors (if any) to an extent at least as great as is outlined in rule 4; and
 - (4) that that is a deductible gift recipient within the meaning of the ITAA 97.
- (b) The identity of the institution referred to in rule 9(a) must be decided by the National Board, or if the National Board does not wish to decide or does not decide, it must be decided by the members by ordinary resolution at or before the time of winding up of the company and, if the members do not decide, by the Supreme Court of the state or territory in which the company is registered.

10 Altering this constitution

10.1 Alterations affecting charitable status

The company must not pass a special resolution altering this constitution, if, as a result, the company will cease to be a charity.

10.2 Notice to Commissioner

- (a) The company must give written notice to the Commissioner if:
 - (1) a special resolution is passed materially altering rule 1.3; or
 - (2) the company ceases to be entitled to be endorsed as a tax concession charity as a result of a change in its constitution or activities or otherwise.
- (b) The notice must be given as soon as possible after the passing of the special resolution or the cessation.

11 Public Fund

11.1 Establishment of Public Fund

- (a) There is established a public fund to be known as the National Congress of Australia's First Peoples Public Fund (**Public Fund**) for the purpose of receiving Gifts and Deductible Contributions to the company for the furtherance of the company's purposes in rule 1.3.
- (b) The company must establish a bank account in the name of the Public Fund into which all Gifts and Deductible Contributions of money in the Public Fund must be deposited (**Public Fund Bank Account**). Subject to rule 11.2(a)(3), no other money is to be deposited into the Public Fund Bank Account.
- (c) The company must invite the public to make Gifts and Deductible Contributions to the Public Fund.

11.2 Use of Public Fund

- (a) The company must ensure that:
 - (1) the Public Fund does not contain any property other than property described in rule 11.1;
 - (2) the Public Fund is only used in furtherance of the company's purpose in rule 1.3; and
 - (3) all money (including interest) derived from money or property in the Public Fund is credited to the Public Fund Bank Account.

11.3 Winding up or ceasing to be a deductible gift recipient

- (a) At the first occurrence of:
 - (1) the winding up of the company; or
 - (2) the company ceasing to be a deductible gift recipient under section 30-15 of the ITAA 97,
any surplus assets of the Public Fund must be transferred to a fund, authority or institution:
 - (3) which is charitable at law;
 - (4) that has charitable purpose(s) similar to, or inclusive of, the company's purposes as defined in rule 2;
 - (5) whose constitution prohibits distributions or payments to its members, former members and directors (if any) to an extent at least as great as is outlined in rule 4; and
 - (6) that is a deductible gift recipient within the meaning of the ITAA 97.
- (b) The identity of the fund, authority or institution referred to in rule 11.3(a) must be decided by the National Board, or if the National Board does not wish to decide or does not decide, it must be decided by the members by ordinary resolution at or before the time of winding up of the company and, if the members do not decide, by the Supreme Court of the state or territory in which the company is registered.

11.4 Receipts

Receipts for Gifts and Deductible Contributions of money or property to the Public Fund must:

- (a) be issued in the name of the Public Fund; and
- (b) state the information required in the applicable provisions of section 30-228 of the ITAA 97.

11.5 Public Fund administration

- (a) The Public Fund must be administered by the National Board. If there is not a majority of the National Board who are Responsible Persons, the National Board may delegate the power to administer the Public Fund to a subcommittee of at least 3 people, the majority of whom are Responsible Persons.
- (b) If at any time the requirement in rule 11.5(a) is not met, the committee must not exercise any discretion or power until the requirement is met, except:
 - (1) to protect the Public Fund; or
 - (2) in the case of urgency.
- (c) Subject to rule 11, the National Board may specify:
 - (1) the manner in which the committee's proceedings are to be conducted;
 - (2) the matters which the committee must have regard to in carrying out its functions; and
 - (3) any other matters concerning the committee or its functions that the National Board decide.

11.6 Records and financial statements

- (a) The company must keep and maintain proper books of account and records (which are written up in accordance with generally accepted accounting standards and principles consistently applied) relating to all receipts and outgoings for the Public Fund.
- (b) For each financial year, the company must have financial statements (including a profit and loss account and balance sheet) prepared by a suitably qualified person (in accordance with generally accepted accounting standards and principles consistently applied) which detail the affairs of the Public Fund for that financial year including, without limitation, the following matters with respect to the Public Fund:
 - (1) income;
 - (2) capital;
 - (3) costs and disbursements and other outgoings paid or payable and chargeable against income;
 - (4) capital expenditure and liabilities chargeable to capital; and
 - (5) investments and property.
- (c) The financial statements referred to in rule 11.6(b) must be certified by the Auditor to be true and proper statements of the affairs of the Public Fund.

12 Meetings of members

12.1 Application of meeting procedures

The terms of this rule 12 apply to all general meetings of the company's members (including general meetings of the Chambers) and apply as modified by this constitution, the National Board, the Chambers or any other divisions of members.

12.2 Calling general meetings

- (a) A general meeting may only be called:
 - (1) by a resolution of the National Board;
 - (2) in accordance with a members' requisition under the Act, or
 - (3) as otherwise provided in the Act.
- (b) The National Board may change the venue for, postpone or cancel a general meeting if:
 - (1) they consider that the meeting has become unnecessary;
 - (2) the venue would be unreasonable or impractical; or
 - (3) a change is necessary in the interests of conducting the meeting efficiently.
- (c) If the general meeting was not called by a resolution of the National Board or was called in accordance with a members' requisition under the Act, then it may not be postponed or cancelled without the prior written consent of the persons who called or requisitioned the meeting.

12.3 Notice of general meetings

- (a) Notice of every general meeting must be given in any manner authorised by rule 17 to each person who is at the date of the notice:
 - (1) a member;
 - (2) a director;
 - (3) the Auditor; and
 - (4) a councillor on the Ethics Council (if any).
- (b) A notice of a general meeting must:
 - (1) specify the date, time and place of the meeting;
 - (2) except as provided by the Act, state the general nature of the business to be transacted at the meeting; and
 - (3) specify a place, fax number or electronic address for the receipt of proxies.
- (c) A person may waive notice of a general meeting by written notice to the company.
- (d) The non-receipt of notice of a general meeting or proxy form by, or a failure to give notice of a general meeting or a proxy form to, any person entitled to receive notice of a general meeting does not invalidate any thing done or resolution passed at the general meeting if:
 - (1) the non-receipt or failure occurred by accident or error; or

- (2) before or after the meeting, the person has notified or notifies the company of that person's agreement to that thing or resolution.
- (e) A person's attendance at a general meeting waives any objection that person may have to:
 - (1) a failure to give notice, or the giving of a defective notice, of the meeting unless, at the beginning of the meeting, the person objects to the holding of the meeting; and
 - (2) the consideration of a particular matter at the meeting which is not within the business referred to in the notice of the meeting, unless the person objects to considering the matter when it is presented.

12.4 Quorum at general meetings

- (a) No business may be transacted at a general meeting, except the election of a chair if one of the co-chairs of the National Board is not present, and the adjournment of the meeting, unless a quorum of members is present when the meeting proceeds to business.
- (b) A quorum consists of 5 members entitled to vote and present at the meeting.
- (c) If a quorum is not present within 30 minutes after the time appointed for a general meeting:
 - (1) where the meeting was convened on the requisition of members, the meeting must be dissolved; or
 - (2) in any other case the meeting stands adjourned to the day, and at the time and place, that the National Board decides or, if the National Board does not make a decision, to the same day in the next week at the same time and place.
- (d) If at the adjourned meeting under rule 12.4(c)(2), a quorum is not present within 30 minutes after the time appointed for the meeting, the meeting must be dissolved.

12.5 General meetings by technology

- (a) The simultaneous linking together by telephone or other electronic means of a sufficient number of the members in person, to constitute a quorum constitutes a meeting of the members, provided each member has a reasonable opportunity to participate at the meeting.
- (b) All the provisions in this constitution relating to meetings of the members apply, as far as they can, with any necessary changes, to meetings of the members by telephone or other electronic means.
- (c) A member who takes part in a meeting by telephone or other electronic means is taken to be present in person at the meeting.
- (d) A meeting by telephone or other electronic means is taken as held at the place decided by the chair of the meeting, as long as at least one of the members involved was at that place for the duration of the meeting.

12.6 Chair of general meetings

- (a) At a general meeting, the chair will be one of the co-chairs of the National Board as they agree between them, or failing agreement as they determine by lot, provided the co-chair who is to preside as chair is present within 15 minutes after the time appointed for the meeting and willing to act.

- (b) If the co-chair who is to preside as chair is either not present within 15 minutes after the time appointed for the meeting or is not willing to act, then the other co-chair must preside as chair unless he or she is also not present within 15 minutes after the time appointed for the meeting or is not willing to act. In which case the members present must elect another chair of the meeting.
- (c) A chair elected under rule 12.6(b) must be:
 - (1) another director who is present and willing to act; or
 - (2) if no other director present at the meeting is willing to act, a member who is present and willing to act.

12.7 Adjourning general meetings

- (a) The chair of a general meeting may, and must if so directed by the meeting, adjourn the meeting from time to time and from place to place, but no business may be transacted at any adjourned meeting except the business left unfinished at the meeting from which the adjournment took place.
- (b) Where a meeting is adjourned for 30 days or more, notice of the adjourned meeting must be given as for an original meeting.
- (c) Except as provided by rule 12.7(b), it is not necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
- (d) Where a meeting is adjourned, the National Board may change the venue of, or postpone or cancel, the adjourned meeting, unless the meeting was called and arranged to be held by the members or the court under the Act. If a meeting is called and arranged to be held under section 249D of the Act, the National Board may not postpone it beyond the date by which section 249D requires it to be held and may not cancel it without the consent of the requisitioning member.

12.8 Conducting general meetings

- (a) The chair of a general meeting is responsible for the general conduct of the meeting and for the procedures to be adopted at the meeting. A question arising at a general meeting relating to the order of business, procedure or conduct of the meeting must be referred to the chair of the meeting, whose decision is final.
- (b) The chair of a general meeting may take any action they consider appropriate for the safety of persons attending the meeting and the orderly conduct of the meeting and may refuse admission to, or require to leave and remain out of, the meeting any person:
 - (1) in possession of a pictorial-recording or sound-recording device;
 - (2) in possession of a placard or banner;
 - (3) in possession of an article considered by the chair to be dangerous, offensive or liable to cause disruption;
 - (4) who refuses to produce or to permit examination of any article, or the contents of any article, in the person's possession; and/or
 - (5) who behaves or threatens to behave in a dangerous, offensive or disruptive manner.
- (c) The chair may, at any time the chair considers it necessary or desirable for the proper and orderly conduct of the meeting:
 - (1) impose a limit on the time that a person may speak on each motion or other item of business and terminate debate or discussion on any business, question, motion or resolution being considered by the

- meeting and require the business, question, motion or resolution to be put to a vote of the members present; and
- (2) adopt any procedures for casting or recording votes at the meeting whether on a show of hands or on a poll, including the appointment of scrutineers.
- (d) The chair may postpone the meeting before it has started, whether or not a quorum is present, if, at the time and place appointed for the meeting, he or she considers that:
- (1) there is not enough room for the number of members who wish to attend the meeting; or
- (2) a postponement is necessary in light of the behaviour of persons present or for any other reason so that the business of the meeting can be properly carried out.
- (e) A postponement will be to another time, which may be on the same day as the meeting, and may be to another place (and the new time and place will be taken to be the time and place for the meeting as if specified in the notice which called the meeting originally).
- (f) The chair may at any time during the course of the meeting:
- (1) adjourn the meeting or any business, motion, question or resolution being considered or remaining to be considered by the meeting either to a later time at the same meeting or to an adjourned meeting; and
- (2) for the purpose of allowing any poll to be taken or determined, suspend the proceedings of the meeting for such period/s as he or she decides without effecting an adjournment. No business may be transacted and no discussion may take place during any suspension of proceedings unless the chair otherwise allows.
- (g) The chair's rights under this rule 12.8 are exclusive and, unless the chair requires otherwise, no vote may be taken or demanded by the members present about any postponement, adjournment or suspension of proceedings.
- (h) Only unfinished business may be transacted at a meeting resumed after an adjournment.

12.9 Decisions at general meetings

- (a) The chair of a meeting must ensure that a certificate, signed by the company secretary, of Direct Votes received is available at the meeting ahead of any vote taken.
- (b) Except where by law a resolution requires a special majority, questions arising at a general meeting must be decided by a majority of votes cast by the members present at the meeting and any Direct Votes. Such a decision is for all purposes a decision of the members.
- (c) Where the votes on a proposed resolution are equal:
- (1) the chair of the meeting may exercise a second or casting vote.
- (d) A resolution put to the vote of a general meeting must be decided in the manner decided by the chair and if a Direct Vote has been received, the vote must be decided in a manner which includes the Direct Votes cast for or against that resolution.
- (e) A poll may be demanded, before the vote is taken or before or immediately after the declaration of the result of the show of hands and Direct Votes, by:
- (1) the chair of the meeting;

- (2) at least 2 members present and with the right to vote on the resolution; or
 - (3) a member or members present at the meeting and representing at least 5% of the total voting rights of all members entitled to vote on the resolution on a poll.
- (f) A demand for a poll does not prevent a general meeting continuing to transact any business except the question on which the poll has been demanded.
- (g) Unless a poll is duly demanded, a declaration by the chair of a general meeting that a resolution has on a show of hands been:
- (1) carried;
 - (2) carried unanimously;
 - (3) carried by a particular majority; or
 - (4) lost,
- and an entry to that effect in the book containing the minutes of the company's proceedings, is conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
- (h) If a poll is duly demanded at a general meeting, it must be taken in such manner, and either at once or after an interval or adjournment or otherwise, as the chair of the meeting directs. The poll must include a count of the Direct Votes cast for or against the resolution. The result of the poll is the resolution of the meeting at which the poll was demanded.
- (i) A poll demanded at a general meeting on the election of a chair of the meeting or on a question of adjournment must be taken immediately.
- (j) The demand for a poll may be withdrawn.

12.10 Voting rights at general meetings

- (a) Subject to this constitution and to any rights or restrictions attached to any class of membership, at a general meeting every member present has one vote which may be given:
- (1) personally at the meeting;
 - (2) by proxy, attorney or representative who is entitled to a separate vote for each member the person represents in addition to any vote the person may have as a member in his or her own right;
 - (3) by valid notice of their voting decision (Direct Voting).
- (b) Subject to clause 12.13, if a member attempts to cast more than one vote on a particular resolution the order of priority is:
- (1) Direct Vote;
 - (2) a vote by a member present on a show of hands; and
 - (3) a vote by a proxy, attorney or representative.
- (c) An objection to the qualification of a person to vote at a general meeting must be:
- (1) raised before or at the meeting at which the vote objected to is given or tendered; and
 - (2) referred to the chair of the meeting, whose decision is final.
- (d) A vote not disallowed by the chair of a meeting under rule 12.10(c) is valid for all purposes.

- (e) A councillor on the Ethics Council (if any) who is in attendance at a general meeting of the company does not have any voting rights at that meeting, but they may address the general meeting if allowed to do so by the chair of the general meeting.

12.11 Representation at general meetings

- (a) Subject to this constitution, each member entitled to vote at a meeting of members may vote:
 - (1) in person or, where a member is a body corporate, by its representatives;
 - (2) by one proxy; or
 - (3) by one attorney.
- (b) A proxy, attorney or representative may, but need not, be a member of the company.
- (c) A proxy, attorney or representative may be appointed for all general meetings, or for any number of general meetings, or for a particular general meeting.

12.12 Authority of a proxy, attorney or representative

- (a) Unless otherwise provided in the instrument, an instrument appointing a proxy, attorney or representative is to be taken to confer authority:
 - (1) to agree to a meeting being convened by shorter notice than is required by the Act or by this constitution; and
 - (2) to agree to a resolution being proposed and passed as a special resolution at a meeting of which less than the period of notice required by the Act has been given.
- (b) Even though the instrument (appointing a proxy, attorney or representative) may refer to specific resolutions and may direct the proxy, attorney or representative on how to vote on those resolutions, unless otherwise provided, it is taken to confer authority:
 - (1) to vote on any amendment moved to the proposed resolutions and on any motion that the proposed resolutions not be put or any similar motion;
 - (2) to vote on any procedural motion, including any motion to elect the chair, to vacate the chair or to adjourn the meeting; and
 - (3) to act generally at the meeting.
- (c) An instrument appointing a proxy, attorney or representative may direct the manner in which the proxy, attorney or representative is to vote in respect of a particular resolution and, where an instrument so provides, the proxy, attorney or representative is not entitled to vote on the proposed resolution except as directed in the instrument.
- (d) Subject to rule 12.12(e), an instrument appointing a proxy, attorney or representative need not be in any particular form as long as it is in writing, legally valid and signed by or on behalf of the appointer or the appointer's attorney.
- (e) A proxy, attorney or representative may not vote at a general meeting or adjourned meeting or on a poll unless the instrument appointing the proxy, attorney or representative, and the authority under which the instrument is signed, or a certified copy of the authority, are:

- (1) received at the registered office of the company, a fax number at the company's registered office or at another place, fax number or electronic address specified for that purpose in the notice convening the meeting before the time specified in the notice;
 - (2) in the case of a meeting or an adjourned meeting, tabled at the meeting or adjourned meeting at which the person named in the instrument proposes to vote; or
 - (3) in the case of a poll, produced when the poll is taken.
- (f) The National Board may waive all or any of the requirements of rules 12.12(d) and 12.12(e) and in particular, may, on production of other evidence to prove the valid appointment of a proxy, attorney or representative required by the National Board, accept:
- (1) an oral appointment of a proxy, attorney or representative;
 - (2) an appointment of a proxy, attorney or representative which is not signed in the manner required by rule 12.12(d); and
 - (3) the deposit, tabling or production of a copy (including a copy sent by fax) of an instrument appointing a proxy, attorney or representative or a power of attorney or other authority under which the instrument is signed.
- (g) A vote given in accordance with the terms of an instrument appointing a proxy, attorney or representative is valid despite the revocation of the instrument or the authority under which the instrument was executed, if no written notice of the revocation has been received by the company by the time and at one of the places at which the instrument appointing the proxy, attorney or representative must be deposited, tabled or produced under rule 12.12(e).
- (h) The appointment of a proxy or attorney is not revoked by the appointer attending and taking part in the general meeting but, if the appointer votes on a resolution, in person or by Direct Vote, the person acting as proxy or attorney for the appointer is not entitled to vote, and must not vote, as the appointer's proxy or attorney on the resolution.

12.13 Direct Voting at general meetings

- (a) A person who has cast a Direct Vote is entitled to attend a meeting. However, they are not able to vote on resolutions the subject of the Direct Vote at that meeting.
- (b) A Direct Vote may be in any form decided or accepted by the directors but, subject to rule 12.13(c), is not valid unless the Direct Vote is:
- (1) received at the registered office of the company, a fax number at the company's registered office or at another place, fax number or electronic address specified for that purpose in the notice convening the meeting before the time specified in the notice;
 - (2) in the case of a meeting or an adjourned meeting, tabled at the meeting or adjourned meeting at which the person named in the instrument proposes to vote; or
 - (3) in the case of a poll, produced when the poll is taken.
- (c) The directors may, on the production of such evidence as the directors require to prove the validity of the Direct Vote, accept:
- (1) an oral Direct Vote;
 - (2) a Direct Vote lodged through the internet or by electronic means;

- (3) a written Direct Vote which is not signed; and
 - (4) the deposit, tabling or production of a copy (including a copy sent by fax) of a Direct Vote.
- (d) If a vote is taken at a meeting on a resolution on which a Direct Vote was cast, the chair of the meeting must:
- (1) where the meeting votes other than by a poll (ie on a vote on a show of hands) count each member who has submitted a Direct Vote for or against the resolution in accordance with their Direct Vote as well as the votes cast at the meeting; and
 - (2) on a poll, count the votes cast by each member who has submitted a Direct Vote directly for or against the resolution.

12.14 General Meetings of Chambers

- (a) Each Chamber must hold an annual general meeting of its members, in accordance with the rules for general meetings outlined in this rule 12.
- (b) Each Chamber must elect two directors at every third annual general meeting of its members.

13 National Board

13.1 National Board

- (a) Without limiting rule 13.1(b), the minimum number of directors on the National Board is 3 and the maximum number of directors is 8, unless the company in general meeting resolves otherwise.
- (b) The National Board consists of 8 directors, elected by the members in accordance with the general meeting rules outlined in rule 12, comprising:
 - (1) two directors from each Chamber, and who are elected at a general meeting of the members in that Chamber, in accordance with rule 13.2; and
 - (2) two executive director co-chairs at every second annual general meeting of the company, who are the co-chairs of the National Board, and who are elected at a general meeting of the company's members, in accordance with rule 13.3.
- (c) The company must have substantial gender equality in its leadership and the National Board may take special measures within the law to achieve substantial equality at all levels of its leadership and management, including in setting the procedures for the election and appointment to the National Board.

13.2 Election of directors to National Board

- (a) The National Board must set out the procedures for the nomination of directors, and the election of those directors by each of the Chambers at annual general meetings of those Chambers. These procedures will include (amongst other things):
 - (1) any individual member who meets the eligibility requirements may be nominated (by themselves or otherwise) for election as a director; and
 - (2) having regard to the requirement for substantive gender equality expressed in rule 13.1(c); and

- (3) each Chamber electing two directors at every third annual general meeting of the members in that Chamber, in accordance with the rules for general meetings outlined in rule 12.
- (b) As at 15 May 2017:
 - (1) all of the current directors of the National Board will remain directors until the next election of directors occurs in accordance with rule 13.2(b)(2); and
 - (2) the next election of directors will occur at the each of the Chambers' annual general meetings in 2020.
- (c) Subject to rule 13.2(b), directors are required to retire at the close of the third annual general meeting of the members in their Chamber after the relevant general meeting at which they were elected.
- (d) A director who retires in accordance with rule 13.2(b) is eligible to apply for re-election.
- (e) If the election of directors to the National Board is to take place by ballot or at a general meeting, voting will take place in accordance with rule 12 and any other procedures set by the National Board.
- (f) The procedures for a ballot will include, in addition to the matters referred to in rule 13.2(a):
 - (1) the date on which the members must be on the register of members in order to be entitled to vote; and
 - (2) the appointment of a Returning Officer to oversee the election procedures.

13.3 Election of Co-Chairs

- (a) The National Board must set out the procedures for the nomination of co-chairs, and the election of those co-chairs by members at annual general meetings. These procedures will include (amongst other things):
 - (1) any individual member who meets the eligibility requirements may be nominated (by themselves or otherwise) for election as a co-chair; and
 - (2) the member who is nominated for election as a co-chair must be prepared to be an executive director of the company, in full time employment with the company; and
 - (3) having regard to the requirement for substantive gender equality expressed in rule 13.1(c); and
 - (4) the members electing two co-chairs at every second annual general meeting of the company, in accordance with the rules for general meetings outlined in rule 12.
- (b) Subject to rule 13.3(c), the term of office for a co-chair is two (2) years or the balance of their term of office as director, whichever occurs first.
- (c) As at 15 May 2017:
 - (1) the current co-chairs are Rod Little and Jackie Huggins, both of whom will remain co-chairs until the next election of co-chairs occurs in accordance with rule 13.3(c)(2); and
 - (2) the next election of co-chairs will occur at the company's annual general meeting in 2020.

13.4 Casual vacancy

- (a) The National Board may at any time appoint any member to be a director to fill a casual vacancy on the National Board.
- (b) A director appointed under this rule 13.4 holds office until the conclusion of the next annual general meeting of the company but is eligible for election at that meeting.
- (c) For the purposes of this rule 13.4, the office of a director becomes vacant:
 - (1) in the circumstances in the Act;
 - (2) if the director becomes of unsound mind or a director is, or their estate is, liable to be dealt with in any way under the law relating to mental health;
 - (3) if the director is removed from office by resolution of the members in accordance with the Act;
 - (4) except to the extent of a leave of absence granted by the National Board, if the director fails to attend at least 3 consecutive meetings of the National Board or at least 4 meetings over a period of 365 days; or
 - (5) if the director resigns by written notice to the company.

13.5 Payments to National Board

- (a) All payments to directors or members must be approved by the National Board including, but not limited to:
 - (1) out-of-pocket expenses incurred by a director in performing a duty as a director of the company;
 - (2) payments for a service rendered to the company by a director or member in a professional or technical capacity, provided the service has the prior approval of the National Board, and the amount payable is commercially reasonable for the fee or service;
 - (3) indemnification of, or payment of premiums on contracts of insurance for, any director to the extent permitted by law and this constitution;
 - (4) payments for goods or property supplied or leased by a director or member provided the amount is commercially reasonable.
- (b) A director of the National Board is entitled to be remunerated for his or her services as a director, as determined by the company in general meeting.
- (c) In addition to rule 13.5(b), an executive director is also entitled to be remunerated specifically for his or her services as a co-chair, as determined by the National Board.

13.6 Directors may contract with the company and hold other offices

- (a) The National Board may adopt regulations requiring the disclosure of interests that a director, and any person considered by the National Board as related to or associated with the director, may have in any matter concerning the company. Any regulations made under this constitution binds all of the National Board but no act, transaction, agreement, instrument, resolution or other thing with a third party is invalid or voidable only because a director fails to comply with the regulations.
- (b) Unless the Act permits and the National Board agree that this rule 13.6 will not apply in any particular matter, a director who has a material personal interest in a matter that is being considered at a National Board meeting must not:

- (1) be present while the matter is being considered at the meeting; or
 - (2) vote on the matter.
- (c) A director is not disqualified from contracting or entering into an arrangement with the company as vendor, purchaser or in another capacity, merely because the director holds office as a director or because of the fiduciary obligations arising from that office.
 - (d) A contract or arrangement entered into by or on behalf of the company in which a director is in any way interested is not invalid or voidable merely because the director holds office as a director or because of the fiduciary obligations arising from that office.
 - (e) A director who is interested in an arrangement involving the company is not liable to account to the company for any profit realised under the arrangement merely because the director holds office as a director or because of the fiduciary obligations arising from that office, provided that the director complies with applicable disclosure requirements under any regulations adopted by the National Board, and under the Act regarding that interest.
 - (f) A director may hold any other office or position (except Auditor) in the company in conjunction with his or her directorship and may be appointed to that office or position on terms (including remuneration and tenure) that the National Board decides.
 - (g) A director may be or become:
 - (1) a director of;
 - (2) another officer of; or
 - (3) interested in,
 a body corporate associated with the company, and, with the consent of the company's National Board, need not account to the company for remuneration or other benefits the director receives as a director or officer of, or from having an interest in, that body corporate.
 - (h) The National Board may exercise the voting rights conferred by shares in a body corporate held or owned by the company in the manner that they think fit.

13.7 Powers and duties of the National Board

- (a) The National Board is responsible for managing the company's affairs and carrying out the company's purposes. The National Board may exercise to the exclusion of the company in general meeting all the company's powers which are not required, by the Act or by this constitution, to be exercised by the company in general meeting.
- (b) The National Board may decide how cheques, promissory notes, bankers drafts, bills of exchange or other negotiable instruments must be signed, drawn, accepted, endorsed or otherwise executed (as applicable) by or on behalf of the company.
- (c) The National Board may pay out of the company's funds all expenses of the promotion, formation and registration of the company.
- (d) The National Board may:
 - (1) appoint or employ an officer, agent or attorney of the company with the powers, discretions and duties vested in or exercisable by the National Board, on the terms the National Board decides;

- (2) authorise an officer, agent or attorney to delegate all or any of the powers, discretions and duties vested in the officer, agent or attorney; and
 - (3) subject to any contract between the company and the relevant officer, agent or attorney, remove or dismiss any officer, agent or attorney at any time, with or without cause.
- (e) A power of attorney may contain provisions for the protection and convenience of the attorney or persons dealing with the attorney that the National Board thinks fit.

13.8 Proceedings of the National Board

- (a) The National Board may meet together and adjourn and otherwise regulate their meetings as they think fit.
- (b) The simultaneous linking together by telephone or other electronic means of a sufficient number of the National Board to constitute a quorum constitutes a meeting of the National Board. All the provisions in this constitution relating to meetings of the National Board apply, as far as they can and with any necessary changes, to meetings of the National Board by telephone or other electronic means.
- (c) A director who takes part in a meeting by telephone or other electronic means is taken to be present in person at the meeting.
- (d) A meeting by telephone or other electronic means is taken as held at the place decided by the chair of the meeting, as long as at least one of the National Board involved was at that place for the duration of the meeting.
- (e) If, before or during the meeting, a technical difficulty occurs which means that one or more of the directors cease to participate, the chair may adjourn the meeting until the difficulty is remedied or may, if a quorum of the National Board remains present, continue with the meeting.

13.9 Convening meetings of the National Board

- (a) Either co-chair or any 2 or more directors may convene a meeting of the National Board whenever he or she or they think fit.
- (b) A secretary must, on the requisition in accordance with paragraph (a), convene a meeting of the National Board.

13.10 Notice of meetings of the National Board

- (a) Subject to this constitution, notice of a meeting of the National Board must be given to each person who is at the time of giving the notice a director, except a director on leave of absence approved by the National Board.
- (b) A notice of a meeting of the National Board:
 - (1) must specify the time and place of the meeting;
 - (2) need not state the nature of the business to be transacted at the meeting;
 - (3) may be given immediately before the meeting; and
 - (4) may be given in person or by post, telephone, fax or other electronic means.

- (c) A director may waive notice of a meeting of the National Board by notifying the company to that effect in person or by post, telephone, fax or other electronic means.
- (d) The non-receipt of notice of a meeting of the National Board by, or a failure to give notice of a meeting of the National Board to, a director does not invalidate any thing done or resolution passed at the meeting if:
 - (1) the non-receipt or failure occurred by accident or error;
 - (2) the director has waived or waives notice of that meeting under rule 13.10(c) before or after the meeting;
 - (3) the director has notified or notifies the company of his or her agreement to that thing or resolution personally or by post, telephone, fax or other electronic means before or after the meeting; or
 - (4) the director attended the meeting.
- (e) Attendance by a person at a meeting of the National Board waives any objection which that person may have to a failure to give notice of the meeting.

13.11 Quorum at meetings of the National Board

- (a) No business may be transacted at a meeting of National Board unless a quorum of the National Board is present at the time the business is dealt with.
- (b) A quorum consists of a majority of directors.
- (c) If there is a casual vacancy in the office of a director then, subject to rule 13.4, the remaining directors may act.
- (d) If the number of directors in office at any time is less than the minimum number of directors fixed under this constitution, the remaining directors must act as soon as possible to appoint additional directors, as required, and, until that has happened, may only act if and to the extent that there is an emergency requiring them to act.

13.12 Chair of the National Board

- (a) At a meeting of the National Board, the chair will be one of the co-chairs of the National Board as they agree between them, or failing agreement as they determine by lot, provided the co-chair who is to preside as chair is present within 10 minutes after the time appointed for the meeting and willing to act.
- (b) If the co-chair who is to preside as chair is either not present within 10 minutes after the time appointed for the meeting or is not willing to act, then the other co-chair must preside as chair unless he or she is also not present within 10 minutes after the time appointed for the meeting or is not willing to act. In which case the directors present must elect one of the National Board as chair of the meeting.

13.13 Decisions of the National Board

- (a) A meeting of the National Board at which a quorum is present may exercise all the powers and discretions vested in or exercisable by the National Board under this constitution.
- (b) Questions arising at a meeting of the National Board must be decided by a majority of votes cast by the National Board present. Such a decision is for all purposes a decision of the National Board.
- (c) Where the votes on a proposed resolution are equal the chair of the meeting may exercise a second or casting vote.

13.14 Written resolutions of the National Board

- (a) A resolution is taken to have been passed by a meeting of the National Board if:
 - (1) all the National Board (except any director on leave of absence approved by the National Board, any director who disqualifies himself or herself from considering the resolution in question and any director who would be prohibited by the Act from voting on the resolution in question) sign or consent to a written resolution; and
 - (2) the directors who sign or consent to the resolution would have constituted a quorum at a National Board meeting held to consider that resolution.
- (b) A director may consent to a resolution by:
 - (1) signing the document containing the resolution (or a copy of that document);
 - (2) giving to the company at its registered office a written notice (including by fax or other electronic means) addressed to the secretary or to the co-chairs of the National Board signifying assent to the resolution and either setting out its terms or otherwise clearly identifying them; or
 - (3) telephoning the secretary or either of the co-chairs of the National Board and signifying assent to the resolution and clearly identifying its terms.

13.15 Minutes of meetings and minutes of resolutions

- (a) The National Board must ensure:
 - (1) minutes of proceedings; and
 - (2) resolutions of general meetings and of meetings of the National Board (including committees of the National Board),are recorded in books kept for the purpose, within one month after the relevant meeting is held.
- (b) The National Board must ensure that minutes of resolutions passed by National Board (and committees of the National Board) without a meeting are recorded in books kept for that purpose within one month after the resolution is passed.
- (c) The minutes of a meeting must be signed within a reasonable time by the chair of the meeting or the chair of the next meeting.

13.16 Committees of the National Board

- (a) The National Board may delegate any of their powers to one or more committees consisting of the number of directors and other people as they think fit.
- (b) A committee to which powers have been delegated must exercise those powers delegated in accordance with directions given by the National Board.
- (c) Provisions of this constitution that apply to meetings and resolutions of the National Board apply, as far as they can, with any necessary changes, to meetings and resolutions of a committee of the National Board.

13.17 Delegation to individual directors

- (a) The National Board may delegate any of their powers to one director.

- (b) A director to whom powers have been delegated must exercise those powers delegated in accordance with directions given by the National Board.

13.18 Validity of acts

An act done by a person acting as a director, a meeting of the National Board, or a committee of the National Board attended by a person acting as a director, is not invalidated merely because of one of the following circumstances, if that circumstance was not known by that person, the National Board or the committee (as applicable) when the act was done:

- (a) a defect in the appointment of the person as a director;
- (b) the person being disqualified as a director or having vacated office; or
- (c) the person not being entitled to vote.

14 Secretary

14.1 Secretary

- (a) The National Board must appoint at least one secretary and may appoint additional secretaries.
- (b) The first secretary of the company is the person who has consented to act as secretary and who is named as the secretary in the application for registration of the company.

14A Ethics Council

- (a) The National Board may, as and when required, appoint an Ethics Council to monitor and review relevant matters determined by the National Board, and provide advice to the National Board in relation to those matters.
- (b) If the National Board determines to appoint an Ethics Council in accordance with rule 14A(a), the National Board must ensure that:
 - (1) there are at least 3 councillors on the Ethics Council;
 - (2) all councillors on the Ethics Council are Aboriginal or Torres Strait Islander people with the highest integrity;
 - (3) a written charter is prepared by the National Board and distributed to all of the councillors on the Ethics Council, outlining the Ethics Council's specific functions, term of appointment and any other relevant matters; and
 - (4) for the duration of their term as a councillor on the Ethics Council, a councillor must not be a member of the company or a representative of a member of the company.

15 Indemnity and insurance

15.1 Persons to whom the indemnity and insurance apply

The indemnity and insurance referred to in this rule 0 apply to Indemnified Officers.

15.2 Indemnity

- (a) The company must indemnify, on a full indemnity basis and to the full extent permitted by law, each Indemnified Officer against all losses or liabilities (including costs and expenses) incurred by the person as an officer of the company.
- (b) This indemnity:
 - (1) is a continuing obligation and is enforceable by an Indemnified Officer even though that person has ceased to be an officer of the company; and
 - (2) operates only to the extent that the loss or liability in question is not covered by insurance.

15.3 Insurance

The company may, to the extent permitted by law:

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

for any Indemnified Officer against any liability incurred by the person as an officer of the company where the National Board considers it appropriate to do so.

15.4 Savings

Nothing in this rule 0:

- (a) affects any other right or remedy that an Indemnified Officer may have in respect of any loss or liability referred to in this indemnity or insurance; or
- (b) limits the capacity of the company to indemnify or provide or pay for insurance for any person to whom this rule 0 does not apply.

16 Auditor

The company must appoint a properly qualified Auditor whose duties will be regulated in accordance with the Act.

17 Notices

17.1 Notices by the company to members

The company may give notices, including a notice of general meeting to a member:

- (a) personally;

- (b) by sending it by post to the address for the member in the register of members or the alternative address (if any) nominated by the member; or
- (c) by sending it to the fax number or electronic address (if any) nominated by the member.

17.2 Notices by the company to National Board

Subject to this constitution, a notice may be given by the company to any director by:

- (a) serving it personally at the director's usual residential or business address;
- (b) sending it by post in a prepaid envelope to the director's usual residential or business address; or
- (c) sending it to the fax number or electronic address supplied by the director to the company for giving notices.

17.3 Notices by member or National Board to the company

Subject to this constitution, a notice may be given by a member or director to the company by:

- (a) serving it on the company at the registered office of the company;
- (b) sending it by post in a prepaid envelope to the registered office of the company; or
- (c) sending it to the principal fax number or the principal electronic address of the company at its registered office.

17.4 Time of service

- (a) A notice properly addressed and posted is taken to be served:
 - (1) in the case of a notice of a general meeting, at 10.00am on the day after the date it was posted; or
 - (2) in any other case, at the time the letter would be delivered in the ordinary course of post.
- (b) Where a notice is sent by fax, the notice is taken as served at the time the fax is sent if the correct fax number appears on the fax report produced by the sender's fax machine.
- (c) Where a notice is sent by an electronic messaging system with a delivery verification function, the notice is taken as served on generation of a delivery verification notice, log entry, or other confirmation by the electronic messaging system.
- (d) Where a notice is sent by email or other electronic messaging system (not covered by rule 17.4(c)), the notice is served on delivery to:
 - (1) the addressee's email or electronic messaging system account if the addressee is a natural person; or
 - (2) the corporation's computer systems if the addressee is a corporation.
- (e) If service under rules 17.4(b), 17.4(c) and 17.4(d) is on a day which is not a Business Day or is after 4.00pm (addressee's time), the notice is regarded as having been received at 9.00am on the next following Business Day.

17.5 Other communications and documents

Rules 17.1 to 17.4 (inclusive) apply, as far as they can, with any necessary changes, to the service of any communication or document.

17.6 Notices in writing

A reference in this constitution to a written notice includes a notice given by fax or electronic transmission or any other form of written communication.

18 Definitions and interpretation

18.1 Definitions

The meanings of the terms used in this constitution are set out below.

Term	Meaning
Act	the <i>Corporations Act 2001</i> (Cth).
Aboriginal and Torres Strait Islander person	a person: <ol style="list-style-type: none">1 of Aboriginal and Torres Strait Islander descent; and2 who identifies themselves as an Aboriginal or Torres Strait Islander; and3 is accepted as an Aboriginal or Torres Strait Islander by an Aboriginal or Torres Strait Islander community, as accepted by the National Board.
Aboriginal and Torres Strait Islander Organisation	an incorporated organisation: <ol style="list-style-type: none">1 which has at least 51% of its members being Aboriginal and Torres Strait Islander people2 which has at least 51% of its governing board being Aboriginal and Torres Strait Islander people3 whose principal purpose and activity is related specifically to Aboriginal and Torres Strait Islander people but which is not a National Aboriginal and Torres Strait Islander Organisation.
Auditor	the auditor of the company.
Business Day	a day on which banks are open for business in the city where the registered office of the company is located, excluding a Saturday, Sunday or a public holiday in that city.

Term	Meaning
Chambers	the categories of members referred to in rules 5.2(c) and 5.4(b).
Chamber 1	the members in Category 1, as referred to in rules 5.2(c)(1) and 5.4(b)(1).
Chamber 2	the members in Category 2, as referred to in rules 5.2(c)(2) and 5.4(b)(2).
Chamber 3	the members in Category 3, as referred to in rules 5.2(c)(3) and 5.4(b)(3).
Commissioner	the Commissioner of Taxation, a Second Commissioner of Taxation or a Deputy Commissioner of Taxation for the purposes of ITAA 97.
company	the National Congress of Australia's First Peoples Limited
Deductible Contribution	a contribution of money or property as described in item 7 or item 8 of the table in section 30-15 of the ITAA 97 in relation to a fundraising event held for the principal purpose of the company.
Direct Vote	Valid notice of a member's voting decision.
Ethics Council	an advisory committee of the National Board which may be appointed by the National Board in accordance with rule 14A.
Gift	a gift of money or property as described in item 1 of the table in section 30-15 of the ITAA 97 for the principal purpose of the company.
Indemnified Officer	<ol style="list-style-type: none"> 1 each person who is or has been a director (within the meaning of this constitution) of the company; and 2 any other officers or former officers of the company as the National Board in each case decide.
ITAA 97	the <i>Income Tax Assessment Act 1997</i> (Cth).
member	a person who is a member of the company within the meaning of rule 5.1(a).
National Aboriginal	Aboriginal and Torres Strait Islander Organisations that operate, or have

Term	Meaning
and Torres Strait Islander Organisations	significant numbers of members, throughout, or substantially throughout Australia, as decided by the National Board.
National Board	the board of directors of the company.
Peak Body	<p>must meet the following criteria:</p> <ol style="list-style-type: none"> 1 not controlled by government 2 members of the Peak Body are organisations (including one or more Aboriginal and Torres Strait Islander Organisations) which provide the same or similar services as each other, to or for the benefit of Aboriginal and Torres Strait Islander people 3 members of the Peak Body either: <ol style="list-style-type: none"> a. operate in a region or in a State or Territory (regional or State or Territory Peak Bodies) or b. are organisations referred to in criteria 3a (national Peak Bodies) 4 activities include supporting member services, research, information, co-ordination, development of policies, programs or services 5 at least 51% of the governing board are Aboriginal and Torres Strait Islander people 6 not, and could not be, a member of a Peak Body as defined in criteria 1-5.
Registered Address	a member's address as notified to the company by the member and recorded in the company's records.
Responsible Person	<p>an individual who:</p> <ol style="list-style-type: none"> 1 performs a significant public function; 2 is a member of a professional body having a code of ethics or rules of conduct; 3 is officially charged with spiritual functions by a religious institution; 4 is a director of a company whose shares are listed on the Australian Securities Exchange; 5 has received a formal recognition from government for services to the community; or 6 is approved as a Responsible Person by the Australian Taxation Office.

18.2 Interpretation

In this constitution:

- (a) references to notices include formal notices of meeting, all documents and other communications from the company to its members;

- (b) a reference to any legislation includes all delegated legislation made under it and amendments, consolidations, replacements or re-enactments of any of them;
- (c) a reference to a member present at a general meeting is a reference to a member present in person or by proxy, attorney or representative;
- (d) a reference to writing and written includes printing, lithography, electronic means of writing (eg fax, email) and other ways of representing or reproducing words in a visible form;
- (e) the singular includes the plural and the plural includes the singular; and
- (f) headings and bold type are used for convenience only and do not affect the interpretation of this constitution.

19 Application of the Act

19.1 What parts of the Act apply

Unless the contrary intention appears:

- (a) an expression used in a rule that deals with a matter dealt with by a provision of the Act has the same meaning as in that provision; and
- (b) subject to rule 19.1(a), an expression in a rule that has a defined meaning for the purposes of the Act has the same meaning as in the Act.

19.2 Replaceable rules displaced

- (a) The provisions of this constitution displace each provision of a section or subsection of the Act that applies (or would apply but for this rule) to the company.
- (b) The replaceable rules do not apply to the company except those which operate as mandatory rules for public companies under the Act.