



AUSTRALIAN INDIGENOUS DOCTORS' ASSOCIATION LTD

CONSTITUTION

Company Limited by Guarantee ACN 131 668 936 under the *Corporations Act 2001* (Cth)

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AUSTRALIAN INDIGENOUS DOCTORS' ASSOCIATION LTD

CONSTITUTION

PART A — GENERAL

1. Name of the Company

1.1. The name of the Company is Australian Indigenous Doctors' Association Ltd.

2. Type of Company

2.1. The Company is a public company limited by guarantee incorporated under the *Corporations Act 2001* (Cth).

2.2. The Company:

- a) is a charity as defined in the *Charities Act 2013* (Cth), and
- b) is registered as a charity with the ACNC.

2.3. The assets and income of the Company must be applied solely in furtherance of the Purpose and no portion of the income or assets of the Company may be paid or transferred, directly or indirectly, to any Member.

2.4. Clause 2.3 does not prevent the Company from doing the following things, provided they are done in good faith:

- a) paying a Member for goods or services they have provided to the Company at fair and reasonable rates or rates more favourable to the Company,
- b) reimbursing a Member for reasonable expenses they have properly incurred on behalf of the Company,
- c) making a payment to a Member in carrying out the Purpose, or
- d) making a payment for any other bona fide reason related to the attainment of the Purpose.

2.5. This Constitution comprises a contract between:

- a) the Company and each Member,
- b) the Company and each Director,
- c) the Company and the Secretary or Secretaries, and
- d) a Member and each other Member.

2.6. The replaceable rules set out in the *Corporations Act* do not apply to the Company.

2.7. Each Member must guarantee to pay an amount not more than \$25.00 to the Company if the Company is wound up while the Member is a Member, or within 12 months after they cease being a Member, and this guarantee is required to pay for the:

- a) debts and liabilities of the Company that exceed the Company's assets incurred before the Member stopped being a Member, and
- b) costs of winding up the Company.

3. Purpose

- 3.1. The Purpose of the Company is to promote the health and wellbeing of Aboriginal and Torres Strait Islander people and communities by:
- a) building the Aboriginal and Torres Strait Islander medical workforce, from students through to specialists through advocacy, leadership and cultural mentorship;
 - b) advocating for an Australian healthcare system which is culturally safe and free from racism for our communities and that accountability measures are in place; and
 - c) doing anything ancillary or incidental to the Objects.

4. Powers of the Company

- 4.1. The Company has the following powers which may be used only to carry out its Purpose:
- a) all the powers of a company limited by guarantee under the Corporations Act, and
 - b) the power to do all things necessary or convenient to be done for, or in connection with, the attainment of its Purpose.

5. Definitions

- 5.1. In this Constitution, except as so far as the context or subject matter otherwise indicates or requires:
- a) **Aboriginal and/or Torres Strait Islander** means a person who:
 - i. is of Aboriginal and/or Torres Strait Islander descent; and
 - ii. identifies as an Australian Aboriginal and/or Torres Strait Islander person; and
 - iii. is accepted as such by the community in which the person lives or has lived.
 - b) **ACNC** means the Australian Charities and Not-for-profits Commission,
 - c) **ACNC Act** means the *Australian Charities and Not-for-profits Commission Act 2012* (Cth),
 - d) **Appointed Director** means a Director appointed by the Board in accordance with clause 29,
 - e) **Associate Member** means a Member as defined in clause 7.6,
 - f) **Board** means some or all the Directors acting as the Board of Directors,
 - g) **By-laws** means the rules and regulations made by the Board in accordance with clause 35,

- h) **Corporations Act** means the *Corporations Act 2001* (Cth),
- i) **Constitution** means this constitution as amended from time to time,
- j) **Director** means an individual elected or appointed as a Director of the Board,
- k) **Elected Director** means a Director who is an Indigenous Medical Graduate Member or Voting Life Member and elected by the Voting Members to that position or appointed to fill a casual vacancy in that position,
- l) **Elected Director (Student)** means the Director who is an Indigenous Medical Student Member and elected by the Indigenous Medical Student Members to that position or appointed to fill a casual vacancy in that position,
- m) **General Meeting** means a formal meeting of the Members and includes an Annual General Meeting,
- n) **Honorary Life Member** means a Member as defined in clause 7.5,
- o) **Indigenous Medical Graduate Member** means a Member as defined in clause 7.2,
- p) **Indigenous Medical Student Member** means a Member as defined in clause 7.3,
- q) **Member** means a person whose name is entered in the register of Members as a Member of the Company,
- r) **President** means the Director holding of the office of President,
- s) **President-Elect** means the Director holding the office of President-Elect,
- t) **Secretary** means an individual or individuals appointed to undertake the role of Secretary as defined in the Corporations Act and this Constitution,
- u) **Special Resolution** means a resolution at a General Meeting that is passed by at least 75% of the votes cast by Members entitled to vote on the resolution being in favour of the resolution,
- v) **Voting Life Member** means a Member as defined in clause 7.4,
- w) **Voting Member** means a Member with voting rights and includes an Indigenous Medical Graduate Member, Indigenous Medical Student Member and Voting Life Member.

6. Interpretation

- 6.1. Headings are for convenience only and do not affect the interpretation of this Constitution.
- 6.2. The following rules of interpretation apply unless any contrary intention appears in this Constitution or the context requires otherwise:
 - a) mandatory provisions of the Corporations Act override any clause in this Constitution, which is inconsistent with that Act,

- b) reference to an act includes every amendment, re-enactment, or replacement of that act and any subordinate legislation made under that act such as regulations,
- c) a reference to a clause or sub-clause is to a clause or sub-clause of this Constitution,
- d) where a word or phrase is defined, its other grammatical forms or parts of speech have corresponding meaning,
- e) reference to a person is a reference to an individual, company, any other body corporate, partnership, joint venture, association, or other body whether or not incorporated,
- f) the words 'writing' and 'written' include any mode of representing or reproducing, including electronically, words, figures, drawings, or symbols in a visible or communicable form,
- g) the words 'including', 'for example', or similar expressions do not limit the inclusions or examples,
- h) a gender includes all genders,
- i) singular includes plural and vice versa,
- j) a document, including a notice, may be signed or authenticated by any manner permitted by the Corporations Act or any other law, and in relation to an electronic communication of the document, may be in any manner permitted by law or permitted by the Board,
- k) references to the sending of a document includes the sending of that document via electronic means, including, but not limited to, electronic mail.

PART B — MEMBERSHIP

7. Classes of Membership

7.1. There are 5 classes of membership:

- a) Indigenous Medical Graduate Members,
- b) Indigenous Medical Student Members,
- c) Voting Life Members,
- d) Honorary Life Members, and
- e) Associate Members.

7.2. **Indigenous Medical Graduate Members** are individuals who:

- a) are an Aboriginal and/or Torres Strait Islander person,
- b) have graduated with a recognised degree in medicine,
- c) are accepted by the Board as having a commitment to the Purpose and values of the Company,

- d) are nominated by a Voting Life Member, an Indigenous Medical Graduate Member or Indigenous Medical Student Member,
- e) satisfy any additional requirements for Indigenous Medical Graduate Membership as prescribed by the Board and set out in the By-laws, and
- f) have been admitted as an Indigenous Medical Graduate Member in accordance with this Constitution.

7.3. **Indigenous Medical Student Members** are individuals who:

- a) are an Aboriginal and/or Torres Strait Islander person,
- b) are enrolled in a recognised degree in medicine,
- c) are accepted by the Board as having a commitment to the Purpose and values of the Company,
- d) are nominated by a Voting Life Member, an Indigenous Medical Graduate Member or Indigenous Medical Student Member,
- e) satisfy any additional requirements for Indigenous Medical Student Membership as prescribed by the Board and set out in the By-laws, and
- f) have been admitted as an Indigenous Medical Student Member in accordance with this Constitution.

7.4. **Voting Life Members** are Indigenous Medical Graduate Members who:

- a) have significantly assisted and/or contributed to the Purpose and values of the Company, and
- b) have been conferred Voting Life Membership by the Board.

7.5. **Honorary Life Members** are individuals who:

- a) have significantly assisted and/or contributed to the Purpose and values of the Company,
- b) may or may not be an Aboriginal and/or Torres Strait Islander person,
- c) have been conferred Honorary Life Membership by the Board.

7.6. **Associate Members** are individuals or organisations or bodies corporate interested in the Purpose:

- a) who are not otherwise eligible to for another class of membership;
- b) who have been accepted by the Board as being committed to and contributing to the Purpose and values of the Company,
- c) who are nominated by an Indigenous Medical Graduate Member or Indigenous Medical Student Member,
- d) who satisfy any additional requirements for being Associate Members as prescribed by the Board and set out in the By-laws, and
- e) who have been admitted as Associate Members in accordance with this Constitution.

- 7.7. The Board may provide for categories of Members within each class on such terms and conditions as the Board determines.
- 7.8. The Board may determine additional requirements for admission as a Member or as a Member in a particular class or category of membership.

8. Rights and Obligations of Members

- 8.1. An Indigenous Medical Graduate Member and Voting Life Member has the right to:
 - a) receive notices of, and to attend and speak at General Meetings,
 - b) vote at General Meetings on resolutions put to the Members,
 - c) if eligible, to nominate or be nominated for election as the President-Elect or Elected Director, and
 - d) vote in the election for President-Elect and Elected Directors, but are not entitled to vote for the Elected Director (Student).
- 8.2. An Indigenous Medical Student Member has the right to:
 - a) receive notices of, and to attend and speak at General Meetings,
 - b) vote at General Meetings on resolutions put to the Members,
 - c) if eligible, to nominate or be nominated for election as an Elected Director (Student), and
 - d) vote in the election for President-Elect, Elected Directors and the Elected Director (Student).
- 8.3. An Associate Member and Honorary Life Member is entitled to receive notices of and to attend General Meetings, but
 - a) does not have voting rights,
 - b) does not have speaking rights unless permitted by the chairperson of the General Meeting,
 - c) is not entitled to nominate or elect Directors, and
 - d) is not entitled to stand for election as a Director.
- 8.4. Voting Life Members and Honorary Life Members:
 - a) hold life membership status unless they cease to be a Member pursuant to clauses 13.1.a) to 13.1.f);
 - b) shall not be subject to any fees pursuant to clause 11.
- 8.5. The Board may extend benefits and services to Members that may differ between classes and categories of membership and within classes and categories of membership.
- 8.6. A Member who has not paid any membership fees payable by the due date is not entitled to exercise their rights while the fee remains unpaid.

- 8.7. A Member is entitled to exercise their rights if their membership is not suspended for any other reason.
- 8.8. Members must comply with:
 - a) this Constitution, and
 - b) any By-laws.
- 8.9. To maintain membership, Members are required to comply with any continuing membership obligations or conditions as determined by the Board and specified in the By-Laws.
- 8.10. Without limiting clause 8.9, to maintain their membership, Associate Members may need to demonstrate to the Board's satisfaction how they are contributing to the Purpose and values of the Company.
- 8.11. A Member must, within a reasonable time, notify the Secretary of any change to their details as recorded in the register of Members.
- 8.12. A right, privilege or obligation held by reason of being a Member:
 - a) is not capable of being transferred or transmitted to another person, and
 - b) terminates upon cessation of the Member's membership.
- 8.13. The rights of Members are not to be taken as being varied by the admission of more Members or the addition or deletion of classes or categories of membership.
- 8.14. The rights of Members in any class may be varied or cancelled by the Voting Members approving amendments to the Constitution by Special Resolution. For clarity, this shall be taken to be the procedure for varying or cancelling rights of Members in any class.

9. Member Representatives

- 9.1. If a Member is not an individual, the Member will nominate to the Secretary at the time of application for membership the name of one individual, called the Representative, who may represent that Member at General Meetings.
- 9.2. A Member may by notice to the Secretary change its Representative.

10. Application for Membership

- 10.1. An application for membership must be in a form prescribed by the Board.
- 10.2. The Board may approve or reject an application for membership.
- 10.3. The Board may refuse any application for membership without being compelled to give the reasons for such refusal.
- 10.4. The Board may delegate the consideration and determination of any membership application.
- 10.5. Once the outcome of a membership application is determined, written notice of the decision of the Board or their delegate is to be sent to the applicant within a reasonable time.

- 10.6. The acceptance of an applicant as a Member is subject to the payment of any fees and if such payment is not made, the Board may cancel its acceptance of the applicant for membership of the Company.
- 10.7. An applicant who is admitted to membership becomes a Member and is entitled to exercise the rights and privileges of that membership when their name is entered in the register of Members.

11. Membership Fees

- 11.1. The Board may set any joining fees and/or membership fees and may determine different fees:
 - a) for different classes or categories of membership,
 - b) within classes or categories of membership, or
 - c) for different Members.
- 11.2. The Board may in its discretion postpone, waive or vary the amount of any fee set.
- 11.3. Any fee charged to Members is payable in such manner and at such times as are determined by the Board.
- 11.4. A Member who fails to pay any membership fee(s) by the due date may have their membership terminated if the fee(s) remains unpaid for a period prescribed by the Board. The Board may determine the specific period and will notify the Member of the impending termination if payment is not received within this timeframe.
- 11.5. Membership that has been terminated under clause 11.4 may be reinstated at the discretion of the Board upon payment of the outstanding fee.

12. Register of Members

- 12.1. The Secretary or another person delegated by the Board must establish and maintain a register of Members, which may be in electronic form, containing:
 - a) the name of each Member and the date on which they became a Member,
 - b) the Member's address, which may be an email address, to which notices from the Company may be sent,
 - c) the name of each person who has ceased to be a Member and the date on which the person ceased to be a Member, and
 - d) any other information as determined by the Board or required by the Corporations Act.

13. Ceasing to be a Member

- 13.1. A Member ceases to be a Member if they:
 - a) resign in writing,
 - b) for an individual, die,

- c) if not an individual, are wound up or are dissolved,
- d) have their membership terminated or are expelled under this Constitution,
- e) are convicted of an indictable offence,
- f) fail to satisfy any undertaking given by the Member upon them being admitted as a Member or in any other circumstances prescribed in the terms of membership that are applicable to the Member (including failure to comply with clauses 8.9 and 8.10), unless the Board resolves otherwise,
- g) no longer satisfy the criteria for their respective class of membership (unless transferred to another class of membership by the Board), or
- h) fail to provide any information required by the Board as part of the renewal process, unless the Board resolves otherwise.

13.2. Any Member ceasing to be a Member:

- a) is not entitled to any refund, in full or part, of any membership fees paid, and
- b) will not be readmitted as a Member until all unpaid fees outstanding at the time they ceased to be a Member are paid, including any interest or other charges levied on any outstanding fees.

13.3. Any Member ceasing to be a Member remains liable for any fees owing by that Member to the Company and, if the Company is wound up within one year of the date the Member ceases to be a Member, the guarantee under this Constitution.

14. Suspending or Expelling a Member

14.1. Subject to this clause 14, the Board may suspend or expel a Member from the Company if the Board considers that the Member:

- a) has failed to comply with this Constitution or any By-laws,
- b) has failed to comply with any Code of Conduct,
- c) refuses to support the Purpose and values of the Company,
- d) acts in a manner prejudicial to the interests of the Company, or
- e) acts in a manner that the Board considers it as undesirable for the Member to continue to be a Member.

14.2. Written notice must be provided to the Member of the proposed suspension or expulsion at least five business days prior to the Board meeting at which the question of expulsion or suspension is to be considered. The written notice must state:

- a) the time, date and location of the Board meeting at which the proposed suspension or expulsion resolution is to be considered;
- b) if the Board meeting is to be held using technology, the details of that technology;

- c) the grounds upon which the proposed suspension or expulsion resolution is based;
 - d) that the Member may attend and speak at the Board meeting at which the proposed suspension or expulsion resolution is to be considered; and
 - e) that the Member may submit to the Board written representations on or prior to the date of the Board meeting at which the proposed suspension or expulsion resolution is to be considered.
- 14.3. At the Board meeting at which the proposed suspension or expulsion resolution is to be considered, the Board must:
- a) give the Member an opportunity to make oral representations; and
 - b) give due consideration to any oral and/or written representations submitted to the Board by the Member at or prior to the Board meeting.
- 14.4. After considering any explanation provided by the Member, the Board may decide to:
- a) take no further action,
 - b) warn the Member,
 - c) suspend the Member's rights as a Member for a period of not more than 12 months,
 - d) expel the Member,
 - e) refer the matter to mediation, or
 - f) require the matter to be determined at a General Meeting.
- 14.5. The Board must give the Member written notice of the Board's decision, and the reasons for the decision, within 14 days after the Board meeting at which the decision is made.
- 14.6. A Member who is suspended under this clause 14 cannot exercise their rights as a Member while the suspension is in force.
- 14.7. There will be no liability for any loss or injury suffered by the Member as a result of any decision made in good faith under this clause 14.

PART C — GENERAL MEETINGS

15. Calling a General Meeting

- 15.1. The Board may call a General Meeting.
- 15.2. The time, date, place of, and the technology to be used, if any, at, the General Meeting is to be determined by the Board.
- 15.3. An Annual General Meeting will be held within five months after the end of each financial year.
- 15.4. A General Meeting may be held at one or more venues, or wholly or partly online or virtually, using any technology that provides the Members with a

reasonable opportunity to participate, including the ability to hear and be heard.

- 15.5. A Member who participates in a General Meeting using the technology prescribed by the Board is taken to be present at the General Meeting and, if the Member votes at the meeting using the technology prescribed, is taken to have voted in person.
- 15.6. A virtual General Meeting and a General Meeting that is partly held using technology, and partly held at a physical location or locations, is deemed to have been held at the Company's registered office.
- 15.7. A General Meeting must be held:
 - a) at a reasonable time,
 - b) at a reasonable location or locations if the General Meeting is being held at a physical location or locations and any of the Members are entitled to physically attend the General Meeting, and
 - c) if virtual meeting technology is used in holding the General Meeting, in such a way as to give the persons entitled to attend the General Meeting, as a whole, a reasonable opportunity to participate in the meeting without being physically present in the same place.
- 15.8. A General Meeting is taken to be held at a reasonable time if any of the following applies:
 - a) if there is only one location at which the Members entitled to physically attend the General Meeting may do so, the meeting is held at a time that is reasonable at the location,
 - b) if there are two or more locations at which the Members who are entitled to physically attend the General Meeting may do so, the meeting is held at a time that is reasonable at the main location for the General Meeting as set out in the notice of the meeting,
 - c) if the General Meeting is held using virtual meeting technology, the General Meeting is held at a time that is reasonable in the timezone of the Company's registered office.
- 15.9. A General Meeting must also be convened by the Board upon the requisition of not less than 5% of Voting Members.
- 15.10. A requisition for a General Meeting called by Members:
 - a) must state the purpose or purposes of the General Meeting,
 - b) must be signed by the Members making the request,
 - c) must be lodged with the Secretary, and
 - d) may consist of several documents in a similar form, each signed by one or more of the Members making the request.
- 15.11. A requisition for a General Meeting called by Members:
 - a) must state the purpose or purposes of the General Meeting,

- b) must be signed by the Members making the request,
 - c) must be lodged with the Public Officer, and
 - d) may consist of several documents in a similar form, each signed by one or more of the Members making the request.
- 15.12. A requisition for a General Meeting called by Members:
- a) may be in electronic form, and
 - b) may include one or more signatures transmitted by electronic means.
- 15.13. If the Board fails to give notice of a General Meeting called by Members within one month after the date on which the request for the General Meeting is lodged, any one or more of the Members making the request may convene a General Meeting which must be held not later than three months after that date.
- 15.14. A General Meeting called by Members must be convened as nearly as is practicable in the same manner as a General Meeting convened by the Board.

16. Notice of a General Meeting

- 16.1. Notice of a General Meeting must be given to:
- a) each Member,
 - b) each Director, and
 - c) the auditor.
- 16.2. Notice of a General Meeting must include:
- a) the time, date, place of, and, if any, the technology to be used to facilitate the General Meeting,
 - b) if virtual meeting technology is to be used to hold the General Meeting, sufficient information to allow the Members to participate in the General Meeting by means of the technology,
 - c) a statement that Members may appoint a proxy, and
 - d) if applicable, that a Special Resolution is to be proposed at the General Meeting and the words of the proposed Special Resolution.
- 16.3. Notice of a General Meeting may be given less than twenty-one days before the meeting if:
- a) for an Annual General Meeting, all the Members entitled to attend and vote at the Annual General Meeting agree beforehand, or
 - b) for any other General Meeting, Members with at least 75% of the votes that may be cast at the meeting agree beforehand.
- 16.4. Notice of a General Meeting must not be provided less than twenty-one days before the General Meeting if it is proposed that a resolution is to be moved to:

- a) remove a Director pursuant to clause 32 or appoint a Director to replace a Director who has been removed, or
 - b) remove an auditor or appoint a new auditor to replace an auditor who has been removed.
- 16.5. The accidental failure to give notice of any General Meeting to, or the non-receipt of notice of a General Meeting by, any Member entitled to receive notice will not invalidate the proceedings at or any resolution passed at the General Meeting.
- 16.6. A Member's attendance at a General Meeting waives any objection that the Member may have regarding a failure to give notice, or the giving of defective notice, of the General Meeting.

17. Business at a General Meeting

- 17.1. Subject to clause 17.2, no business other than that specified in the notice convening a General Meeting is to be transacted at the General Meeting.
- 17.2. The business of an Annual General Meeting may include any of the following, even if not referred to in the notice of the meeting:
- a) the consideration of the annual financial report, the Board report and the auditor's report, if any,
 - b) the election or announcement of Directors, if any, and
 - c) the appointment of the auditor, if any.
- 17.3. The chairperson at an Annual General Meeting shall allow a reasonable opportunity for the Members as a whole to:
- a) ask the Directors questions about or make comments on the management of the Company, or in relation to the content of the financial report, and
 - b) ask the auditor or the auditor's representative (if any) questions relevant to the content of the auditor's report.

18. Proxies at a General Meeting

- 18.1. A Member is entitled to appoint a Voting Member or the chairperson of the General Meeting as proxy by notice given to the Company at the address stated in the notice of General Meeting which may be an electronic address at least forty-eight hours before the time of the General Meeting in respect of which the proxy is appointed.
- 18.2. The Board may prescribe a form of proxy however a proxy will be valid provided the instrument purporting to appoint a proxy:
- a) is in writing,
 - b) contains the Member's name and address, the Company's name and the proxy holder's name or the office held by the proxy holder,
 - c) contains the details of the meeting at which the appointment may be used, and

- d) contains the details as to how the proxy holder is to vote on the matters before the General Meeting.
- 18.3. In the event of a Member not nominating a particular person as proxy holder on the proxy form, the proxy is to be exercised by the chairperson of the General Meeting.
- 18.4. A Voting Member may not be appointed as proxy for more than two Members other than the chairperson of the General Meeting who may be appointed as proxy for any number of Members.
- 18.5. Unless the Company receives written notice before the start or resumption of a General Meeting at which a proxy holder votes, a vote cast by the proxy holder is valid even if, before the proxy holder votes, the appointing Member:
 - a) revokes the proxy holder's appointment, or
 - b) revokes the authority of a representative or agent who appointed the proxy holder.
- 18.6. A proxy holder does not have the authority to speak and vote for a Member at a General Meeting while the Member is at the General Meeting.

19. Quorum at a General Meeting

- 19.1. A quorum for a General Meeting is twenty Voting Members entitled to vote present in person or by proxy.
- 19.2. When determining whether a quorum is present, a person may only be counted once even if that person is a proxy of more than one Member.
- 19.3. No business may be conducted at a General Meeting if a quorum is not present.
- 19.4. If a quorum is not present within thirty minutes after the time appointed for a General Meeting:
 - a) if convened by or on the requisition of Members, the General Meeting is dissolved, and
 - b) in any other case, the General Meeting stands adjourned to such other day, time and place as the Board appoints by notice to the Members and others entitled to notice of the General Meeting.
- 19.5. If at the adjourned General Meeting a quorum is not present within thirty minutes from the time appointed for the General Meeting, the General Meeting will lapse.

20. Chairperson of a General Meeting

- 20.1. The President will preside as chairperson of each General Meeting.
- 20.2. If there is no President, or the President is not present within fifteen minutes after the time appointed for the commencement of the General Meeting, or the President is unable or unwilling to act as chairperson of the General

Meeting or of part of the General Meeting, then the following persons will preside as chairperson of the General Meeting in the order of precedence:

- a) the President Elect,
 - b) any other Director present who has been appointed as chairperson by the other Directors present, or
 - c) a Member present chosen by a majority of the Voting Members present.
- 20.3. The chairperson of a General Meeting is responsible for the conduct of the General Meeting and any question arising at a General Meeting relating to the order of business, procedure or conduct of the General Meeting must be referred to the chairperson whose decision is final.
- 20.4. The chairperson of a General Meeting may at any time they consider it necessary or desirable for the proper and orderly conduct of the General Meeting:
- a) impose a limit on the time that a person may speak on a motion or other item of business, question, motion, or resolution being considered by the General Meeting,
 - b) terminate debate or discussion at the General Meeting, and
 - c) adopt any procedures for casting or recording votes at the General Meeting whether on a show of hands or a poll.
- 20.5. The chairperson of a General Meeting may, for any item of business at that meeting or for any part of that meeting, vacate the chair in favour of another person nominated by him or her.
- 20.6. The chairperson of a General Meeting may at any time during a General Meeting, adjourn the General Meeting from time to time and from place to place, but no business may be transacted at any adjourned General Meeting other than the business left unfinished at the General Meeting from which the adjournment took place.
- 20.7. When a General Meeting is adjourned for thirty days or more, notice of the adjourned General Meeting must be given as in the case of an original General Meeting.

21. Methods of Voting at a General Meeting

- 21.1. A Voting Member is not entitled to vote at a General Meeting unless all fees due and payable by the Member to the Company have been paid.
- 21.2. Non-Voting Members are not entitled to vote at a General Meeting.
- 21.3. Upon any question arising at a General Meeting, a Voting Member entitled to vote has one vote.
- 21.4. Votes must be given in person or by proxy, or when applicable by direct vote.
- 21.5. Proxies must not be counted on a vote by a show of hands.

- 21.6. A Member entitled to vote at a General Meeting may vote by direct vote where such an option is offered by the Board. A direct vote includes a vote delivered to the Company by any means approved by the Board, which may include postal or electronic means.
- 21.7. The Board may prescribe By-laws in relation to direct voting, including specifying the form, method, and timing of giving a direct vote at a General Meeting in order for the vote to be valid.
- 21.8. An objection to the qualification of a Member to vote at a General Meeting:
- a) must be raised before or at the General Meeting at which the vote objected to is given or tendered, and
 - b) must be referred to the chairperson of the General Meeting whose decision on the qualification to vote is final.
- 21.9. If virtual meeting technology is used to hold a General Meeting and a document is required or permitted to be tabled at the General Meeting, the document is taken to have been tabled at the General Meeting if the document is:
- a) given to the persons entitled to attend the General Meeting, whether physically or by using virtual meeting technology, before the General Meeting, or
 - b) made accessible to the persons attending the General Meeting, whether physically or by using virtual meeting technology, during the General Meeting.

22. Decisions at a General Meeting

- 22.1. Questions arising at a General Meeting are to be decided by ordinary resolution unless otherwise required by this Constitution or the Corporations Act.
- 22.2. An ordinary resolution is a resolution passed by a simple majority of the votes cast.
- 22.3. In the case of an equality of votes upon any proposed resolution, the chairperson of the General Meeting, in addition to any deliberative vote, does not have a casting vote and the proposed resolution is not passed.
- 22.4. A resolution put to the vote of a General Meeting must be decided on a show of hands unless a poll is demanded in accordance with this Constitution. On a show of hands, the declaration by the chairperson of the General Meeting is conclusive evidence of the result.
- 22.5. 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 by:
- a) the chairperson of the General Meeting,
 - b) at least five Members entitled to vote on the resolution present in person or by proxy at the General Meeting, or

- c) Members with at least 5% of the votes that may be cast on the resolution on a poll present in person or by proxy at the General Meeting.
- 22.6. Neither the chairperson of the General Meeting nor the minutes of the General Meeting need to state the number or proportion of the votes recorded in favour or against.
- 22.7. The demand for a poll at a General Meeting may be withdrawn.
- 22.8. A demand for a poll at a General Meeting does not prevent the continuation of a General Meeting for the transaction of any business other than the question on which the poll has been demanded.
- 22.9. A poll demanded at a General Meeting must be taken when and in the manner the chairperson of the General Meeting directs including in relation to how votes of Members attending by technology are to be collected.
- 22.10. A poll on the election of a chairperson of a General Meeting or on the question of an adjournment of a General Meeting must be taken immediately.

23. Members Resolutions

- 23.1. Members with at least 5% of the votes that may be cast on a resolution or at least 100 Members entitled to vote at a General Meeting may give:
 - a) written notice to the Company of a resolution, to be called a Members Resolution, which they propose to move at a General Meeting, such resolution being one that may be properly considered at a General Meeting, and
 - b) a written request to the Company that the Company give all Members a statement, to be called a Members Statement, about a proposed resolution or any other matter that may properly be considered at a General Meeting.
- 23.2. A notice of a Members Resolution must set out the wording of the proposed resolution and be signed by the Members proposing the resolution.
- 23.3. A request to distribute a Members Statement must set out the statement to be distributed and be signed by the Members making the request.
- 23.4. Separate copies of a document setting out the notice or request may be signed by Members if the wording is the same in each copy.
- 23.5. The percentage of votes of Members is to be calculated as at midnight before the request or notice is given to the Company.
- 23.6. If the Company has been given notice of a Members Resolution, the resolution must be considered at the next General Meeting held more than two months after the notice is given.
- 23.7. The Company must give Members notice of the Members Resolution or a copy of the Members Statement at the same time, or as soon as practicable afterwards, and in the same way, as it gives notice of a General Meeting.

- 23.8. The Company is responsible for the cost of giving Members notice of the Members Resolution or a copy of the Members Statement if the Company receives the notice in time to send it out to Members with the notice of General Meeting.
- 23.9. The Members proposing the Members Resolution are jointly and individually liable for the expenses reasonably incurred by the Company in giving Members notice of the Members Resolution or a copy of the Members Statement if the Company does not receive the Members' notice in time to send it out with the notice of General Meeting. At a General Meeting, the Company may resolve to meet the expenses itself.
- 23.10. The Company does not need to send the notice of proposed Members Resolution or a copy of the Members Statement to Members if:
- a) it is more than 1,000 words long,
 - b) the Board considers it may be defamatory,
 - c) the Members who proposed the resolution or made the request have not paid the Company enough money to cover the cost of sending the notice of the proposed Members Resolution or a copy of the Members Statement to Members, or
 - d) in the case of a proposed Members Resolution, the resolution does not relate to a matter that may be properly considered at a General Meeting or is otherwise not a valid resolution able to be put to the Members.

24. Cancellation or Postponement of a General Meeting

- 24.1. The Board may cancel, postpone, or change the venue of a General Meeting at any time prior to the meeting except in the case of a General Meeting called upon the requisition of Members.
- 24.2. The Board must give notice of the postponement, cancellation or change of venue of a General Meeting to all persons entitled to receive notices of a General Meeting.

PART D — BOARD OF DIRECTORS

25. Board Composition

- 25.1. There will be a minimum of seven and a maximum of twelve Directors comprising:
- a) the President;
 - b) the President-Elect;
 - c) Six Elected Directors who are Indigenous Medical Graduate Members or Voting Life Members and elected by the Voting Members;
 - d) One Elected Director (Student) who is an Indigenous Medical Student Member and elected by the Indigenous Medical Student Members;
- and

- e) up to three Directors appointed by the Board who will be Appointed Directors comprising:
 - i. Up to two Appointed Directors (General); and
 - ii. Up to one Appointed Director (Student) who must be an Indigenous Medical Student Member.
- 25.2. Where the office of a Director becomes vacant, the continuing Directors may continue to act except where the number of Directors is reduced to fewer than seven Directors, in which case the continuing Directors may act only:
- a) to appoint Directors for the purpose of increasing the number of Directors to seven or higher,
 - b) to convene a General Meeting, or
 - c) in an emergency.

26. Terms of Office for Directors

- 26.1. For the purposes of this clause 26, "Year" means the period between the close of one Annual General Meeting and the close of the next Annual General Meeting.
- 26.2. Every second year (or if clause 26.6 applies), a President-Elect will be elected by the Voting Members and the person so elected will serve a four Year term consisting of two Years as President-Elect, then continuing as President for a subsequent two Years.
- 26.3. The term of an Elected Director is two Years from the close of the Annual General Meeting at which their election is declared or announced until the close of the second following Annual General Meeting. If otherwise eligible, they may be re-elected.
- 26.4. The term of an Elected Director (Student) will be one Year from the close of the Annual General Meeting at which their election is declared or announced until the close of the next Annual General Meeting. If otherwise eligible, they may be re-elected.
- 26.5. If there is a casual vacancy in the office of President:
- a) the President-Elect will assume the office of President even if the President-Elect's two Year term has not yet expired; and
 - b) if there is no President-Elect, the Board may appoint another eligible Director to act as President until a President-Elect is elected.
- 26.6. If there is a casual vacancy in the office of President-Elect, that office will remain vacant until the next Annual General Meeting. In conjunction with the next Annual General Meeting, the Voting Members will elect a President-Elect in accordance with clause 30 and the individual so elected will hold office for the remainder of the term of the vacancy.
- 26.7. If a casual vacancy in the position of an Elected Director or Elected Director (Student) occurs, the Board may appoint an eligible individual to fill the vacancy and such appointee holds office until the conclusion of the Annual

General Meeting next following their appointment and may be eligible for election in conjunction with that Annual General Meeting.

27. Term Limits of Directors

27.1. There shall be no limit on the number of consecutive terms or maximum continuous period that a Director may serve as a Director.

28. Eligibility of Directors

28.1. A person is eligible for election or appointment as a Director if they:

- a) are over the age of 18 years,
- b) provide their signed consent to act as a Director,
- c) are not ineligible to be a Director under law, including under the Corporations Act and the ACNC Act,
- d) have a Director Identification Number, and
- e) are not an employee of the Company.

28.2. The President and President-Elect must be either:

- a) Voting Life Members or Indigenous Medical Graduate Members, and
- b) a current Director or former Director who has served at least two consecutive years on the Board of the Company at any time since its incorporation.

28.3. The Elected Directors must be either:

- a) Voting Life Members, or
- b) Indigenous Medical Graduate Members who have been Members in the class of Indigenous Medical Graduate Member and/or Indigenous Medical Student Member for at least eighteen consecutive months prior to their nomination for election.

28.4. The Elected Director (Student) must be an Indigenous Medical Student Member.

28.5. An Elected Director (Student) who during their term ceases to be an Indigenous Medical Student Member may serve out the remainder of their term subject to the Director continuing as and remaining an Indigenous Medical Graduate Member.

29. Appointment of Appointed Directors

29.1. The Board may appoint the following Appointed Directors at its discretion:

- a) Up to two Appointed Directors (General) who:
 - i. may be but does not need to be a Member, and
 - ii. may be an Indigenous or non-Indigenous person;

and

- b) Up to one Appointed Director (Student) who must be an Indigenous Medical Student Member.
- 29.2. An Appointed Director is to serve a term of up to two years as determined by the Board and may be reappointed as Appointed Director at the discretion of the Board.
- 29.3. If a casual vacancy in the position of an Appointed Director occurs, the Board may appoint a new Appointed Director for a term of up to two years as determined by the Board.

30. Election of President-Elect, Elected Directors, Elected Director (Student)

- 30.1. Elections are to be held prior to the Annual General Meeting in accordance with any By-laws.
- 30.2. Prior to an Annual General Meeting, the Board or delegated person will:
- a) give notice to the eligible Voting Members of the number of vacancies that may be filled, and
 - b) invite nomination of candidates for election as Elected Directors, Elected Director (Student) and/or President-Elect (as the case may be) from the eligible Voting Members.
- 30.3. Nominations must be:
- a) in writing in the form prescribed by the Board,
 - b) signed by the candidate expressing their consent to serve as an Elected Director, and
 - c) lodged with the Secretary by the prescribed time.
- 30.4. Only those candidates who satisfy the eligibility requirements for election for the relevant positions and whose nominations comply with clause 30.3 are eligible to stand for election.
- 30.5. If the number of valid nominations of eligible candidates for election exceeds the number of vacant positions to be filled, a ballot must be held prior to the Annual General Meeting, which may be an electronic ballot as determined by the Board.
- a) There will be separate ballots for the election of the President-Elect, Elected Directors and Elected Director (Student).
 - b) Each Voting Member that is entitled to vote may vote in the ballot for the election of the President-Elect and the Elected Directors.
 - c) Each Indigenous Medical Student Member that is entitled to vote may vote in the ballot for the election of the Elected Director (Student).
 - d) Any tie in a ballot shall be decided by lot.
- 30.6. Results of an election are to be announced at the Annual General Meeting.
- 30.7. If the number of valid nominations of eligible candidates received for election is equal to or less than the number of vacant positions to be filled, then the

candidates nominated are to be declared elected at the Annual General Meeting following the close of nominations without the need for a ballot.

30.8. Any unfilled positions because of insufficient nominations are to be deemed as casual vacancies.

31. Ceasing to be a Director

31.1. In addition to any other way a Director vacates office under this Constitution, a Director ceases to be a Director if they:

- a) resign by written notice to the President or the Secretary,
- b) are subject to any of the circumstances prescribed by the Corporations Act or the ACNC Act resulting in the ending or vacating of the position of Director,
- c) are President, President-Elect or an Elected Director and cease to be a Voting Life Member or Indigenous Medical Graduate Member,
- d) are a Member and have their membership suspended or they are expelled pursuant to clause 14,
- e) become a person whose estate or person is liable to be dealt with under the law relating to mental health,
- f) die,
- g) become bankrupt or make any arrangement or composition with their creditors generally, unless, subject to the Corporations Act, the Board resolves otherwise,
- h) are convicted on indictment of an offence and the Board does not at the next meeting of the Board after that conviction resolve to confirm the Director's appointment to the position of Director,
- i) are absent from three consecutive Board meetings without leave of absence approved by the Board,
- j) fail to disclose a material personal interest in breach of the law unless at its next meeting the Board resolves otherwise,
- k) are removed from the position of Director in accordance with clause 32,
- l) become an employee of the Company,
- m) are found guilty by a tribunal, industrial commission, court of competent jurisdiction or other similar authority of engaging in discriminatory conduct or harassment towards Members or employees of the Company, or
- n) are prohibited from being a director under the ACNC Act or the Corporations Act.

32. Removing a Director

32.1. The Voting Members may by ordinary resolution at a General Meeting remove a Director from their position as Director before the expiration of the Director's term of office.

33. No Alternate Directors

33.1. Directors are not entitled to appoint alternate directors.

34. Powers of the Board

34.1. The powers of the Board are to:

- a) control and manage the affairs of the Company,
- b) exercise all the functions as may be exercised by the Company other than those functions that are required by this Constitution or the Corporations Act to be exercised by a General Meeting, and
- c) perform all such acts and do all such things as appear to the Board to be necessary or desirable for the proper management of the affairs of the Company.

34.2. The Board may delegate any of its powers to:

- a) a committee,
- b) a Director,
- c) an employee of the Company, or
- d) any other person,

and may revoke that delegation.

34.3. The delegate must exercise the powers delegated in accordance with any directions, terms, and conditions as set by the Board.

35. By-Laws

35.1. The Board may make, amend, or repeal such By-laws as it determines are appropriate for the purposes of giving effect to any provision of this Constitution or to govern the procedures and activities of the Company.

35.2. Any By-laws:

- a) must be consistent with the provisions in this Constitution, and
- b) when in force, are binding on all Members.

36. Duties of Directors

36.1. The Directors must comply with their duties as Directors under legislation and common law which includes the duty:

- a) to exercise their powers and discharge their duties with the degree of care and diligence that a reasonable individual would exercise if they were a Director of the Company,

- b) to act in good faith in the best interests of the Company and to further the Purpose of the Company,
- c) not to misuse their position as a Director,
- d) not to misuse information they gain in their role as a Director,
- e) to maintain the confidentiality of information received in their role as a Director,
- f) to act in the best interests of the Company,
- g) to disclose any material personal interest in a matter that relates to the affairs of the Company,
- h) to disclose any conflict of interest which may prevent them from properly fulfilling their duties as a Director,
- i) to ensure that the financial affairs of the Company are managed responsibly, and
- j) not to allow the Company to trade while it is insolvent.

36.2. The Board may make By-laws or adopt a policy consistent with the Corporations Act and the ACNC Act dealing with the disclosure and management of Directors' interests.

37. Payments to Directors

- 37.1. Directors are entitled to such reasonable remuneration as the Board determines, subject to any aggregate limits on the amount of remuneration payable as fixed by the Voting Members at a General Meeting.
- 37.2. A Director may be paid for reimbursement of reasonable expenses incurred by the Director in the performance of any duty as a Director where the amount payable does not exceed an amount previously approved by the Board.
- 37.3. A Director may be paid for any work they do for the Company (other than as a Director) where the provision of the work has the prior approval of the Board and where the amount payable is approved by the Board.

38. Board Meetings

- 38.1. The Board may meet, including by technological means, for the dispatch of business, and adjourn and otherwise regulate its meetings.
- 38.2. The President alone, or any two Directors, may convene a Board meeting.
- 38.3. At a Board meeting:
 - a) the President or, in the President's absence, the President-Elect is to preside as chairperson, or
 - b) if the President and the President-Elect are absent or unwilling to act, one of the remaining Directors may be chosen by the Directors present at the Board meeting to preside as chairperson.

- 38.4. Questions arising at any Board meeting are to be decided by a simple majority of votes of those Directors present and entitled to vote.
- 38.5. Directors are to have one vote on any question at a Board meeting.
- 38.6. Directors may not assign proxies at a Board meeting.
- 38.7. In the event of an equality of votes on any question at a Board Meeting, the chairperson of the Board meeting does not have a casting vote and the motion is not passed.
- 38.8. A Board meeting may be held using technology that allows the Directors in attendance to communicate with each other clearly and simultaneously.
- 38.9. A Director who participates in a Board meeting using technology is taken to be present at the Board meeting and, if the Director votes at the Board meeting, is taken to have voted in person.
- 38.10. The Board may invite third parties to attend a Board meeting as observers.
- 38.11. The Board may, on application of a Director, grant that Director leave of absence from the Board, for a period determined by the Board, but not beyond their designated term under this Constitution. As leave of absence is not a formal casual vacancy, the Director cannot be replaced during the term of the leave of absence.

39. Notice of a Board Meeting

- 39.1. Subject to clause 39.3, notice of a Board meeting must be given to each Director at least seven days or such other period as may be unanimously agreed upon by the Directors before the time appointed for the holding of the Board meeting.
- 39.2. Notice of a Board meeting must be given by such means as agreed by the Directors.
- 39.3. In cases of urgency, a Board meeting can be held without the usual notice provided that as much notice as practicable is given to each Director by the quickest means practicable.
- 39.4. Non receipt of any notice of a Board meeting by a Director does not affect the validity of the convening of the Board meeting.

40. Quorum at a Board Meeting

- 40.1. To transact business at a Board meeting, a quorum of Directors is required during the time in which the business is dealt with at the Board meeting.
- 40.2. The quorum for a Board meeting is a majority of the Directors currently in office.

41. Decisions of the Board without a Board Meeting

- 41.1. The Board may pass a circular resolution without a Board meeting being held. The passing of such circular resolutions:

- a) requires a majority of Directors assenting to the resolution within the time specified;
- b) may be through the use of technology; and
- c) must comply with any policies and procedures regarding the passing of circular resolutions as determined by the Board.

42. Validity of Acts of Directors

- 42.1. All acts done at any Board meeting or by any individual acting as a Director are valid even if it is later discovered that there was a defect in the appointment of a person as a Director or the person not being entitled to vote.

PART E — ADMINISTRATIVE MATTERS

43. Secretary

- 43.1. The Board must appoint at least one Secretary.
- 43.2. The Secretary must provide written consent to act as the Secretary prior to appointment.
- 43.3. The Secretary holds office on such terms and conditions as the Board determines.
- 43.4. The Board may remove any Secretary, subject to the terms of any contract and the law.
- 43.5. The Secretary has such powers and duties as specified in this Constitution, the Corporations Act, and as determined by the Board.

44. Minutes

- 44.1. The Company must keep minutes of:
- a) proceedings and resolutions of General Meetings,
 - b) proceedings and resolutions of Board meetings,
 - c) proceedings of committee meetings, and
 - d) resolutions passed by the Board without a meeting.
- 44.2. The Company must ensure that the minutes of a meeting are signed within a reasonable time after the meeting which is usually within one month by the chair of the meeting at which the proceedings were held, or by the chair of the next meeting.

45. Service of Notices to Members

- 45.1. A notice may be given by the Company to a Member by:
- a) serving it on the Member personally,
 - b) sending it by post to the Member's address as shown in the register of Members,

- c) sending it to an electronic contact address such as an e-mail address, that the Member has supplied to the Company or to an address which the Member has contacted the Company in the past, or
 - d) making a copy of it accessible electronically and advising the Member of its availability via the electronic contact address.
- 45.2. Where a notice is sent by post, service of the notice is taken to be effected three days after it is posted.
- 45.3. Where a notice is sent by email or by other electronic means, service of the notice is taken to be effected on the day it is sent or on the day the Member is advised via the electronic contact address that the notice is accessible electronically.

46. Accounts and Audit

- 46.1. The Company must make and keep written financial records that:
- a) correctly record and explain its transactions and financial position and performance, and
 - b) enable true and fair financial statements to be prepared and to be audited if required.
- 46.2. The financial year of the Company commences on the 1st day of July and ends on the 30th day of June or such other period as may be prescribed by the Board.

47. Inspection of Records

- 47.1. A Member other than a Director does not have the right to inspect any books, records, or documents of the Company except as provided by law or authorised by the Board.

48. Indemnity of Directors

- 48.1. The Company indemnifies each officer of the Company out of the assets of the Company, to the relevant extent, against all losses and liabilities (including costs, expenses and charges) incurred by that person as an officer of the Company.
- 48.2. In this clause 48, 'officer' means a Director or Secretary and includes a Director or Secretary after they have ceased to hold that office.
- 48.3. In this clause 48, 'to the relevant extent' means:
- a) to the extent that the Company is not precluded by law including the Corporations Act from doing so,
 - b) to the extent that the conduct of the officer did not constitute serious and wilful misconduct, and
 - c) for the amount that the officer is not otherwise entitled to be indemnified and is not actually indemnified by another person including an insurer under an insurance policy.

- 48.4. The indemnity is a continuing obligation and is enforceable by an officer even though that person is no longer an officer of the Company.
- 48.5. To the extent permitted by law, the Company may:
- a) purchase and maintain insurance, and
 - b) pay or agree to pay a premium for an insurance,
- against any liability incurred by the officer as an officer including, but not limited to, a liability for negligence or for reasonable costs and expenses incurred in defending proceedings, whether civil or criminal.

49. Changes to the Constitution

- 49.1. The Company may modify or repeal this Constitution, or a provision of this Constitution, by the Voting Members passing a Special Resolution and following the requirements of the Corporations Act.

50. Winding Up the Company

- 50.1. Voluntary dissolution of the Company may only be achieved by a Special Resolution of Voting Members and following all the requirements of the Corporations Act.
- 50.2. If the Company is wound up, any surplus assets including any gift funds, must not be distributed to a Member or a former Member in their capacity as a Member.
- 50.3. Subject to the Corporations Act, any other applicable laws, and any court order, any surplus assets including 'gift funds' that remain after the Company is wound up must be distributed to one or more charities:
- a) with a purpose similar to, or inclusive of, the purpose of the Company,
 - b) which prohibits the distribution of any surplus assets to its members to at least the same extent as the Company, and
 - c) that is or are deductible gift recipients within the meaning of the *Income Tax Assessment Act 1997* (Cth).
- 50.4. The decision as to the charity or charities to be given the surplus assets including 'gift funds' must be made by a Special Resolution of Voting Members at or before the time of winding up.
- 50.5. If the Voting Members do not make this decision, the Company may apply to the Supreme Court in the Australian Capital Territory to make this decision.
- 50.6. If the Company's deductible gift recipient endorsement is revoked, the Company must transfer any surplus 'gift funds' to one or more charities that meet the requirements of clause 50.3 as determined by the Board.
- 50.7. For the purpose of this clause 50, 'gift funds' mean:
- a) gifts of money or property for the principal purpose of the Company,
 - b) contributions made in relation to a fundraising event held for the principal purpose of the Company, and

- c) money received by the Company because of such gifts and contributions.

51. Transitional Arrangements

51.1. Transition - Membership

- a) Any Member on the register of Members at the time of adoption of this Constitution will continue in their existing class of membership, except that Life Members will be classified by the Board as either Voting Life Members or Honorary Life Members pursuant to the criteria in clauses 7.4 and 7.5.

51.2. Transition - Board of Directors

- a) The Directors in office may serve out the remainder of their terms pursuant to the constitution that this Constitution replaces, and if eligible may be nominated to stand for re-election.
- b) In conjunction with the 2024 annual general meeting, elections will be held in accordance with clause 30 for the positions of President-Elect, vacant Elected Director positions and the Elected Director (Student).
- c) In conjunction with the 2024 annual general meeting, an election will be also be held for the position of President and the person so elected will hold office as President until the conclusion of the 2026 annual general meeting.

51.3. Transition – Office Bearers

- a) The Director holding the position of President will continue as President until the conclusion of the 2024 annual general meeting.
- b) The Director holding the position of Vice President will continue as Vice President until the conclusion of the 2024 annual general meeting, at which time the position will cease.

51.4. Transition - Committees of the Board

- a) Any committee established under the constitution that this Constitution replaces will continue until otherwise dissolved or ceased by the Board.

END OF CONSTITUTION